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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **C.P. POKPHAND CO. LTD.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**C.P. POKPHAND CO. LTD.**

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 5 to 10 of this circular.

A notice convening the annual general meeting of C.P. POKPHAND CO. LTD. to be held at Peak Suite, 45/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 June 2012 at 10:00 a.m., is set out on pages 30 to 35 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the said meeting or any adjournment thereof should you so wish.

30 April 2012

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DEFINITIONS

In this circular, unless the context otherwise requires or otherwise defined, the following expressions have the following meanings:–

“AGM”	the annual general meeting of the Company to be convened at 10:00 a.m. on Friday, 22 June 2012 at Peak Suite, 45/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, notice of which is set out on pages 30 to 35 in this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	a day upon which the Stock Exchange is open for securities trading
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Category A Eligible Person”	has the meaning ascribed to it in the definition of “Eligible Person”
“Category B Eligible Person”	has the meaning ascribed to it in the definition of “Eligible Person”
“Category C Eligible Person”	has the meaning ascribed to it in the definition of “Eligible Person”
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“Company”	C.P. POKPHAND CO. LTD., a company incorporated in Bermuda whose ordinary shares are listed and traded on the Main Board of the Stock Exchange under stock code 43
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“control”	<p>the power of a person to secure:</p> <ul style="list-style-type: none">(i) by means of the holding of shares or other securities or the possession of voting power in or in relation to the relevant body corporate or any other body corporate; or(ii) by means of controlling the composition of a majority of the board of directors of the relevant body corporate or any other body corporate; or(iii) by virtue of any powers conferred by the articles of association or other constitutional document regulating the relevant body corporate or any other body corporate, <p>that the affairs of the first-mentioned body corporate are conducted in accordance with the wishes of such person</p>

DEFINITIONS

“Controlling Shareholder”	<p>any person who has the power, directly or indirectly, to secure:–</p> <ul style="list-style-type: none">(i) by means of the holding of shares entitling him to exercise or control the exercise of 30% (or such lower amount as may from time to time be specified in the Takeovers Code (approved by the Securities and Futures Commission as amended from time to time) as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the Company; or(ii) by means of controlling the composition of a majority of the Board; or(iii) by virtue of any powers conferred by the constitutional document of the Company or any other corporation, <p>that the affairs of the Company are conducted in accordance with the wishes of such person</p>
“Date of Grant”	<p>in relation to any option the offer of which is accepted by the Eligible Person to whom the offer was made, the date on which such option is offered to such Eligible Person, which must be a business day</p>
“Director(s)”	<p>the director(s) of the Company</p>
“Eligible Person”	<p>means: –</p> <ul style="list-style-type: none">(i) <ul style="list-style-type: none">(a) any director (whether executive or non-executive, including any independent non-executive director), employee (whether full time or part time) of, or(b) any individual for the time being seconded to work for,<p>any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board’s opinion, has contribution or potential contribution to the Group) (a “Category A Eligible Person”); or</p>(ii) any holder of any securities issued by any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board’s opinion, has contribution or potential contribution to the Group) (a “Category B Eligible Person”); or

DEFINITIONS

- (iii) (a) any business or joint venture partner, contractor, agent or representative of,
- (b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services incident to the business of the Company and/or its subsidiaries to,
- (c) any investor, vendor, supplier, producer, developer, agent, licensor or service provider of,
- (d) any customer, licensee (including any sub-licensee), wholesaler, retailer, trader or distributor of goods or services of,

any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board's opinion, has contribution or potential contribution to the Group) (a "**Category C Eligible Person**");

and, for the purposes of the New Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of participants

"Employee"	any employee of a member of the Group
"Existing Share Option Scheme"	the share option scheme of the Company adopted by Shareholders on 26 November 2002 and expiring on 25 November 2012
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	23 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information included therein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Share Option Scheme”	the share option scheme of the Company proposed to be approved and adopted by Shareholders at the AGM, a summary of the principal terms of the rules of which is set out in Appendix III on pages 19 to 29 of this circular
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Scheme Period”	the period commencing on the date on which the New Share Option Scheme is approved and adopted by Shareholders at the AGM and expiring at the close of business on the day immediately preceding the tenth anniversary thereof
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company carrying voting rights at general meetings of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of passing of an ordinary resolution set out as Resolution 6A in the notice of the AGM
“Share Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of an ordinary resolution set out as Resolution 6B in the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases published by the Securities and Futures Commission
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

LETTER FROM THE BOARD



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

Executive Directors:

Mr. Dhanin Chearavanont (*Chairman*)

Mr. Adirek Sripratak

Mr. Thanakorn Seriburi

Mr. Soopakij Chearavanont

Mr. Bai Shanlin

Mr. Sooksunt Jiumjaiswanglerg

Mr. Anan Athigapanich

Mr. Suphachai Chearavanont

Mrs. Arunee Watcharananan

Non-executive Directors:

Mr. Meth Jiaravanont

Mr. Patrick Thomas Siewert

Mr. Poon Yee Man Alwin

(alternate to Mr. Patrick Thomas Siewert)

Independent Non-executive Directors:

Mr. Ma Chiu Cheung, Andrew

Mr. Sombat Deo-isres

Mr. Sakda Thanitcul

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal office and Principal

place of business in Hong Kong:

21st Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

30 April 2012

To the Shareholders

Dear Sirs,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (1) the re-election of Directors; (2) the granting of the Share Issue Mandate; (3) the granting of the Share Repurchase Mandate; (4) the adoption of the New Share Option Scheme and (5) the termination of the Existing Share Option Scheme.

LETTER FROM THE BOARD

This circular contains the explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions to be proposed at the AGM together with the notice of the AGM.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-law 77 of the Bye-laws, the Board may appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to their number) and shall then be eligible for re-election. Mr. Sooksunt Jiumjaiswanglerg, who was appointed as an executive Director on 12 October 2011, Mr. Adirek Sripratak and Mrs. Arunee Watcharananan, who were appointed as executive Directors on 1 April 2012, will accordingly retire and, being eligible, offer themselves for re-election at the AGM.

