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

*(Incorporated in Bermuda with limited liability)  
(Stock Code: 43)*

## **ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 19 December 2012, the Company entered into the Facility Agreement with the Lenders. Pursuant to the Facility Agreement, it would be an event of default if Charoen Pokphand Foods Public Company Limited ceases to own directly or indirectly at least 51% of the beneficial interest in the total issued ordinary share capital of the Company.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

On 19 December 2012, C.P. POKPHAND CO. LTD. (the "Company") entered into a 5-year syndicated term loan facility agreement with KASIKORNBANK Public Company Limited, as mandated lead arranger and agent, and other lenders (the "Lenders") relating to a facility amount of US\$410 million (the "Facility") granted to the Company by the Lenders (the "Facility Agreement"). The Facility will be used for the Company's general corporate purposes, working capital, new investment projects and/or expansion of existing projects.

Pursuant to the Facility Agreement, it would be an event of default if Charoen Pokphand Foods Public Company Limited ceases to own directly or indirectly at least 51% of the beneficial interest in the total issued ordinary share capital of the Company. As at the date of this announcement, Charoen Pokphand Foods Public Company Limited is interested (direct or indirect) in approximately 72% of the ordinary shares of US\$0.01 each in the issued share capital of the Company.

The occurrence of the aforesaid event of default would render any commitments under the Facility to be cancelled and/or all outstanding liabilities of the Company under the Facility Agreement to become immediately due and payable.

On behalf of the Board  
**Arunee Watcharananan**  
*Director*

Hong Kong, 19 December 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 alternate director); and three independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.*