

FIRST PACIFIC COMPANY LIMITED

第一太平洋有限公司

(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, organised at the Company’s principal office in Hong Kong on Thursday, 22 August 2024 at 11:00 a.m. and at any adjournment thereof (as the case may be). Capitalised 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 2024 (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)	<p>THAT:</p> <p>(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;</p> <p>(b) the conditional share purchase agreement dated 28 June 2024 between MPTIS and Koperasi Konsumen Karyawan Jalim 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;</p> <p>(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;</p> <p>(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</p> <p>(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)).</p>		

Signature: _____

Date: _____ 2024

- 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 2024), 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 authorised.
 - 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 notationally 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, 20 August 2024 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 through the Online Platform at the SGM (or any adjournment thereof) (as the case may be), should 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 authorised 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 authorised 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.