In accordance with Bye-law 82 of the Bye-laws, Messrs. Dhanin Chearavanont, Soopakij Chearavanont, Anan Athigapanich and Ma Chiu Cheung, Andrew, will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of each of the retiring Directors proposed for re-election at the AGM, are set out in Appendix I to this circular.

3. SHARE ISSUE MANDATE

The existing general mandate to allot, issue or otherwise deal with new Shares granted to the Directors at the annual general meeting held on 15 June 2011 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Issue Mandate to the Directors in order to increase the flexibility for the Company to raise new capital as and when the Directors consider appropriate. If the resolution is passed, the exercise in full of the Share Issue Mandate (on the basis of 16,987,835,710 Shares in issue as at the Latest Practicable Date) would result in up to 3,397,567,142 new Shares being allotted, issued and dealt with by the Company during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda (under which the Company is incorporated) or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

4. SHARE REPURCHASE MANDATE

The existing general mandate to repurchase Shares granted to the Directors at the annual general meeting held on 15 June 2011 will expire upon the conclusion of the AGM.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Repurchase Mandate to the Directors. Assuming it is granted by the Shareholders, in the event that the Share Repurchase Mandate is exercised in full (on the basis of 16,987,835,710 Shares in issue as at the Latest Practicable Date), up to 1,698,783,571 Shares may be repurchased by the Company as a result during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda (under which the Company is incorporated) or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules, providing the requisite information regarding the grant of Share Repurchase Mandate is set out in Appendix II to this circular.

In addition, if the Share Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

5. ADOPTION OF THE NEW SHARE OPTION SCHEME

A summary of the principal terms of the rules of the New Share Option Scheme which is proposed to be approved and adopted by Shareholders at the AGM is set out in Appendix III to this circular.

The purpose of the New Share Option Scheme is to enable the Board to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The Board considers that it is in line with modern commercial practice that appropriate Eligible Persons determined by the Board from time to time on the basis of their contribution or potential contribution to the development and growth of the Group, should be given incentives in the form of options to subscribe for Shares.

The terms of the New Share Option Scheme provide that in granting options under the New Share Option Scheme, the Board can determine whether there is any minimum holding period, and whether there is any performance target which must be achieved, before an option granted under the New Share Option Scheme can be exercised. The Board will also determine the option price per Share payable on the exercise of an option according to the terms of the New Share Option Scheme. With such conditions, together with the incentive that the option will bring about, the Board would be able to ensure a specified level of standard, which the Board believes will serve the purpose of the New Share Option Scheme. Subject to the New Share Option Scheme becoming effective, the Board intends to exercise its powers under the New Share Option Scheme during the Scheme Period with the objective of serving the purposes of the New Share Option Scheme as stated above.

The Board considers that it is not appropriate to state the value of all options that can be granted under the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the option value have not been determined. Such variables include the exercise price, exercise period, lock up period (if any), performance targets set (if any) and other relevant variables. The Board believes that any calculation of the value of any option which might have been granted on the Latest Practicable Date would be based on a number of speculative assumptions and would therefore not be meaningful but would be misleading to the Shareholders.

LETTER FROM THE BOARD

The Board or a duly constituted committee of the Board will be responsible for administering the New Share Option Scheme. There are no trustees appointed for the purposes of the New Share Option Scheme.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the New Share Option Scheme, the total number of Shares which may be issued upon exercise of all options which may be granted under the New Share Option Scheme and any other share option schemes of the Company (excluding, for this purpose, (i) those Shares issuable upon exercise of options which have lapsed in accordance with the terms of the New Share Option Scheme or any other share option schemes of the Company; and (ii) the 647,544,234 Shares which remain issuable upon the exercise in full of all outstanding options granted pursuant to the Existing Share Option Scheme) must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the New Share Option Scheme.

Assuming no Shares will be issued or repurchased from the Latest Practicable Date to the date of the AGM on which the New Share Option Scheme is expected to be approved and adopted by the Shareholders, the total number of the Shares in issue as at the date of the AGM will be 16,987,835,710. Subject to the New Share Option Scheme becoming effective and assuming no Shares will be issued or repurchased from the Latest Practicable Date to the date of the AGM on which the New Share Option Scheme is expected to be approved and adopted by the Shareholders, the Company may grant options under the New Share Option Scheme and any other share option schemes of the Company in respect of which up to 1,698,783,571 Shares may be issued.

A copy of the rules of the New Share Option Scheme will be available for inspection at the principal place of business of the Company in Hong Kong at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal business hours on any business day from the date of this circular to and including the date of the AGM and will also be available for inspection at the AGM.

Conditions

The New Share Option Scheme will become effective for the ten-year period ending at the close of business on the day immediately preceding the tenth anniversary of the date of the AGM subject to:

- (a) the passing of ordinary resolutions by the Shareholders at the AGM approving the adoption of the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, up to 1,698,783,571 Shares (subject to adjustment as is permissible under the rules of the New Share Option Scheme), representing 10% of the Shares in issue as at the date of the AGM (assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to such date), which may be issued pursuant to the exercise of options granted under the New Share Option Scheme.

LETTER FROM THE BOARD

Listing Approval

Application has been made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, up to 1,698,783,571 Shares (subject to adjustment as is permissible under the rules of the New Share Option Scheme), representing 10% of the Shares in issue as at the date of the AGM (assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to such date), which may be issued pursuant to the exercise of options granted under the New Share Option Scheme. As at the Latest Practicable Date, no option has been granted or agreed to be granted under the New Share Option Scheme.

Comparison with the Terms of the Existing Share Option Scheme

The terms of the New Share Option Scheme and the Existing Share Option Scheme are broadly similar. A few changes have been made to reflect changes to the Listing Rules and to market practice in this area since the Existing Share Option Scheme was adopted.

6. TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by Shareholders on 26 November 2002 and will expire on 25 November 2012. The Directors consider that it is in the best interests of the Company to adopt the New Share Option Scheme in place of the Existing Share Option Scheme, and therefore propose that the Existing Share Option Scheme be terminated and the New Share Option Scheme be approved and adopted by Shareholders at the AGM. Upon termination of the Existing Share Option Scheme, no further options will be granted under the Existing Share Option Scheme. However, the rules of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme. All options granted under the Existing Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme.

As at the Latest Practicable Date, the Company had granted 647,544,234 options to subscribe for a total of 647,544,234 Shares, of which no options to subscribe for Shares have been exercised, lapsed, and cancelled under the Existing Share Option Scheme. Accordingly, there were 647,544,234 outstanding options to subscribe for 647,544,234 Shares (representing approximately 3.8% of the Shares in issue as at the Latest Practicable Date) as at the Latest Practicable Date.

7. ANNUAL GENERAL MEETING

Set out on pages 30 to 35 is a notice convening the AGM to be held at Peak Suite, 45/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 June 2012 at 10:00 a.m. at which resolutions will be proposed for the purpose of considering and, if thought fit, approving the ordinary business of an annual general meeting, the granting of the Share Issue Mandate, the granting of the Share Repurchase Mandate, the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme. To the best knowledge of the Directors, none of the Shareholders is required to abstain from voting on any of the foregoing resolutions at the AGM.

LETTER FROM THE BOARD

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form to 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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

8. RECOMMENDATION

The Board considers that the re-election of Directors, the granting of the Share Issue Mandate, the granting of the Share Repurchase Mandate, the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Aruneer Watcharananan
Director

APPENDIX I BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Details of the retiring Directors who will retire at the AGM and being eligible, offer themselves for re-election at the AGM are set out below:

Mr. Dhanin Chearavanont, aged 72, has been an Executive Director of the Company since 1988. He was appointed as Executive Chairman of the Company in 2005 and this title was subsequently changed to Chairman with effect from 28 February 2010. Mr. Chearavanont was appointed as the Chairman of the Nomination Committee of the Company on 1 April 2012. Mr. Chearavanont is also the chairman and chief executive officer of the Charoen Pokphand Group. He has extensive experience in establishing and operating businesses in Asia, Europe and USA. He also holds directorship in a subsidiary of the Company. Mr. Chearavanont is also the chairman of Charoen Pokphand Foods Public Company Limited (“CPF”), True Corporation Public Company Limited (“True Corporation”) and CP ALL Public Company Limited (“CP ALL”) and an advisor to the board of directors of Siam Makro Public Company Limited, which are companies listed on the Stock Exchange of Thailand (the “SET”).

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mr. Chearavanont did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Chearavanont is the father of Messrs. Soopakij Chearavanont, a Vice Chairman of the Company and Suphachai Chearavanont, an Executive Director of the Company and an uncle of Mr. Meth Jiaravanont, a Non-executive Director of the Company. Messrs. Soopakij Chearavanont and Suphachai Chearavanont are brothers and they are cousins of Mr. Meth Jiaravanont. Save as disclosed above, Mr. Chearavanont did not have any other relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Chearavanont held options granted under the Company’s share option scheme to subscribe for 37,600,000 Shares. Saved as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Chearavanont and the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emolument is determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2011, Mr. Chearavanont received emoluments of US\$1,277,000.

Saved as disclosed above, there is no other information for Mr. Chearavanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chearavanont’s re-election.

Mr. Adirek Sripratak, aged 65, has been appointed as a Vice Chairman of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company since 1 April 2012. Mr. Sripratak has been the President and the Chief Executive Office of CPF since 2003. He is also a director of CP ALL, several subsidiaries of CPF and of the Company. He has more than 40 years' experience in the agri-business and food industry. His valuable experience is widely recognised and has led to his appointment to a number of public offices and positions. His public service experiences include serving as a Senator of the National Assembly of Thailand, the Honorary Chairman of the Thai Broiler Processing Exporters Association and an Honorary Director of Chiang Mai University Council. He received Honorary Doctorates from a number of universities including Maejo University, Chiang Mai University and Rajamangala University of Technology Isan, Thailand.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sripratak had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mr. Sripratak did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Sripratak is the elder brother of Mrs. Arunee Watcharananan, an Executive Director of the Company. Save as disclosed above, Mr. Sripratak did not have any other relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Sripratak had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Sripratak and the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Sripratak will not receive any emoluments for his directorship in the Company.

Saved as disclosed above, there is no other information for Mr. Sripratak which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Sripratak's re-election.

Mr. Soopakij Chearavanont, aged 48, has been an Executive Director of the Company since 2005 and has been appointed as a Vice Chairman with effect from 28 February 2010. He obtained a Bachelor of Science degree in the College of Business and Public Administration of New York University, USA and has extensive multinational investment and management experience in various industries. Mr. Chearavanont is also the chairman and chief executive officer of C.P. Lotus Corporation, a company listed on the Main Board of the Stock Exchange. and a director of True Corporation and CP ALL. He is also the chairman of True Visions Public Company Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mr. Chearavanont did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Chearavanont is the elder brother of Mr. Suphachai Chearavanont, an Executive Director of the Company. He is also a cousin of Mr. Meth Jiaravanont, a Non-executive Director of the Company. Mr. Chearavanont is a son of Mr. Dhanin Chearavanont, the Chairman of the Company. Save as disclosed above, Mr. Chearavanont did not have any other relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Chearavanont had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Chearavanont and the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. For the year ended 31 December 2011, Mr. Chearavanont did not receive any emoluments for his directorship in the Company.

Saved as disclosed above, there is no other information for Mr. Chearavanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chearavanont's re-election.

