

FIRST PACIFIC COMPANY LIMITED

第一太平有限公司

(Incorporated with limited liability under the laws of Bermuda)

Website: <http://www.firstpacific.com>

(Stock Code: 00142)

FORM OF PROXY

Form of Proxy for use at the ANNUAL GENERAL MEETING (“AGM”) of First Pacific Company Limited (the “Company”) to be held at The Tian & Di Room, 7th Floor, The Landmark Mandarin Oriental Hong Kong, 15 Queen’s Road Central, The Landmark, Central, Hong Kong at 3:00 p.m. on Wednesday, 28 May 2014 and at any adjournment thereof. Capitalised terms used in this Form of Proxy which are not defined herein shall have the respective meanings given to them in the Notice convening the AGM dated 26 April 2014 (“AGM Notice”).

I/We, ¹ _____ (and) _____
of _____
being the registered holder(s) of ² _____ ordinary shares of US\$0.01 each in the capital of the Company,
HEREBY APPOINT the Chairman of the AGM or ³ _____
of _____
as my/our proxy 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 or described in the AGM Notice ⁴.

Please indicate with a “✓” 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/her discretion in respect of the resolutions as described in the AGM Notice.

RESOLUTIONS		For	Against
1.	To receive and adopt the Audited Accounts and the Reports of the Directors and Independent Auditors for the year ended 31 December 2013.		
2.	To declare a final cash dividend of HK13.00 cents (US1.67 cents) per ordinary share for the year ended 31 December 2013.		
3.	To re-appoint Ernst & Young as Independent Auditors of the Company and to authorise the Board or the Audit Committee to fix their remuneration.		
4.	(i) To re-elect Mr. Robert C. Nicholson as the Executive Director of the Company for a fixed term of approximately three years, commencing on the date of the AGM and expiring at the conclusion of the annual general meeting of the Company to be held in the third year following the year of his re-election (being 2017) (“a fixed 3-year term”).		
	(ii) To re-elect Mr. Benny S. Santoso as a Non-executive Director of the Company for a fixed 3-year term.		
	(iii) To re-elect Mr. Graham L. Pickles as an Independent Non-executive Director of the Company for a fixed 3-year term.		
	(iv) To re-elect Mr. Napoleone L. Nazareno as a Non-executive Director of the Company for a fixed 3-year term.		
	(v) To re-elect Mr. Tedy Djuhar as a Non-executive Director of the Company for a fixed term of approximately one year, commencing on the date of the AGM and expiring at the conclusion of the annual general meeting of the Company to be held in the year following the year of his re-election (being 2015).		
5.	To authorise the Board or the Remuneration Committee to fix the remuneration of the Executive Directors pursuant to the Company’s Bye-laws and to fix the remuneration of the Non-executive Directors (including the Independent Non-executive Directors) at the sum of US\$5,000 for each meeting attended.		
6.	To authorise the Board to appoint additional directors as an addition to the Board.		
7.	To grant a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 10% of the Company’s issued share capital, as described in the AGM Notice.		
8.	To grant a general mandate to the Directors to exercise all the powers of the Company to repurchase shares in the Company not exceeding 10% of the Company’s issued share capital, as described in the AGM Notice.		
9.	To approve the addition of the aggregate nominal amount of shares repurchased pursuant to Resolution (8) above to the aggregate nominal amount of share capital which may be allotted and issued pursuant to Resolution (7) above.		
10	To approve the amendments to the existing Bye-laws of the Company and to adopt the consolidated Bye-laws in the form of the document marked “A” and produced to the AGM as the new Bye-laws of the Company.		

Signature: _____

Date: _____ 2014

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. **IMPORTANT: IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
- A proxy need not be a member of the Company but must attend the AGM 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 authorised.
- 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 attorney or other 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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Any alterations made in this Form of Proxy must be initialled by the person who signs it.
- Completion and delivery of this 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 AGM. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him. The results of the poll will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited as soon as possible, but in any event not later than the commencement of the morning trading session on the next business day following the AGM.