
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 proxy form, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the annual general meeting of C.P. POKPHAND CO. LTD. to be held at Suite 6411-6413, 64/Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 10 June 2013 at 10:00 a.m. is set out on pages 17 to 21 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.

29 April 2013

CONTENTS

	<i>Page</i>	
Definitions	1	
 Letter from the Board		
1. Introduction	3	
2. Proposed Re-election of Directors	4	
3. Share Issue Mandate	4	
4. Share Repurchase Mandate	4	
5. Annual General Meeting	5	
6. Recommendation	6	
 Appendix I – Biographies of Directors Proposed to be Re-elected at the AGM		7
 Appendix II – Explanatory Statement Relating to the Grant of Share Repurchase Mandate		14
 Notice of Annual General Meeting	 17	

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 Suite 6411-6413, 64/Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 10 June 2013 at 10:00 a.m. notice of which is set out on pages 17 to 21 in this circular
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	C.P. POKPHAND CO. LTD., a company incorporated in Bermuda whose shares are listed and traded on the Main Board of the Stock Exchange under stock code 43
“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	any person who has the power, directly or indirectly, to secure:– (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, that the affairs of the Company are conducted in accordance with the wishes of such person
“Director(s)”	the director(s) of the Company
“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

DEFINITIONS

“Latest Practicable Date”	23 April 2013, 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
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“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 Director:

Mr. Meth Jiaravanont

Independent Non-executive Directors:

Mr. Ma Chiu Cheung, Andrew

Mr. Sombat Deo-isres

Mr. Sakda Thanitcul

Mr. Vinai Vittavasgarnvej

Mr. Yanyong Phuagrach

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in

Hong Kong:

21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

29 April 2013

To the Shareholders

Dear Sirs,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
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; and (3) the granting of the Share Repurchase Mandate.

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 the Board) and shall then be eligible for re-election. Messrs. Vinai Vittavasgarnvej and Yanyong Phuangrach, who were appointed as independent non-executive Directors on 31 December 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. Thanakorn Seriburi, Bai Shanlin, Suphachai Chearavanont, Meth Jiaravanont and Sakda Thanitcul, will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of each of the 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 deal with new Shares granted to the Directors at the annual general meeting held on 22 June 2012 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 18,492,200,455 Shares in issue as at the Latest Practicable Date) would result in up to 3,698,440,091 new Shares being allotted, issued 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 an applicable laws of Bermuda 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 22 June 2012 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 18,492,200,455 Shares in issue as at the Latest Practicable Date), up to 1,849,220,045 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 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. ANNUAL GENERAL MEETING

Set out on pages 17 to 21 is a notice convening the AGM to be held at Suite 6411-6413, 64/Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 10 June 2013 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 and the granting of the Share Repurchase Mandate.

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.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that the re-election of Directors, the granting of the Share Issue Mandate and the granting of the Share Repurchase Mandate 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.

Yours faithfully,
By Order of the Board
Arunee Watcharananan
Director

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

Mr. Thanakorn Seriburi (“Mr. Seriburi”), aged 67, has been an Executive Director of the Company since 1988. He was appointed as Executive Vice Chairman in 2005 and Chief Executive Officer and Chairman of the Remuneration Committee of the Company in 2008. His titles were subsequently changed to Vice Chairman and Chief Executive Officer (Industrial Division) with effect from 28 February 2010. Mr. Seriburi has resigned as the chairman but remains as a member of the Remuneration Committee with effect from 1 April 2012. He also holds directorship in several companies of the Group. Mr. Seriburi is also the chairman and chief executive officer of the automotive industrial business group (China) of the Charoen Pokphand Group. He has been working on investment projects for the Charoen Pokphand Group in the PRC since 1979 and has extensive experience in industrial operations in Asia and elsewhere. Furthermore, Mr. Seriburi is the chairman of Zheng Xin Bank Co., Ltd., a licensed bank in China.

Save as disclosed above, as at the Latest Practicable Date, Mr. Seriburi 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. Seriburi held 62,584,807 Shares in issue. Saved as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Seriburi is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Seriburi received emoluments of US\$532,000 which is determined by the Company with reference to his duties and responsibilities within the Group.