Mr. Sooksunt Jiumjaiswanglerg, aged 59, has been appointed as an Executive Director and as Chief Executive Officer (Vietnam Area) of the Company since 12 October 2011 and 1 April 2012 respectively. Mr. Jiumjaiswanglerg has over 30 years of experience in animal feed sales and breeding, having been with the Charoen Pokphand Group since 1 February 1980. He has been the general director of C.P. Vietnam Corporation ("CPV"), a subsidiary of the Company, since 2005. He graduated from the University of the Thai Chamber of Commerce with a Bachelor degree in Economics.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiumjaiswanglerg had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Jiumjaiswanglerg had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Jiumjaiswanglerg and the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emolument is determined with reference to his duties and responsibilities within the Group. Mr. Jiumjaiswanglerg received emoluments of US\$92,000 for the period from 12 October 2011 to 31 December 2011.

Saved as disclosed above, there is no other information for Mr. Jiumjaiswanglerg which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Jiumjaiswanglerg's re-election.

APPENDIX I BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Anan Athigapanich, aged 60, has been an Executive Director since 28 February 2010. Mr. Athigapanich obtained a Bachelor's degree in Agriculture from Sukhothai Thammatirat University, Thailand and received his Doctor of Agriculture Management from Maejo University, Thailand. He joined the Charoen Pokphand Group in 1977 and is currently the vice chairman of the Group's feed business, responsible for the operation of its feedmill business in Guangxi, Fujian and Hainan. Mr. Athigapanich has extensive experience in the management of agribusiness operations. He also holds directorships in several subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Athigapanich had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company

As at the Latest Practicable Date, Mr. Athigapanich had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Athigapanich and the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emolument is determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2011, Mr. Athigapanich received emoluments of US\$780,000.

Saved as disclosed above, there is no other information for Mr. Athigapanich which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Athigapanich's re-election.

Mrs. Arunee Watcharananan, aged 63, has been appointed as an Executive Director of the Company since 1 April 2012. Mrs. Watcharananan has been an Executive Director of CPF since 2000. She is also a director of several subsidiaries of CPF. She graduated from Thammasat University, Thailand with a Bachelor degree in Economics.

Save as disclosed above, as at the Latest Practicable Date, Mrs. Watcharananan had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mrs. Watcharananan did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mrs. Watcharananan is the younger sister of Mr. Sripratak, an Executive Director of the Company. Save as disclosed above, Mrs. Watcharananan did not have any other relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mrs. Watcharananan had no interest in the Shares within the meaning of Part XV of the SFO.

APPENDIX I BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

There is no service contract entered into between Mrs. Watcharananan and the Company. She is not appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mrs. Watcharananan will not receive any emoluments for her directorship in the Company.

Saved as disclosed above, there is no other information for Mrs. Watcharananan which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mrs. Watcharananan's re-election.

Mr. Ma Chiu Cheung, Andrew, aged 70, has been an Independent Non-executive Director and Chairman of the Audit Committee of the Company since 2005. Mr. Ma was a member of the Remuneration Committee of the Company since 2006. Mr. Ma was appointed as chairman of the Remuneration Committee and a member of the Nomination Committee of the Company on 1 April 2012. Mr. Ma is a founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Limited and is presently a director of Mayee Management Limited. He has more than 30 years' experience in the field of accounting, auditing and finance. Mr. Ma received his Bachelor's degree in Economics from the London School of Economics and Political Science (University of London) in the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England & Wales, the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong. In addition to his directorship in the Company, Mr. Ma is also an independent non-executive director of Asia Financial Holdings Limited, Beijing Properties (Holdings) Limited, Tanrich Financial Holdings Limited, China Resources Power Holdings Company Limited and Chong Hing Bank Limited, all of which are companies listed on the Main Board of the Stock Exchange. Furthermore, he is also an independent non-executive director of Asian Citrus Holdings Limited, a company listed on both the Main Board of the Stock Exchange and the AIM Board of The London Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationship with any directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company,

As at the Latest Practicable Date, Mr. Ma had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Ma and the Company. He is appointed for a successive term of one year and is subject to retirement by rotation and re-election at the general meetings in accordance with the Bye-laws. His emolument is determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2011, Mr. Ma received director's fee of US\$31,000.

Based on the confirmation of independence received from Mr. Ma, he is considered as independent pursuant to Rule 3.13 of the Listing Rules and therefore recommended to be re-elected at the AGM.

Saved as disclosed above, there is no other information for Mr. Ma which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Ma's re-election.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Repurchase Mandate. The Shares proposed to be repurchased by the Company are fully paid-up.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase its own shares.

EXERCISE OF THE GENERAL MANDATE TO REPURCHASE SHARES

Resolution 6B set out in the notice convening the AGM will, if passed, give a general unconditional mandate to the Directors to repurchase Shares on the Stock Exchange representing up to 10% of its share capital in issue as at the date of passing of such resolution at any time until the next annual general meeting of the Company or any earlier date as referred to in that resolution (the “Relevant Period”). All repurchases of Shares on the Stock Exchange by the Company must be approved in advance by an ordinary resolution either by way of a general mandate or by specific approval in relation to a specific transaction.

Accordingly, exercise in full of the Shares Repurchase Mandate (on the basis of 16,987,835,710 Shares in issue as at the Latest Practicable Date) would result in up to 1,698,783,571 Shares being repurchased by the Company during the Relevant Period.

REASONS FOR THE REPURCHASES

The Directors believe that the flexibility afforded to them by the Share Repurchase Mandate would be in the best interests of the Company and the Shareholders. Repurchases pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per share.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws and the laws of Bermuda (under which the Company is incorporated). The Directors propose that any Shares repurchased under the Share Repurchase Mandate would be financed by the capital paid up on the Shares to be purchased, the profits of the Company which would otherwise be available for dividend, the Company’s share premium account and/or its contributed surplus account.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

If the Share Repurchase Mandate is exercised in full, there may be a material adverse effect on the working capital requirements of the Company or its gearing level, as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2011 (the most recent published audited accounts). The Directors will consider the financial conditions of the Company prevailing at the time whenever they consider exercising the Share Repurchase Mandate and do not propose to exercise such mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing level of the Company at the time of the relevant repurchases unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company.

