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

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 43)

### **NOTICE OF CLASS MEETING**

**NOTICE** is hereby given that a class meeting (the “**Class Meeting**”) of the ordinary shareholders 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 Friday, 17 April 2015 at 9:30 a.m. to consider and, if thought fit, pass the following special resolution:

#### **SPECIAL RESOLUTION**

“**THAT**, in connection with the proposed spin-off of the wholly owned subsidiary of the Company, 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:–

- (a) 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 Ordinary Shares**”) in issue and which may be issued upon exercise of the conversion rights attached to the restricted voting convertible preference shares of CTEI (the “**CTEI Preference Shares**”) and any CTEI Ordinary 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; and
- (b) the passing of the special resolution in relation to the amendment of certain provisions of the bye-laws of the Company (the “**Proposed Amendment of Bye-laws**”) set out as the resolution numbered 1 in the notice of the special general meeting of the Company convened for the same date and place as this Class Meeting,

the variation of the special rights attached to the ordinary shares of US\$0.01 each in the capital of the Company (the “**CPP Ordinary Shares**”) and the restricted voting convertible preference shares of US\$0.01 each in the capital of the Company (the “**CPP Preference Shares**”) resulting from the Proposed Amendment of Bye-laws, namely that in the event that the Company declares a dividend which is to be satisfied by the

distribution of the entire issued share capital of CTEI, consisting of CTEI Ordinary Shares and CTEI Preference Shares to the holders of CPP Ordinary Shares and CPP Preference Shares respectively by way of dividend in specie, such dividend as declared by the Company and payable to the holders of CPP Preference Shares shall be satisfied exclusively by the distribution of CTEI Preference Shares, whilst such dividend as declared by the Company and payable to the holders of CPP Ordinary Shares shall be satisfied exclusively by the distribution of CTEI Ordinary Shares, be and is hereby approved.”

By Order of the Board  
**Lau Wing Yuen**  
Company Secretary

Hong Kong, 26 March 2015

*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.*

*Notes:*

1. A form of proxy for use at the Class Meeting is being despatched to the ordinary 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 ordinary shareholder of the Company entitled to attend and vote at the Class 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 Class Meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude an ordinary shareholder of the Company from attending and voting in person at the Class 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 ordinary share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such ordinary share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Class 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. The voting on the resolution to be put to the vote at the Class Meeting will be taken by way of poll.