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

Mr. Bai Shanlin (“Mr. Bai”), aged 53, has been appointed as Executive Director and Chief Executive Officer (Feed Division) of the Company with effect from 28 February 2010. His title was changed to Chief Executive Officer (China Area) with effect from 1 April 2012. Mr. Bai obtained a Professional Diploma in Animal Science, Gansu College of Animal Husbandry, the Governmental Exchange Specialist in Agricultural Management from the Australian Ministry of Foreign Affairs and a Specialist Certificate in Livestock Management in the PRC. He joined the Charoen Pokphand Group in 1991 and is currently the vice chairman of the Group’s feed business, responsible for the operation of its feed business in Xinjiang, Ningxia, Gansu, Shaanxi, Shanxi, Neimenggu, Heilongjiang, Jilin and Liaoning. Mr. Bai has extensive experience in the management of agri-business operations. He is also a part time professor honored by Agricultural University of Gansu and People’s University of China. Mr. Bai also holds directorships in several companies of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Bai 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. Bai had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Bai is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Bai received emoluments of US\$747,000 which is determined by the Company with reference to his duties and responsibilities within the Group.

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

Mr. Suphachai Chearavanont (“Mr. Chearavanont”), aged 46, has been an Executive Director of the Company since 2008. Mr. Chearavanont obtained a Bachelor of Science degree in Business Administration from Boston University in USA, majoring in Financial Management. He has extensive experience in the telecommunication and broadcasting industries. Mr. Chearavanont is also an executive director of C.P. Lotus Corporation, a company listed on the Main Board of the Stock Exchange and a director, president and chief executive officer of True Corporation Public Company Limited, a company listed on the Stock Exchange of Thailand. He is also a director and chief executive officer of True Visions Public Company Limited and True Move 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, 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. Dhanin Chearavanont, the Chairman of the Company is the father of Mr. Chearavanont. Mr. Chearavanont is a brother of Mr. Soopakij Chearavanont, a Vice Chairman of the Company and a cousin of Mr. Meth Jaravanont, a Non-executive Director 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.

Mr. Chearavanont is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, 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 is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chearavanont’s re-election.

Mr. Meth Jiaravanont (“Mr. Jiaravanont”), aged 54, has been re-designated as Non-executive Director of the Company and appointed as a member of the Audit Committee of the Company since 9 August 2010. Prior to his re-designation, Mr. Jiaravanont has been an Executive Director and an Executive Vice Chairman of the Company since 2005. Mr. Jiaravanont obtained a Bachelor of Arts degree in Economics from Occidental College, California, USA and a Master degree in Business Administration from New York University, USA. He has extensive experience in investment, finance, banking and strategic business development in Asia and USA. Mr. Jiaravanont is also an executive director of C.P. Lotus Corporation, a company listed on the Main Board of the Stock Exchange. He is currently the senior executive assistant to the chairman-finance of the Charoen Pokphand Group and a director of CPPC Public Company Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiaravanont had not held any other positions with the Company or its subsidiaries and 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.

Mr. Dhanin Chearavanont, the Chairman of the Company is an uncle of Mr. Jiaravanont and Mr. Soopakij Chearavanont, a Vice Chairman of the Company and Mr. Suphachai Chearavanont, an Executive Director of the Company are cousins of Mr. Jiaravanont. Save as disclosed above, Mr. Jiaravanont 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. Jiaravanont held 21,000,000 Shares in issue. Saved as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Jiaravanont is appointed for a successive term of one year and subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Jiaravanont did not receive any emoluments for his directorship in the Company.

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

Mr. Sakda Thanitcul (“Mr. Thanitcul”), aged 54, has been an Independent Non-executive Director and a member of the Audit Committee and Remuneration Committee of the Company since 2008. Mr. Thanitcul was appointed as a member of the Nomination Committee on 1 April 2012. Mr. Thanitcul holds a Bachelor of Law from Chulalongkorn University, Thailand, Master of Law from Kyoto University, Japan and University of Washington, USA and Doctor of Law from Kyoto University, Japan and University of Washington, USA. He has extensive experience in the legal field and is specialized in competition law and the World Trade Organization Agreements. Mr. Thanitcul is presently a Professor of Law and holding a position of Dean at the Faculty of Law, Chulalongkorn University, Bangkok, Thailand.

Save as disclosed above, as at the Latest Practicable Date, Mr. Thanitcul 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. Thanitcul had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Thanitcul is appointed for a successive term of one year and subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Thanitcul received director’s fee of US\$31,000 which is determined by the Company with reference to his duties and responsibilities within the Group.

