



# FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

**Form of Proxy for use at the ANNUAL GENERAL MEETING (“AGM”) of First Pacific Company Limited (the “Company”) to be held at The Bamboo and Peacock Rooms, 1st Floor, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong SAR on Thursday, 9th June, 2005 at 10:30 a.m. and at any adjournment thereof.**

I/We, <sup>1</sup> \_\_\_\_\_ (and) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ ordinary shares of US\$0.01 each in the capital of the Company, HEREBY APPOINT the Chairman of the AGM or <sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy <sup>4</sup> to attend and vote for me/us at the AGM (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the AGM.

Please indicate with an “x” in the space provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed, without a specific direction, the proxy will vote or abstain at his discretion.

	RESOLUTIONS	For	Against
1.	To receive and adopt the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31st December, 2004.		
2.	To re-appoint Ernst & Young as Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.		
3 (a)	To re-elect Mr. Anthoni Salim as a non-executive director and chairman of the board of directors of the Company for a fixed term of not more than three years, commencing on the date of this AGM and ending on the earlier of (1) the date of the Company’s annual general meeting to be held in the calendar year 2008 or (2) 8th June 2008 or (3) the date on which the Director concerned retires by rotation pursuant to the Code on Corporate Governance Practices adopted by the Company and/or the Bye-laws (the “fixed term”).		
(b)	To re-elect Mr. Manuel V. Pangilinan as managing director and chief executive officer of the Company.		
(c)	To re-elect Mr. Edward A. Tortorici as an executive director of the Company.		
(d)	To re-elect Mr. Robert C. Nicholson as an executive director of the Company.		
(e)	To re-elect Prof. Edward K.Y. Chen as an independent non-executive director of the Company for the fixed term.		
(f)	To re-elect Mr. Graham L. Pickles as an independent non-executive director of the Company for the fixed term.		
(g)	To re-elect Mr. David W.C. Tang as an independent non-executive director of the Company for the fixed term.		
(h)	To re-elect His Excellency Albert F. del Rosario as a non-executive director of the Company for the fixed term.		
(i)	To re-elect Mr. Sutanto Djuhar as a non-executive director of the Company for the fixed term.		
(j)	To re-elect Mr. Tedy Djuhar as a non-executive director of the Company for the fixed term.		
(k)	To re-elect Mr. Ibrahim Risjad as a non-executive director of the Company for the fixed term.		
(l)	To re-elect Mr. Benny S. Santoso as a non-executive director of the Company for the fixed term.		
4.	To fix the directors’ remuneration pursuant to the Company’s Bye-laws.		
5.	To authorise the board of directors of the Company to appoint additional directors as an addition to the board.		
6.	To give a general mandate to the directors to allot, issue and deal with additional shares in the Company not exceeding 20 per cent of the Company’s issued share capital.		
7.	To give a general mandate to the directors to exercise all the powers of the Company to repurchase shares in the Company not exceeding 10 per cent of the Company’s issued share capital.		
8.	To approve the addition of the aggregate nominal amount of shares repurchased pursuant to Resolution (7) above to the aggregate nominal amount of share capital which may be allotted pursuant to Resolution (6) above.		
9.	To amend the Company’s Bye-laws in the manner set out in Resolution (9) in the Notice.		
10.	To adopt a new executive stock option plan of Metro Pacific Corporation.		

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ 2005

**Notes:**

- Please insert your full name(s) and address in block capitals. All joint holders’ names should be stated.
- Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this Form of Proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is appointed, strike out “the Chairman of the AGM or” and insert the name and address of the desired proxy in the space provided and initial the alteration.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders.
- In the case of a corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorized.
- To be valid, this Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company’s principal office (Attention: Corporate Secretarial Department) at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR not less than 48 hours before the time of the meeting or at any adjournment thereof.
- Any alterations made in this Form of Proxy must be initialled.
- Completion and delivery of the Form of Proxy will not preclude you from attending and voting at the AGM if you so wish.
- The Chairman will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorized corporate representative or by proxy shall have one vote for every share held by him. The results of the poll will be published in the local newspapers and on the website of the Company and The Stock Exchange of Hong Kong Limited, on the business day following the Meeting.