



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that due to personal reasons, Mr. Chidchai Vanasatidya resigned as independent non-executive director and audit committee member of the Company with effect from 8th March, 2005. The Board would like to take this opportunity to thank Mr. Chidchai Vanasatidya for his invaluable contribution to the Company throughout the term of his service.

The board of directors (the "Board") of C.P. Pokphand Co. Ltd. (the "Company") announces that due to personal reasons, Mr. Chidchai Vanasatidya resigned as independent non-executive director and audit committee member of the Company with effect from 8th March, 2005. Mr. Vanasatidya has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation which need to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to thank Mr. Chidchai Vanasatidya for his invaluable contribution to the Company throughout the term of his service.

Reference is made to the announcement (the "Announcement") of the Company dated 2nd March, 2005 relating to, among other matters, the application for the granting of the Whitewash Waiver (as defined in the Announcement). The Executive has granted its consent under Rule 7 of the Hong Kong Code on Takeovers and Mergers in relation to the resignation of Mr. Chidchai Vanasatidya as independent non-executive director of the Company.

Upon the resignation of Mr. Chidchai Vanasatidya as independent non-executive director, the Company only has two independent non-executive directors and the number of independent non-executive directors falls below the minimum number required under Rule 3.10(1) of the Rules Governing the listing of securities on The Stock Exchange of Hong Kong Limited. The Company will try its best to appoint such additional independent non-executive director within three months after the date of this announcement.

As at the date of this announcement, the directors comprise nine executive directors, namely Mr. Jaran Chiaravanont, Mr. Montri Jiaravanont, Mr. Dhanin Chearavanont, Mr. Sumet Jiaravanon, Mr. Prasert Poongkumarn, Mr. Min Tieworn, Mr. Thirayut Phitya-Isarakul, Mr. Thanakorn Seriburi and Mr. Veeravat Kanchanadul, and two independent non-executive directors, namely Mr. Budiman Elkana and Mr. Cheung Koon Yuet, Peter.

By Order of the Board
Dhanin Chearavanont
Chairman and Chief Executive Officer

Hong Kong, 8th March, 2005

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Please also refer to the published version of this announcement in The Standard.