

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **FIRST PACIFIC COMPANY LIMITED**

**第一太平有限公司**

*(Incorporated with limited liability under the laws of Bermuda)*

Website: [www.firstpacific.com](http://www.firstpacific.com)

(Stock Code: 00142)

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 24 AUGUST 2023**

Reference is made to the notice of a special general meeting (the “**SGM Notice**”) of First Pacific Company Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 7 August 2023. Unless otherwise defined in this announcement or the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE SPECIAL GENERAL MEETING**

At the Company’s special general meeting (the “**SGM**”) held as a virtual meeting using electronic system, organized at the Company’s principal office in Hong Kong on Thursday, 24 August 2023 at 11:00 a.m., a poll was demanded by the Chairman of the SGM for voting on the ordinary resolution to approve the Proposed Transaction, as set out in the SGM Notice.

The resolution set out in the SGM Notice was voted on by poll and was duly passed by the shareholders of the Company (the “**Shareholders**”) as an ordinary resolution. Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the SGM. The poll results in respect of the ordinary resolution were as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	<p><b>THAT</b></p> <p>(a) the proposed participation by Metro Pacific Holdings, Inc. (“MPHI”), a Philippine affiliate of the Company, as an offeror in respect of the proposed tender offer (the “<b>Tender Offer</b>”) to purchase the outstanding common shares of Metro Pacific Investments Corporation (“MPIC”) (the “<b>Shares</b>”) as contemplated by a Memorandum of Agreement dated 26 April 2023 and as amended on or around 8 August 2023 (the “<b>MOA</b>”) entered into between (i) MPHI, (ii) Mit-Pacific Infrastructure Holdings Corporation, (iii) MIG Holdings Incorporated, and (iv) GT Capital Holdings, Inc. at the price of Pesos 5.20 (equivalent to approximately US\$0.09 or HK\$0.73) per Share pursuant to the MOA be approved; and that subject to the Tender Offer becoming unconditional and the requisite approval of delisting of the Shares from the Philippine Stock Exchange be obtained, the entering into by MPHI with the other parties to the MOA a Shareholders’ Agreement in relation to the operation and management of MPIC after MPIC’s delisting be approved; and</p> <p>(b) that any executive director of the Company be and is hereby authorized to arrange for the execution of such documents in such manner as he may consider necessary or desirable; and to do, or authorize the Company and/or any subsidiary(ies) and/or affiliates to do, such acts and things he may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the Tender Offer and/or any matter related thereto; and to make or agree, or authorize the Company and/or any subsidiary(ies) and/or affiliates to make or agree, such amendments or variations thereto; and to grant, or authorize the Company and/or any subsidiary(ies) and/or affiliates to grant, any waivers of any conditions precedent or other provisions of such documents as he in his discretion considers to be desirable and in the interests of the Company; and to authorize the Company to arrange or to instruct or direct MPHI as an offeror to arrange for the issue and/or execution of such documents in such manner as he may consider necessary or desirable or expedient for the acquisition of the entire outstanding Shares, implementing the delisting of MPIC and for the purpose of, or in connection with, the implementation and completion of the Tender Offer or any matter related thereto.</p>	3,268,316,563 (99.993881%)	200,000 (0.006119%)
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, the total number of issued shares of the Company was 4,241,660,570 shares. Under the Listing Rules and as disclosed on page 13 of the Circular, Mr. Manuel V. Pangilinan and his associates (defined in the Listing Rules), having a material interest in the Proposed Transaction, were interested in 70,493,078 shares of the Company in aggregate, representing approximately 1.66% of the issued shares of the Company as at the date of the SGM, and have abstained from voting on the ordinary resolution proposed at the SGM.

Accordingly, the total number of issued shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution at the SGM was 4,171,167,492 (representing approximately 98.34% of the issued shares of the Company).

Save as disclosed above, none of the other Shareholders was required under the Listing Rules to abstain from voting at the SGM and there were no shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolution at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the ordinary resolution proposed at the SGM.

As at the date of the SGM, Mr. Anthoni Salim, the Chairman of the Company, and companies controlled by him are beneficially interested in 1,925,474,957 shares of the Company, representing approximately 45.39% of the issued shares of the Company as at the date of the SGM. In accordance with the voting undertaking given in favour of the Company as disclosed in the Circular, Mr. Salim and those companies controlled by him had voted those shares in favour of the resolution to approve the Proposed Transaction at the SGM.

All the Directors of the Company attended the SGM, except Mr. Anthoni Salim and Mr. Manuel V. Pangilinan due to other engagement.

#### **NEXT STEP OF THE PROPOSED TRANSACTION**

As referred to on page 9 of the Circular, the tender offer commenced on 9 August 2023 and will end on 7 September 2023. Upon satisfaction of conditions required for the PSE to approve MPIC's delisting as specified in the Circular including, but not limited to, the persons proposing to delisting MPIC obtaining a total of at least 95% of the total outstanding listed common shares of MPIC (with PSE having the discretion to accept a lower level which it deems sufficient for a delisting), the PSE will likely approve MPIC's delisting on or around 9 October 2023.

Shareholders will be updated on the progress of the tender offer in due course.

By Order of the Board  
**First Pacific Company Limited**  
**Chiu Wing Man, Fiona**  
*General Counsel and Company Secretary*

Hong Kong, 24 August 2023

As at the date of this announcement, the Board of the Company comprises the following Directors:

***Executive Directors:***

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*  
Christopher H. Young

***Non-executive Directors:***

Anthoni Salim, *Chairman*  
Benny S. Santoso  
Axton Salim

***Independent Non-executive Directors:***

Prof. Edward K.Y. Chen, *GBS, CBE, JP*  
Margaret Leung Ko May Yee, *SBS, JP*  
Philip Fan Yan Hok  
Madeleine Lee Suh Shin  
Blair Chilton Pickerell