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the issue of this circular were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
April	1.060	0.980
May	1.040	0.920
June	1.010	0.590
July	0.940	0.770
August	0.860	0.730
September	0.830	0.710
October	0.860	0.730
November	0.920	0.780
December	0.960	0.810
2012		
January	1.000	0.930
February	1.040	0.950
March	1.010	0.900
April (up to the Latest Practicable Date)	0.980	0.900

EFFECT OF THE TAKEOVERS CODE

A Shareholder's proportionate interest in the voting rights of the Company will increase upon the Company's exercise its powers to repurchase Shares pursuant to the Share Repurchase Mandate, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of his/her or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on information available to the Company, CPF and CPF Investment Limited, which are regarded as parties acting in concert for the purposes of the Takeovers Code, and parties acting in concert with them (as defined in the Takeovers Code), were interested in an aggregate of 12,231,155,784 Shares, representing 72% of the total number of Shares currently in issue. On the basis that no further Shares are issued or repurchased prior to the AGM and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate, the aggregate shareholding interest held by the above-named companies and parties acting in concert with them would be increased to approximately 80% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors do not presently intend to exercise the Share Repurchase Mandate to such extent.

In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of repurchase, an exercise of the Share Repurchase Mandate whether in whole or in part may result in less than 25% of the issued share capital of the Company, being the prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Repurchase Mandate to an extent that may result in a public shareholding of less than such prescribed minimum percentage.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has any present intention to sell Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected person that he has a present intention to sell Shares to the Company or has undertaken not to sell Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda (under which the Company is incorporated) and the Memorandum of Association of the Company and the Bye-laws.

The Company has not purchased any of Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

For the purpose of this Appendix III only, the following expressions have the following meanings:–

“Board”	the board of Directors or a duly authorised committee of the board of Directors
“Group”	the Company and any entity in which the Company directly or indirectly, holds any equity interest
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company (or a share of any other nominal amount into which the ordinary share capital of the Company is for the time being divided or consolidated or converted into)

The following is a summary of the principal terms of the rules of the New Share Option Scheme proposed to be approved and adopted at the AGM: –

1. Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Board to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group.

2. Who may join and basis of eligibility

Subject to the rules of the New Share Option Scheme and all applicable laws (including but not limited to, if applicable, the requirements set out in the Seventeenth Schedule to the Companies Ordinance), the Board may, at its absolute discretion and on such terms as it may think fit, grant options to any Eligible Person to subscribe at a price calculated in accordance with paragraph 3 below for such number of Shares as it may determine in accordance with the terms of the New Share Option Scheme.

The basis of eligibility of any of the Eligible Persons to the grant of options shall be determined by the Board from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

3. Option price for subscription of Shares

The option price per Share payable on the exercise of an option is to be determined by the Board provided always that it shall be at least the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the date on which such option is offered to the Eligible Person (which must be a business day); and
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date on which such option is offered to the Eligible Person (which must be a business day),

(as subsequently adjusted pursuant to the terms of the New Share Option Scheme, if relevant), provided that the option price per Share shall in no event be less than the nominal amount of one Share.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

4. Acceptance of offers

An offer for the grant of options must be accepted within twenty-one days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$10.00.

5. Maximum number of Shares

- (A) Subject to sub-paragraphs (B) and (C) below, the maximum number of Shares issuable upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company as from the commencement of the Scheme Period (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of the Shares in issue as at the date of the AGM (the “Scheme Mandate”). The Shares underlying any options granted under the New Share Option Scheme or any other share option schemes of the Company which have been cancelled (but not options which have lapsed in accordance with the terms of the New Share Option Scheme or (as the case may be) any other share option schemes of the Company) will be counted for the purpose of the Scheme Mandate.
- (B) The Scheme Mandate may be refreshed at any time by obtaining approval of the Shareholders at general meeting provided that the new limit under the refreshed Scheme Mandate must not exceed 10% of the Shares in issue at the date of the Shareholders’ approval of such refreshed Scheme Mandate. Options previously granted under the New Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the New Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate.
- (C) The Company may also, by obtaining separate approval of the Shareholders at general meeting, grant options beyond the Scheme Mandate provided the options in excess of the Scheme Mandate are granted only to Eligible Persons specifically identified by the Company before such approval is sought.
- (D) The aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

6. Maximum entitlement of each Eligible Person

The maximum number of Shares issued and to be issued upon exercise of options granted under the New Share Option Scheme and any other share option schemes of the Company to any Eligible Person (including cancelled, exercised and outstanding options), in any 12-month period up to the Date of Grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders with such Eligible Person and his associates abstaining from voting.

7. Grant of options to certain connected persons

- (A) Any grant of an option to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).
- (B) Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) will result in the total number of Shares issued and to be issued upon exercise of options already granted and to be granted to such person under the New Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the Date of Grant: –
 - (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at each Date of Grant, in excess of HK\$5 million,

such further grant of options is required to be approved by Shareholders at a general meeting of the Company. All connected persons of the Company shall abstain from voting at such general meeting. Any change in the terms of an option granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates is also required to be approved by Shareholders in the aforesaid manner.

8. Time of exercise of option

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period commencing on such date on or after the Date of Grant as the Board may determine in granting the option and expiring at the close of business on such date as the Board may determine in granting the option but in any event shall not exceed ten years from the Date of Grant.

