

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)

FORM OF PROXY

Form of proxy for use at the SPECIAL GENERAL MEETING (the “SGM”) of First Pacific Company Limited (the “Company”) to 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. and at any adjournment thereof (as the case may be). Capitalized 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 SGM dated 7 August 2023 (the “SGM 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 SGM or ³ _____
of (address) _____
and (email address) ⁴ _____ as my/our proxy to participate in and vote for me/us at the SGM
(and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution set out or described in the SGM Notice ⁵.

Please indicate with a “✓” in the appropriate spaces to indicate how you wish your vote(s) to be cast on a poll. If you wish to use less than all your votes, or to cast some of your votes “For” and some of your votes “Against”, you must write the number of votes in the relevant box(es). 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 resolution as set out or described in the SGM Notice.

ORDINARY RESOLUTION		FOR	AGAINST
(1)	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.		

Signature: _____

Date: _____ 2023

Notes:

- Please insert your full name(s) and address in **BLOCK CAPITALS**. All joint holders’ names should be stated.
- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the SGM is appointed, please delete the words “the Chairman of the SGM or” and insert the name, address and email address of the desired proxy in the space provided and initial the alteration. **IMPORTANT: IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.**
- In order to allow your proxy (other than the Chairman of the SGM) to participate in and vote at the SGM through the Online Platform (as described in the circular dated 7 August 2023), please insert his/her email address. The email address so provided will be used by the Company or its agents for sending the login details for accessing the Online Platform and voting at the SGM, so you and your proxy should ensure that the email address provided will be appropriately secure for this purpose.
- A proxy need not be a member of the Company but must participate in the SGM to represent you through the Online Platform.
- 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 at the SGM in respect of such share(s) as if he/she was solely entitled thereto.
- 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 authorized.
- 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 notorially certified copy of such power of attorney or other 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 not less 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).
- 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 participating in and voting at the SGM through the Online Platform if you subsequently so wish, but the authority of your proxy will become invalid forthwith.
- The Chairman of the SGM will demand a poll on the resolution submitted for determination at the SGM. On a poll, every member present in attendance or by a duly authorized corporate representative or by proxy shall have one vote for every share held by him/her. 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 SGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) as well as your proxy’s (or proxies’) email address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) as well as your proxy’s (or proxies’) email address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) as well as your proxy’s (or proxies’) email address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company or the Company’s branch share registrar in Hong Kong at the above address.