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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)

**FURTHER UPDATE IN RELATION TO PROPOSAL BY
FIRST PACIFIC AND WILMAR TO ACQUIRE THE ENTIRE
ISSUED SHARE CAPITAL OF GOODMAN FIELDER BY WAY OF
SCHEME OF ARRANGEMENT**

DISCLOSEABLE TRANSACTION

**GOODMAN FIELDER SHAREHOLDERS VOTE IN FAVOUR OF
THE SCHEME OF ARRANGEMENT**

Reference is made to the announcement of First Pacific Company Limited (“**First Pacific**” or the “**Company**”) dated 28 April 2014 relating to a proposal made by the Company and Wilmar International Limited (“**Wilmar**”) to Goodman Fielder Limited (“**Goodman Fielder**”) to acquire the entire issued share capital of Goodman Fielder by way of a scheme of arrangement (“**Scheme**”). Reference is also made to the Company’s further announcements dated 15 May 2014, 16 May 2014, 2 July 2014, 8 September 2014, 25 September 2014, 21 October 2014, 16 February 2015 and 18 February 2015, updating shareholders with further information in relation to that proposal.

The Company’s announcement dated 2 July 2014 envisaged that implementation of the Scheme would occur after all conditions precedent have been satisfied. One of the conditions precedent is the approval of Goodman Fielder’s shareholders of the Scheme at a scheme meeting (“**Scheme Meeting**”).

At the Scheme Meeting held in Sydney today, Goodman Fielder’s shareholders voted overwhelmingly in favour of the Scheme.

The final outstanding condition precedent is the approval of the Scheme by the Federal Court of Australia.

Goodman Fielder has applied to the Federal Court of Australia for approval of the Scheme at a court hearing scheduled for 2 March 2015. If the Scheme is approved by the Federal Court of Australia, implementation of the Scheme is scheduled to occur on 17 March 2015.

By Order of the Board
First Pacific Company Limited
Nancy L.M. Li
Company Secretary

Hong Kong, 26 February 2015

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

Executive Directors:

Manuel V. Pangilinan, *Managing Director and CEO*
Edward A. Tortorici
Robert C. Nicholson

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Tedy Djuhar
Napoleon L. Nazareno

Independent Non-executive Directors:

Graham L. Pickles
Prof. Edward K.Y. Chen, *GBS, CBE, JP*
Margaret Leung Ko May Yee, *SBS, JP*
Philip Fan Yan Hok