9. Performance targets

Save as determined by the Board and provided in the offer of the grant of the relevant option, there is no performance target which must be achieved before any of the options can be exercised.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

10. Ranking of Shares

If under the terms of a resolution passed or an announcement made by the Company prior to the date of exercise of an option, a dividend is to be or is proposed to be paid, or Shares are to be issued or proposed to be issued by way of the capitalisation of profits or reserves or by way of rights under an offer made pro rata, to Shareholders on the register of members of the Company on a date prior to such date of exercise, the Shares to be issued upon such exercise will not rank for such dividend or such Shares. Subject as aforesaid, Shares allotted upon the exercise of an outstanding option will be subject to all the provisions of the memorandum of association and bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the Shares in issue on the date of such exercise. Shares allotted upon the exercise of an option for the time being outstanding shall not carry voting rights until completion of the registration of the option holder (or any other person) as the holder thereof.

11. Rights are personal to grantee

Except in relation to the transmission of an option to the personal representatives of a grantee following the death of the grantee, an option shall not be transferable or assignable and shall be personal to the grantee of the option.

12. Rights of exercise for grantees who were Category A Eligible Persons

If a grantee of an option who at the time of grant of an option to him qualified as an Eligible Person because he was a Category A Eligible Person ceases to be such a Category A Eligible Person: –

- (i) by reason of ill-health or injury or disability or death, then he or (as the case may be) his personal representative(s) may exercise his outstanding option within six months or up to the expiration of the relevant option period, whichever is earlier, failing which the option will lapse; or
- (ii) because the relevant member of the Group or the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder by reason of his employment or engagement with, or secondment to, which he qualified as a Category A Eligible Person at the time the option was granted ceases to be a member of the Group or a Controlling Shareholder or a company controlled by the relevant Controlling Shareholder (as the case may be), then he may exercise his outstanding option within six months or up to the expiration of the relevant option period, whichever is earlier, failing which the option will lapse; or
- (iii) by reason of retirement in accordance with his contract of employment or service, then he may exercise his outstanding option within six months after he so ceases or, if the Board in its absolute discretion determine, within six months following the date of his sixtieth birthday where the retirement takes effect prior to such date, failing which the option will lapse; or

**APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES
OF THE NEW SHARE OPTION SCHEME**

- (iv) by reason of voluntary resignation or dismissal, or upon expiration of his term of directorship (unless immediately renewed upon expiration), or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the relevant company otherwise than by reason of redundancy, then his outstanding options shall lapse on the date he so ceases; or
- (v) on the grounds that he has committed any act of bankruptcy or become insolvent or made any arrangements or composition with his creditors generally or committed any serious misconduct or been convicted of any criminal offence (other than an offence which in the opinion of the Board does not bring the grantee or the Group or the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder into disrepute), then his outstanding options shall lapse automatically on the date of his ceasing to be an Eligible Person; or
- (vi) for any other reason, any options exercisable at the date he so ceases may be exercised within three months of the date he so ceases, failing which the option will lapse,

provided always that in each case the Board in its absolute discretion may decide that such option or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

13. Rights of exercise for grantees who were Category B Eligible Persons

If a grantee of an option who at the time of grant of an option to him qualified as an Eligible Person because he was a Category B Eligible Person: –

- (i) ceases to be a Category B Eligible Person by reason that such grantee ceases to be a holder of any securities issued by the relevant member of the Group or the relevant Controlling Shareholder or the relevant company controlled by a Controlling Shareholder, then his outstanding option shall lapse on the date he so ceases; or
- (ii) ceases to be a Category B Eligible Person because the relevant member of the Group by reason of his holding of securities in which he qualified as a Category B Eligible Person at the time the option was granted ceases to be a member of the Group, then he may exercise his outstanding option within six months after he so ceases or up to the expiration of the option period, whichever is earlier, failing which the option will lapse; or
- (iii) ceases to be a Category B Eligible Person because the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder by reason of his holding of securities in which he qualified as a Category B Eligible Person at the time the option was granted ceases to be a Controlling Shareholder or a company controlled by the relevant Controlling Shareholder (as the case may be), then his outstanding option shall lapse on the date he so ceases; or

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

- (iv) (if the grantee is an individual) dies, then his personal representative(s) may exercise his outstanding option within six months after his death or up to the expiration of the option period, whichever is earlier, failing which the option will lapse; or
- (v) has committed any act of bankruptcy or become insolvent or made any arrangements or composition with his creditors generally or committed any serious misconduct or been convicted of any criminal offence (other than an offence which in the opinion of the Board does not bring the grantee or the Group or the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder into disrepute), then his outstanding option shall lapse automatically on the date of the relevant court order, resolution, misconduct or conviction or the effective date of the relevant arrangements or composition (as the case may be),

provided always that in each case the Board in its absolute discretion may decide that such option or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

14. Rights of exercise for grantees who were Category C Eligible Persons

If a grantee of an option who at the time of grant of an option to him qualified as an Eligible Person because he was a Category C Eligible Person: –

- (i) has, in the absolute determination of the Board, committed any breach of contract entered into between such Eligible Person and the relevant member of the Group or the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder; or
- (ii) has committed any act of bankruptcy or become insolvent or made any arrangements or composition with his creditors generally or committed any serious misconduct or been convicted of any criminal offence (other than an offence which in the opinion of the Board does not bring the grantee or the Group or the relevant Controlling Shareholder or the relevant company controlled by the relevant Controlling Shareholder into disrepute);

then his outstanding options shall lapse and determine automatically on the date of the Board's determination referred to in (i) above or, as the case may be, the date of the relevant court order, resolution, misconduct or conviction or the effective date of the relevant arrangements or composition (as the case may be) for the relevant event referred to in (ii) above; or (iii) if the grantee (if he is an individual) dies, then his personal representative(s) may exercise his outstanding option within six months after his death or up to the expiration of the option period, whichever is earlier, failing which the option will lapse, provided always that in each case the Board in its absolute discretion may decide that such option or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

15. Rights on exercise for grantees which were companies controlled by any of the Eligible Persons

In respect of any option granted to a company which qualified as an Eligible Person because it was a company controlled by a person ("Such Person") who was a Category A Eligible Person or Category B Eligible Person or Category C Eligible Person: –

- (i) the relevant provisions set out in paragraphs 12, 13, or 14 (as the case may be) would apply to its outstanding option as if the option had been granted to Such Person; and
- (ii) its outstanding option shall lapse on the date it ceases to be a company controlled by Such Person,

provided always that in each case the Board in its absolute discretion may decide that such option or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

16. Failure to meet continuing eligibility criteria

If the Board in the offer granting the relevant option has specified that the grantee has to meet certain continuing eligibility criteria and that the failure of the grantee to meet any such continuing eligibility criterion would entitle the Company to cancel the option then outstanding (or part thereof), then upon the failure of the grantee to meet any such continuing eligibility criterion, his outstanding option shall lapse and determine on the date the Board exercises the Company's right to cancel the option on the ground of such failure.

