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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE is hereby given that the Special General Meeting of C.P. POKPHAND CO. LTD. (the “**Company**”) will be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Hong Kong on Monday, 1 December 2014 at 9:30 a.m. to consider and, if thought fit, pass the following ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. “**THAT**, in connection with the proposed spin-off of Chia Tai Enterprises International Limited (“**CTEI**”) for a separate listing (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and subject to (i) the approval by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the ordinary shares of CTEI (the “**CTEI Shares**”) in issue and any CTEI Shares which may be issued pursuant to the exercise of options which may be granted under the share option scheme of CTEI (the “**CTEI Share Option Scheme**”) on the Main Board of the Stock Exchange by way of introduction (the “**Listing Approval**”) and (ii) the compliance with the relevant requirements under Bermuda law:
 - (a) a conditional special interim dividend (the “**Special Dividend**”) recommended by the board of directors of the Company (the “**Board**”) in accordance with the Bye-laws of the Company on the shares of the Company in the aggregate amount in United States dollars which is equal to the net asset value (excluding non-controlling interests) of CTEI and its subsidiaries (after the reorganisation in preparation for the Listing) (“**CTEI Group**”) as at the date of despatch of the share certificates of CTEI Shares to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on the distribution record date to be determined by the Board (the “**Distribution Record Date**”), be and is hereby declared;
 - (b) the Special Dividend be satisfied by way of the distribution of the entire issued share capital of CTEI to the Shareholders (the “**Distribution**”); and
 - (c) the Board be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient to implement and administer the Distribution.”

2. “**THAT** the adoption of the rules of the CTEI Share Option Scheme (a copy of which has been produced to the meeting and marked “A” and for the purposes of identification signed by the Chairman thereof), subject to the Listing Approval being obtained, be and are hereby approved with such amendment(s) to the rules of the CTEI Share Option Scheme as the Board may in its absolute discretion considers to be appropriate, necessary or desirable to give effect to any requirements or requests of the Stock Exchange or the Rules Governing the Listing of Securities on the Stock Exchange and the Board be and are hereby authorised to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the CTEI Share Option Scheme.”

By Order of the Board
Lau Wing Yuen
Company Secretary

Hong Kong, 14 November 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.

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. 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.
5. 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.
6. 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.
7. 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.