

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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

*(Incorporated in Bermuda with limited liability)*

*(Stock Code: 43)*

## **INSIDE INFORMATION AND RESUMPTION OF TRADING**

This announcement is made pursuant to rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **PROPOSED TRANSFER OF SHARES IN THE COMPANY**

The Company has been informed that its controlling shareholder, CPF, and CPF's wholly-owned subsidiary CPF Investment Limited, have entered into certain conditional agreements with ITOCHU Corporation for the sale of an aggregate of 6,017,959,308 Ordinary Shares at HK1.10 per Ordinary Share, and that such proposed transaction is expected to complete in September 2014.

As at the date of this announcement, the issued share capital of the Company comprises 24,071,837,232 Ordinary Shares and 1,261,077,748 CPS in aggregate. The Transfer Shares represent 25% of the Ordinary Shares and approximately 23.75% of the Company's total issued share capital including CPS.

The Board, after having made all reasonable enquiries, understands that ITOCHU Corporation is independent of and not connected with the Company, its Directors, chief executive or substantial shareholders or any of its subsidiaries or their respective associates (as defined in the Listing Rules).

### **TRADING HALT AND RESUMPTION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on 24 July 2014 pending the publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 25 July 2014.

**Shareholders and potential investors of the Company should note that all agreements entered into in connection with the proposed transaction include a number of conditions precedent. Accordingly, the above transaction may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing or investing in the securities of the Company.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of directors of the Company
“Company”	C.P. Pokphand Co. Ltd., an exempted company incorporated in Bermuda whose Ordinary Shares are listed on the Main Board of the Stock Exchange
“CPF”	Charoen Pokphand Foods Public Company Limited, a company organised and existing under the laws of the Kingdom of Thailand whose shares are listed on the Stock Exchange of Thailand
“CPS”	convertible preference shares of US0.01 each in the issued share capital of the Company, each of which is convertible into one Ordinary Share (subject to adjustment)
“Director(s)”	the director(s) of the Company
“ITOCHU Corporation”	ITOCHU Corporation, a company organised and existing under the laws of Japan whose shares are listed on the Tokyo Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Share(s)”	ordinary share(s) of US\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer Shares”	an aggregate of 6,017,959,308 Ordinary Shares to be transferred by CPF and CPF Investment Limited to ITOCHU Corporation

By Order of the Board  
**Arunee Watcharananan**  
*Director*

Hong Kong, 24 July 2014

*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 Mrs. Vatchari Vimooktayon.*