Based on the confirmation of independence received from Mr. Thanitcul, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

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

Mr. Vinai Vittavasgarnvej (“Mr. Vittavasgarnvej”), aged 62, obtained a Bachelor’s degree in Accountancy and a Master’s degree in Political Science from Thammasat University, Thailand. Currently, Mr. Vittavasgarnvej is the chairman of Sahamitr Pressure Container Public Co., Ltd. and independent director and the chairman of the audit committee of Ekarat Engineering Public Company Limited, companies listed on The Stock Exchange of Thailand. He was the Director General of The Treasury Department, Ministry of Finance, Thailand from 2010 to 2011 and the Director General of The Revenue Department, Ministry of Finance, Thailand from 2008 to 2010.

Save as disclosed above, as at the Latest Practicable Date, Mr. Vittavasgarnvej 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. Vittavasgarnvej had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Vittavasgarnvej is appointed for a successive term of one year and subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Vittavasgarnvej did not receive any emoluments for his directorship in the Company.

Based on the confirmation of independence received from Mr. Vittavasgarnvej, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

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

Mr. Yanyong Phuangrach (“Mr. Phuangrach”), aged 61, obtained a Bachelor’s degree in Laws from Chulalongkorn University, Thailand and a Master’s degree in Laws from New York University, USA. Mr. Phuangrach is a Thai Barrister at Law. He was the Permanent Secretary of Ministry of Commerce, Thailand from 2009 to September 2012.

Save as disclosed above, as at the Latest Practicable Date, Mr. Phuangrach 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. Phuangrach had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Phuangrach is appointed for a successive term of one year and subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2012, Mr. Phuangrach did not receive any emoluments for his directorship in the Company.

Based on the confirmation of independence received from Mr. Phuangrach, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, there is no other information for Mr. Phuangrach which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Phuangrach’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 18,492,200,455 Shares in issue as at the Latest Practicable Date) would result in up to 1,849,220,045 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 value of the Shares and/or its 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. The Directors propose that any Shares repurchased under the Share Repurchase Mandate would be financed by the capital paid up on the relevant Shares, the profits of the Company which would otherwise be available for dividend, the Company’s share premium account 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 2012 (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>
2012		
April	0.980	0.900
May	1.030	0.910
June	1.010	0.870
July	1.000	0.920
August	1.050	0.940
September	1.000	0.930
October	0.970	0.890
November	0.960	0.890
December	0.970	0.920
2013		
January	1.020	0.930
February	0.990	0.890
March	0.960	0.850
April (up to the Latest Practicable Date)	0.900	0.800

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 66% 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 74% 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 will not 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 as 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 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.

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 Suite 6411-6413, 64/Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 10 June 2013 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 2012;
2. To declare a final dividend of HK\$0.016 for the year ended 31 December 2012;
3.
 - (a) To re-elect Mr. Thanakorn Seriburi as an executive director;
 - (b) To re-elect Mr. Bai Shanlin as an executive director;
 - (c) To re-elect Mr. Suphachai Chearavanont as an executive director;
 - (d) To re-elect Mr. Meth Jiaravanont as a non-executive director;
 - (e) To re-elect Mr. Sakda Thanitcul as an independent non-executive director;
 - (f) To re-elect Mr. Vinai Vittavasarnvej as an independent non-executive director;
 - (g) To re-elect Mr. Yanyong Phuangrach 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;

NOTICE OF ANNUAL GENERAL MEETING

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 deal with unissued shares in the capital of the Company and 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, 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 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

NOTICE OF ANNUAL GENERAL MEETING

“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).”

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.”

NOTICE OF ANNUAL GENERAL MEETING

- 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 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.”

By Order of the Board
Lau Wing Yuen
Company Secretary

Hong Kong, 29 April 2013

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; one non-executive director, namely, Mr. Meth Jiaravanont; and five independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasgarnvej and Mr. Yanyong Phuangrach.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A proxy form 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 7 June 2013 to 10 June 2013, both days inclusive, during which period no transfer of Shares will be registered. 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration before 4:30 p.m. on 6 June 2013.
5. To qualify for the proposed final dividend upon passing of resolution 2 set out in this notice, the register of members will be closed from 17 June 2013 to 18 June 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfer forms, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration before 4:30 p.m. on 14 June 2013.
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.