17. Rights on a general offer

If a general offer by way of takeover is made to all the Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or connection with the offeror, the grantee of an option shall, subject to paragraph 8 above, be entitled to exercise at any time within a period of fourteen days after such control has been obtained by the offeror any option in whole or in part to the extent not already exercised (and notwithstanding any restrictions which would otherwise have prevented such option from being exercisable at that time). For the avoidance of doubt, an option not so exercised shall remain valid in accordance with its terms and subject to such restrictions as applied to it before the general offer.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

18. Rights on winding-up

If notice is given by the Company to Shareholders of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company, the Company shall forthwith give notice to all grantees of options and each grantee shall be entitled, at any time no later than two business days prior to the proposed general meeting of the Company, to exercise any of his outstanding options in whole or in part to the extent not already exercised (and notwithstanding any restrictions which would otherwise have prevented such option from being exercisable at that time). If such resolution is duly passed, all options shall, to the extent that they have not been exercised, thereupon lapse and determine on the commencement of the winding-up.

19. Rights on compromise or arrangement

In the event of a compromise or arrangement between the Company and Shareholders or the Company's creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company pursuant to the Companies Act 1981, as amended, of Bermuda, notice of the relevant meeting shall be given to the grantees of options on the same day notice is given to the Shareholders and the Company's creditors, and thereupon each grantee (or where permitted his personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the Supreme Court of Bermuda be entitled to exercise his option, but such exercise of an option shall be conditional upon such compromise or arrangement being sanctioned by the Supreme Court of Bermuda and becoming effective. Failing such exercise, all options will lapse.

20. Lapse of options

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the expiry of the period referred to in paragraph 8 above;
- (ii) the date on which the grantee commits a breach of paragraph 11 above, if the Board shall exercise the Company's right to cancel the option;
- (iii) the expiry of the relevant period or the occurrence of the relevant event referred to in paragraphs 12, 13, 14, 15 or 16 above; and
- (iv) the expiry of any of the relevant periods referred to in paragraph 18 or 19 above.

21. Cancellation of options granted but not yet exercised

Following the cancellation of any options granted under the New Share Option Scheme but not exercised, new options may only be granted to the same grantee under the New Share Option Scheme with available unissued options (excluding the cancelled options) within the limit of the Scheme Mandate then available to the Board.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

22. Effects of alterations to capital

In the event of any variation in the issued share capital of the Company arising from any issue of shares in or other securities of the Company by way of capitalisation of profits or reserves or by way of rights under an offer made pro rata to Shareholders or from any sub-division or consolidation of shares in the capital of the Company or reduction of the share capital of the Company, the number of Shares comprised in each option for the time being outstanding and/or the option price thereunder may be adjusted in such manner as the Board (having, except in the case of an issue of Shares or other securities of the Company by way of the capitalisation of profits or reserves, received a statement in writing from the auditors of the Company or an independent financial adviser appointed for such purpose that in their opinion the adjustments satisfy the requirements of the relevant terms of the New Share Option Scheme) may deem appropriate, provided always that (in the case of adjustment to the number of Shares comprised in each outstanding option) the grantee shall have the same proportion of the equity capital of the Company to which he was entitled before such adjustments, and that no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of Shares as consideration in a transaction will not be regarded as a circumstance requiring adjustment.

23. Period of the New Share Option Scheme

The New Share Option Scheme will remain in force for a period of ten years commencing on the date on which the New Share Option Scheme is approved and adopted by Shareholders in general meeting and shall expire at the close of business on the day preceding the tenth anniversary thereof unless terminated earlier by Shareholders in general meeting.

24. Alteration to the New Share Option Scheme

- (A) No amendment shall be made to the terms and conditions of the New Share Option Scheme which alters to the advantage of the grantees of the options relating to matters governed by Rule 17.03 of the Listing Rules except with the prior approval of the Shareholders in general meeting.
- (B) Any amendment to any terms of the New Share Option Scheme which are of a material nature or any change to the options granted must be approved by Shareholders in general meeting except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (C) Any change to the authority of the Board in relation to any alteration to the terms of the New Share Option Scheme must be approved by Shareholders in general meeting.
- (D) Any amendment to any terms of the New Share Option Scheme or the options granted shall comply with the relevant requirements of Chapter 17 of the Listing Rules.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

25. Restrictions on the time of grant of option

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in accordance with Rule 2.07C of the Listing Rules. In particular, no option may be granted during the period commencing one month immediately preceding the earlier of: (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's quarterly (if the Company announces its quarterly results), interim or annual results (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish an announcement of its quarterly (if the Company announces its quarterly results), interim or annual results under the Listing Rules (whether or not required under the Listing Rules) and ending on the date of the results announcement. The period during which no option may be granted will cover any period of delay in the publication of a results announcement.

26. Termination to the New Share Option Scheme

The Company may terminate the New Share Option Scheme at any time following which no further grant of options shall be offered but in all other respects the rules of the New Share Option Scheme shall continue in full force and effect in respect of such options as may have been granted under the New Share Option Scheme prior to such termination. Any options granted prior to such termination, including options exercised or outstanding under the New Share Option Scheme, shall continue to be valid and exercisable in accordance with the rules of the New Share Option Scheme.

