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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, organised at the Company’s principal office in Hong Kong on Thursday, 22 August 2024 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company (with or without modifications):

ORDINARY RESOLUTION

“THAT:

- (a) the conditional share purchase agreement dated 28 June 2024 between PT Margautama Nusantara (“**MUN**”), PT Metro Pacific Tollways Indonesia Services (“**MPTIS**”, and together with MUN, the “**First Pacific Investor Group**”), an investment holding company established and incorporated as a wholly-owned indirect subsidiary of GIC (Ventures) Pte. Ltd. (“**WIPL**”, and together with the First Pacific Investor Group, the “**Investor Group**”) and PT Jasa Marga (Persero) Tbk (“**JM**”) pursuant to which, among others, the First Pacific Investor Group has agreed to purchase and JM has agreed to sell to the First Pacific Investor Group an aggregate of 3,923,430,278 shares of PT Jasamarga Transjawa Tol (the “**Target Company**”) (representing approximately 18.0% of the entire issued share capital of the Target Company upon completion of the First Pacific Investments (as defined in the Company’s circular dated 7 August 2024 (the “**Circular**”, of which the notice of SGM (the “**Notice**”) forms part)) (the “**Enlarged Target Capital**”)) for a total consideration of IDR8,115,750 million (subject to adjustments), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the conditional share purchase agreement dated 28 June 2024 between MPTIS and Koperasi Konsumen Karyawan Jalin Margasejahtera (“**KKJM**”) pursuant to which, among others, MPTIS has agreed to purchase and KKJM has agreed to sell to MPTIS an aggregate of 205,459,492 shares of the Target Company (representing approximately 0.9% of the Enlarged Target Capital) for a total consideration of IDR425,000 million (subject to adjustments), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the conditional share subscription agreement dated 28 June 2024 between MPTIS and the Target Company pursuant to which, among others, MPTIS has agreed to subscribe for and the Target Company has agreed to issue and allot to MPTIS an aggregate of 1,208,585,244 shares of the Target Company (representing approximately 5.6% of the Enlarged Target Capital) for a total consideration of IDR2,500,000 million, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) the shareholders’ agreement (the “**Shareholders’ Agreement**”) dated 28 June 2024 between the Investor Group and JM relating to the governance and management of the Target Company upon completion of the First Pacific Investments, and the arrangements contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (e) the board of directors of the Company be and is hereby authorised on behalf of the Company to approve and implement the First Pacific Investments (which the entering into of the Shareholders’ Agreement is part and parcel of) and to take all actions in connection therewith as the board of directors of the Company shall think necessary or desirable (including, without limiting the generality of the foregoing, (i) approving the execution and delivery of any instruments and agreements and the issue of any documents for and on behalf of the Company in connection with or for the purpose of giving effect to the First Pacific Investments (which the entering into of the Shareholders’ Agreement is part and parcel of); and (ii) the exercise of any and all powers of the Company and the doing of any and all acts as the board of directors of the Company may consider necessary, desirable or expedient to give effect to, or otherwise in connection with, the First Pacific Investments (which the entering into of the Shareholders’ Agreement is part and parcel of)).”

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

Hong Kong, 7 August 2024

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:

1. As set out in the section headed “Arrangements for the SGM” of the Circular (of which this Notice forms part), the SGM will be a virtual meeting using electronic system, organised 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. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
4. 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).
5. In order 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 that 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 not less than 48 hours before the time appointed for holding the SGM (i.e. no later than Tuesday, 20 August 2024 at 11:00 a.m. or any adjournment thereof (as the case may be)).
6. 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 or any adjournment thereof (as the case may be), should 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, the instrument appointing a proxy will be deemed to have been revoked.
7. For the purpose of determining the identity of the Company’s shareholders who are entitled to participate in and vote through the Online Platform at the SGM, the Company’s Register of Members will be closed from Monday, 19 August 2024 to Thursday, 22 August 2024, 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, 16 August 2024.

8. 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.
9. 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 venue of the adjourned meeting.

The SGM will be held as scheduled when an amber or a red rainstorm warning signal is in force.
10. No refreshments, drinks or corporate gifts will be provided.
11. References to time and dates in this notice are to Hong Kong time and dates.
12. The English text of the Notice shall prevail over the Chinese text in case of any inconsistency.

As at the date of this notice, the Board 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