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

*(Incorporated in Bermuda with limited liability)*

*(Stock Code: 43)*

## **AMENDMENT TO FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANT**

Reference is made to the announcement of C.P. POKPHAND CO. LTD. (the "Company") dated 19 December 2012 (the "Announcement") in respect of a 5-year syndicated term loan facility agreement entered into among the Company as the Borrower, KASIKORNBANK Public Company Limited, as mandated lead arranger and agent, and other lenders (the "Lenders") for a facility amount of US\$410 million granted to the Company by the Lenders (the "Facility Agreement"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

On 19 August 2014, the Company obtained the consent from all the Lenders to amend the clause on ownership of the Borrower under the Facility Agreement (the "Amendment"). Pursuant to the Amendment, such event of default has been amended to the effect that it will be an event of default if the CPF Group (being Charoen Pokphand Foods Public Company Limited and its subsidiaries from time to time) ceases to own the largest percentage of the legal and beneficial interest in the total issued ordinary share capital of the Company and ceases to have control over the Company. Except for the aforesaid Amendment, all other terms under the Facility Agreement remain unchanged.

On behalf of the Board  
**C.P. POKPHAND CO. LTD.**  
**Arunee Watcharananan**  
*Director*

Hong Kong, 19 August 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 Vittavasarnvej and Mrs. Vatchari Vimooktayon.*