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

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

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 1 DECEMBER 2014  
AND  
ADJOURNMENT OF SPECIAL GENERAL MEETING  
AND  
CHANGE IN THE EXPECTED TIMETABLE FOR THE PROPOSED SPIN-OFF AND  
THE LISTING**

The Board announces that upon commencement of the SGM held today, the chairman of the SGM proposed a resolution regarding the adjournment of SGM until further notice, which was duly passed by way of poll as an ordinary resolution. As mentioned in the Announcement, the Board will seek to determine the date of the adjourned SGM as soon as possible and expects to be announcing such date by the end of February 2015.

Reference is made to the circular of the Company (the “**Circular**”) and the notice of SGM (the “**SGM Notice**”) dated 14 November 2014 and the announcement of the Company (the “**Announcement**”) dated 28 November 2014 regarding the adjournment of the SGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement.

**ADJOURNMENT OF THE SGM**

In light of the reasons set forth in the Announcement, upon commencement of the SGM held today at which a quorum was present, the chairman of the SGM proposed a resolution regarding the adjournment of the SGM until further notice.

Details of the poll results are as follows:

Ordinary resolution	Number of votes (%)		Total number of votes
	For	Against	
To adjourn the SGM until further notice.	17,631,316,790 (100%)	0 (0%)	17,631,316,790

As at the date of the SGM, there were a total of 24,071,837,232 Shares in issue. None of the Shareholders was required to abstain from voting on the proposed adjournment resolution. As more than 50% of the votes were cast in favour of the above resolution, it was duly passed by way of poll as an ordinary resolution of the Company. As a result, the resolutions set forth in the SGM Notice were not submitted for voting at the SGM held today.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

As mentioned in the Announcement, the Board will seek to determine the date of the adjourned SGM as soon as possible and expects to be announcing such date by the end of February 2015.

### **CHANGE IN THE EXPECTED TIMETABLE FOR THE PROPOSED SPIN-OFF AND THE LISTING**

In light of the reasons set forth in the Announcement and following the adjournment of the SGM, the expected timetable for the Proposed Spin-off and the Listing set out in the Circular will be delayed. The Board will seek to determine the revised expected timetable for the Proposed Spin-off and the Listing as soon as possible and will make a further announcement as and when appropriate.

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

Hong Kong, 1 December 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.*