27. Relationship with Employment

Nothing in the rules or the operation of the New Share Option Scheme forms part of the contract of employment of an Employee. The rights and obligations arising from the employment relationship between the Employee and his employer are separate from, and are not affected by, the New Share Option Scheme. Participation in the New Share Option Scheme does not create any right to, or expectation of, continued employment. No Employee has a right to participate in the New Share Option Scheme. Participation in the New Share Option Scheme or the grant of options on a particular basis in any year does not create any right to or expectation of participation in the New Share Option Scheme or the grant of options on the same basis, or at all, in any future year.

The Employee will have no claim or right of action in respect of any decision, omission or discretion which may operate to the disadvantage of the Employee even if it is unreasonable, irrational or might otherwise be regarded as being in breach of the duty of trust and confidence (and/or any other implied duty) between the Employee and his employer.

No Employee has any right to compensation for any loss in relation to the New Share Option Scheme, including any loss in relation to:

- (i) any loss or reduction of rights or expectations under the New Share Option Scheme in any circumstances (including lawful or unlawful termination of employment);

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE NEW SHARE OPTION SCHEME

- (ii) any exercise of a discretion or a decision taken in relation to an option or to the New Share Option Scheme, or any failure to exercise a discretion or take a decision; or
- (iii) the operation, suspension, termination or amendment of the New Share Option Scheme.

28. Data Protection

By participating in the New Share Option Scheme, the grantee of the option consents to the holding and processing of personal data provided by the grantee to any member of the Group, trustee or third party service provider for all purposes relating to the operation of the New Share Option Scheme. These include, but are not limited to:

- (i) administering and maintaining grantee records;
- (ii) providing information to members of the Group, trustees of any employee benefit trust, registrars, brokers or third party administrators of the New Share Option Scheme;
- (iii) providing information to future purchasers of the Company or the business in which the grantee works; and
- (iv) transferring information about the grantee to any country or territory even though it may not provide the same statutory protection for the information as the grantee's home country.

29. Conditions of the New Share Option Scheme

The New Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, up to 1,698,783,571 Shares (subject to adjustment as is permissible under the rules of the New Share Option Scheme), representing 10% of the Shares in issue as at the date of the AGM (assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to such date), which may be issued pursuant to the exercise of options granted under the New Share Option Scheme.

NOTICE OF ANNUAL GENERAL MEETING



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE is hereby given that the annual general meeting of C.P. POKPHAND CO. LTD. (the “Company”) will be held at Peak Suite, 45/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 June 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of directors and independent auditors of the Company for the year ended 31 December 2011;
2. To declare a final dividend of HK\$0.02 for the year ended 31 December 2011;
3.
 - (a) To re-elect Mr. Dhanin Chearavanont as an executive director;
 - (b) To re-elect Mr. Adirek Sripratak as an executive director;
 - (c) To re-elect Mr. Soopakij Chearavanont as an executive director;
 - (d) To re-elect Mr. Sooksunt Jiumjaiswanglerg as an executive director;
 - (e) To re-elect Mr. Anan Athigapanich as an executive director;
 - (f) To re-elect Mrs. Arunee Watcharananan as an executive director;
 - (g) To re-elect Mr. Ma Chiu Cheung, Andrew as an independent non-executive director;
4. To authorise the board of directors of the Company to fix the remuneration of the directors;
5. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

As special business, to consider, and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

6A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other securities,

NOTICE OF ANNUAL GENERAL MEETING

including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval of paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital of the Company which may be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to an option or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of the options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of securities of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.”

- 6C. **“THAT** conditional upon the Resolutions 6A and 6B set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with unissued shares in the capital of the Company pursuant to resolution 6A set out in the notice convening this meeting be and is hereby extended by the addition thereon of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 6B set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the said resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7A. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital as at the date of passing of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorised to grant options and to allot, issue and deal with the shares of the Company which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps, to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including, but without limitation:

- (i) to administer the New Share Option Scheme under which options may be granted to Eligible Persons (as defined in the New Share Option Scheme) to subscribe for shares of the Company;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares of the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of any options granted under the New Share Option Scheme; and
- (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme,

(without prejudice to the rights and benefits of and attached to any such options as may have been granted under the share option scheme of the Company adopted by Shareholders on 26 November 2002 and expiring on 25 November 2012 (the “**Existing Share Option Scheme**”). ”

NOTICE OF ANNUAL GENERAL MEETING

- 7B. “**THAT** the Existing Share Option Scheme be terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective, and shall cease to have any further effect except that the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted under the Existing Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme.”

By Order of the Board
Lau Wing Yuen
Company Secretary

Hong Kong, 30 April 2012

As at the date of this announcement, the Board comprises nine executive directors, namely, Mr. Dhanin Chearavanont, Mr. Adirek Sripratak, Mr. Thanakorn Seriburi, Mr. Soopakij Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mr. Anan Athigapanich, Mr. Suphachai Chearavanont and Mrs. Arunee Watcharananan; two non-executive directors, namely Mr. Meth Jiaravanont and Mr. Patrick Thomas Siewert (Mr. Poon Yee Man Alwin as his alternate director); and three independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members will be closed from Thursday, 21 June 2012 to Friday, 22 June 2012, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged 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, for registration not later than 4:30 p.m. on Wednesday, 20 June 2012.
5. To qualify for the proposed 2011 final dividend upon passing of resolution no. 2 set out in this notice, the register of members will be closed from Thursday, 28 June 2012 to Friday, 29 June 2012, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed 2011 final dividend, all transfer forms accompanied by the relevant share certificates must be lodged 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, for registration not later than 4:30 p.m. on Wednesday, 27 June 2012.
6. In order to be valid, the form of proxy, together with the 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 at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
8. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
9. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the meeting will be taken by way of poll.