



FIRST PACIFIC COMPANY LIMITED

(Incorporated with limited liability under the laws of Bermuda)

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

(Stock Code: 00142)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

NOMINATION PROCEDURES

Bye-law 117(B) of First Pacific Company Limited (the “Company”) provides that no person, other than a retiring director, shall be eligible for election as a director at any general meeting unless:

- (a) he/she is recommended by the directors for election; or
- (b) he/she is nominated by a shareholder by a notice in writing and such notice has been given to the Company during the period commencing on the day after despatch of the notice of general meeting at which elections to the office of director are to be considered and ending on the day that falls seven days before the date of the general meeting (both days inclusive). The notice of nomination should be accompanied by a notice in writing by the nominated candidate of his/her willingness to be elected.

If a shareholder wishes to propose a person other than a director of the Company for election as a director at a general meeting at which elections to the office of directors are to be considered, the following documents must be served on the Company no later than **seven days before the date of the general meeting** at the principal office of the Company at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, for the attention of the Company Secretary:

- (i) a written notice of intention to propose a resolution at the general meeting; and
- (ii) a notice signed by the proposed candidate of his/her willingness to be elected together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information, as set out in the section below titled “Required Information of the Candidate(s)”; and (B) the candidate’s written consent to the publication of his/her personal data.

Upon receiving a valid nomination, a supplemental circular containing information of the candidate(s) will be despatched to shareholders of the Company as soon as practicable.

REQUIRED INFORMATION OF THE CANDIDATE(S)

In order to enable shareholders of the Company to make an informed decision on their election of directors, the notice of nomination should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company's group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) which shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor any other matters relating to that nominated candidate's standing for election as a director that should be brought to the shareholders' attention; and
- (i) contact details.

RESOLUTIONS AND VOTING

In order to comply with Bye-law 117(C) of the Company's Bye-laws, there must be a separate resolution for the appointment of each director of the Company to be appointed, unless a resolution that a single resolution for the appointment of two or more directors has been proposed and agreed to by the general meeting of the Company without any vote being cast against it.

If the number of candidates standing for election in respect of a director vacancy or director vacancies to be filled at a general meeting exceeds the number of the director vacancy or director vacancies to be filled, the relevant resolutions proposing that a candidate be appointed as a director will provide for a method to determine which candidate(s) shall be elected as directors, as described below.

If a resolution is passed (i.e. it has been carried by the majority of the votes cast in respect of it), the candidate who is the subject of that resolution will be eligible to be elected as a director. If a resolution is not passed, the candidate who is the subject of that resolution will not be eligible to be elected a director.

If there are more resolutions passed by a majority of the votes cast in respect of them than the relevant number of director vacancies to be filled, all resolutions passed in respect of the relevant vacancy/vacancies by a majority of the votes cast will be ranked in terms of net votes cast. Net votes cast are calculated by taking the votes cast in favour of a resolution and subtracting the votes cast against that resolution. In the event there is a tie in the net votes cast for two or more resolutions, the ranking of those resolutions from highest to lowest number of net votes cast shall be determined by the drawing of lots by the chairman of the meeting.

To take an example involving two director vacancies to be filled. If the number of net votes cast in respect of a candidate is among the two highest numbers of net votes cast in respect of all the candidates to fill the two director vacancies, the candidate will be appointed to fill one of the director vacancies. The same principle will be applied in the case of other numbers of directors vacancies, by substituting each reference to “two” above with a reference to the relevant number of director vacancies to be filled. In the event of a tied vote, whereby two candidates have the same number of net votes, if it is necessary to rank the tied resolutions the ranking from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the meeting.

Therefore, if you wish to support a particular candidate, you should vote in favour of his/her resolution. If you do not wish to support a candidate, you may vote against his/her resolution or abstain from voting. If you abstain from voting, you should note that your votes will not be counted when calculating the net votes cast in respect of the resolution for such candidate that you do not wish to support.

If there are less resolutions electing directors passed by a majority of the votes cast than there are director vacancies to be filled, the directors may, pursuant to Bye-law 99, appoint any person to fill the relevant vacancy or vacancies (as the case may be).

Approved by the Board on 20 March 2012