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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: www.firstpacific.com

(Stock Code: 00142)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of First Pacific Company Limited (the “**Company**”) will be held as a virtual meeting using electronic system, organized at the Company’s principal office in Hong Kong on Thursday, 24 August 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the proposed participation by Metro Pacific Holdings, Inc. (“**MPHI**”), a Philippine affiliate of the Company, as an offeror in respect of the proposed tender offer (the “**Tender Offer**”) to purchase the outstanding common shares of Metro Pacific Investments Corporation (“**MPIC**”) (the “**Shares**”) as contemplated by a Memorandum of Agreement dated 26 April 2023 and as amended on or around 8 August 2023 (the “**MOA**”) entered into between (i) MPHI, (ii) Mit-Pacific Infrastructure Holdings Corporation, (iii) MIG Holdings Incorporated, and (iv) GT Capital Holdings, Inc. at the price of Pesos 5.20 (equivalent to approximately US\$0.09 or HK\$0.73) per Share pursuant to the MOA be approved; and that subject to the Tender Offer becoming unconditional and the requisite approval of delisting of the Shares from the Philippine Stock Exchange be obtained, the entering into by MPHI with the other parties to the MOA a Shareholders’ Agreement in relation to the operation and management of MPIC after MPIC’s delisting be approved; and

- (b) that any executive director of the Company be and is hereby authorized to arrange for the execution of such documents in such manner as he may consider necessary or desirable; and to do, or authorize the Company and/or any subsidiary(ies) and/or affiliates to do, such acts and things he may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the Tender Offer and/or any matter related thereto; and to make or agree, or authorize the Company and/or any subsidiary(ies) and/or affiliates to make or agree, such amendments or variations thereto; and to grant, or authorize the Company and/or any subsidiary(ies) and/or affiliates to grant, any waivers of any conditions precedent or other provisions of such documents as he in his discretion considers to be desirable and in the interests of the Company; and to authorize the Company to arrange or to instruct or direct MPHI as an offeror to arrange for the issue and/or execution of such documents in such manner as he may consider necessary or desirable or expedient for the acquisition of the entire outstanding Shares, implementing the delisting of MPIC and for the purpose of, or in connection with, the implementation and completion of the Tender Offer or any matter related thereto.”

By Order of the Board of
First Pacific Company Limited
Chiu Wing Man, Fiona
General Counsel and Company Secretary

Hong Kong, 7 August 2023

Principal Office:
24th Floor, Two Exchange Square
8 Connaught Place
Central
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Explanatory Notes to the notice of SGM (the “Notice”):

1. As set out in the section headed “ARRANGEMENTS FOR THE SGM” of the circular dated 7 August 2023 (the “**Circular**”) (of which this Notice forms part), the SGM will be a virtual meeting using electronic system, organized at the Company’s principal office in Hong Kong which allows shareholders of the Company to participate in and vote through the online platform for the SGM (the “**Online Platform**”).
2. Every member entitled to participate in and vote at the SGM through the Online Platform is entitled to appoint one or more proxies to participate in and vote instead of him/her at the SGM or at any adjournment thereof (as the case may be). A proxy need not be a member of the Company.
3. A form of proxy for use at the SGM is enclosed with the Circular of which this Notice forms part. The form of proxy can also be downloaded from the websites of the Company (www.firstpacific.com) and the Stock Exchange (www.hkexnews.hk).

4. To be valid, the 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 authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the SGM (i.e. no later than Tuesday, 22 August 2023 at 11:00 a.m.) or any adjournment thereof (as the case may be).
5. Whether or not you propose to participate in the SGM through the Online Platform, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from participating in and voting through the Online Platform at the SGM if you subsequently so wish. In the event that you participate in and vote through the Online Platform at the SGM after having lodged the form of proxy, it will be deemed to have been revoked.
6. For the purpose of determining the identity of the Company's shareholders who are entitled to participate in and vote at the SGM, the Company's Register of Members will be closed from Monday, 21 August 2023 to Thursday, 24 August 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for participation and voting at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 18 August 2023.
7. In the case of joint holders, only ONE PAIR of login details for accessing the Online Platform will be provided. Any one of such joint holders may participate in and vote in respect of such share(s) as if he/she was solely entitled thereto.
8. If a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions" caused by a super typhoon is in force at or at any time after 6:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will publish an announcement on the websites of the Company (www.firstpacific.com) and the Stock Exchange (www.hkexnews.hk) notifying its shareholders of the date, time and place of the adjourned meeting.

The SGM will be held as scheduled when an amber or a red rainstorm warning signal is in force.

9. No refreshments, drinks or corporate gifts will be provided.
10. The English text of the Circular shall prevail over the Chinese text in case of any inconsistency.

As at the date of this notice, the board of Directors of the Company comprises the following Directors:

Executive Directors:

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*
Christopher H. Young

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Axton Salim

Independent Non-executive Directors:

Prof. Edward K.Y. Chen, *GBS, CBE, JP*
Margaret Leung Ko May Yee, *SBS, JP*
Philip Fan Yan Hok
Madeleine Lee Suh Shin
Blair Chilton Pickerell