



## 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)

#### **Rights and procedures for shareholders to convene meetings / put forward proposals**

First Pacific Company Limited (the "Company") holds a general meeting as its annual general meeting ("AGM") every year. Each general meeting other than AGM shall be called a special general meeting ("SGM").

#### Calling a SGM

Pursuant to Bye-law 71 of the Company's Bye-laws and section 74 of the Companies Act 1981 of Bermuda ("Bermuda Companies Act"), shareholders of the Company ("Shareholders") holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Company, to require a SGM to be called by the board of directors of the Company (the "Board") for the transaction of any business specified in such requisition.

The requisition:-

- must be in writing and state the purposes of the meeting;
- must be signed by all the Shareholders concerned;
- may consist of several documents in like form each signed by one or more Shareholders concerned; and
- may either be deposited at the principal office of the Company at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong in hard copy form or sent by email to [companysecretary@firstpacific.com](mailto:companysecretary@firstpacific.com).

The written requisition will be verified with the Company's Hong Kong branch share registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to proceed duly to convene a SGM. Such general meeting shall be held in the same manner, as nearly as possible, as a SGM convened by directors. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such general meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the said date.

If the written requisition has been verified as not in order, the Shareholders concerned will be advised of this outcome.

#### Putting forward proposals at a general meeting

Pursuant to Bye-law 72(B) and sections 79 and 80 of the Bermuda Companies Act, shareholders can make a request to circulate a resolution at an AGM or circulate a statement (of not more than one thousand words) in connection with a proposed resolution or the business to be dealt with at a general meeting; the number of shareholders necessary for such requisition shall be:

- (a) shareholders representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred shareholders of the Company

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, either at the principal office of the Company at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, in hard copy form or sent by email to [companysecretary@firstpacific.com](mailto:companysecretary@firstpacific.com) in the case of:–

- (a) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (b) any other requisition, not less than one week before the meeting.

The written requisition will be verified with the Company's Hong Kong branch share registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the relevant resolution in the agenda for such general meeting provided that the Shareholders concerned have deposited a sum of money reasonable sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the Shareholders concerned in accordance with the statutory requirements to all the registered Shareholders.

If the written requisition has been verified as not in order or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholders concerned will be advised of this outcome.

#### Putting enquiries to the Board

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office located at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong in hard copy form or sent by email to [companysecretary@firstpacific.com](mailto:companysecretary@firstpacific.com). Questions concerning the procedures for convening or putting forward proposals at a general meeting may also be put to the Company Secretary in the same manner.