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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **C.P. POKPHAND CO. LTD.**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the annual general meeting of C.P. POKPHAND CO. LTD. to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 9 June 2015 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the said meeting or any adjournment thereof should you so wish.

16 April 2015

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DEFINITIONS

In this circular, unless the context otherwise requires or otherwise defined, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 9 June 2015 at 10:00 a.m. notice of which is set out on pages 13 to 16 in this circular
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	C.P. POKPHAND CO. LTD., a company incorporated under the laws of Bermuda whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information included therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company carrying voting rights at general meetings of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of passing of an ordinary resolution set out as resolution 6A in the notice of the AGM
“Share Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of an ordinary resolution set out as resolution 6B in the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

LETTER FROM THE BOARD



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

Executive Directors:

Mr. Dhanin Chearavanont (*Chairman*)

Mr. Adirek Sripratak

Mr. Thanakorn Seriburi

Mr. Soopakij Chearavanont

Mr. Bai Shanlin

Mr. Sooksunt Jiumjaiswanglerg

Mr. Anan Athigapanich

Mr. Suphachai Chearavanont

Mrs. Arunee Watcharananan

Non-executive Director:

Mr. Meth Jiaravanont

Independent Non-executive Directors:

Mr. Ma Chiu Cheung, Andrew

Mr. Sombat Deo-isres

Mr. Sakda Thanitcul

Mr. Vinai Vittavasgarnvej

Mrs. Vatchai Vimooktayon

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business
in Hong Kong:*

21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

16 April 2015

To the Shareholders

Dear Sirs,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (1) the re-election of Directors; (2) the granting of the Share Issue Mandate; and (3) the granting of the Share Repurchase Mandate.

This circular contains the explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions to be proposed at the AGM together with the notice of the AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 82 of the Bye-laws, Mr. Dhanin Chearavanont, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Sakda Thanitcul and Mr. Vinai Vittavasgarnevej, will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of each of the retiring Directors proposed for re-election at the AGM, are set out in Appendix I to this circular.

3. SHARE ISSUE MANDATE

The existing general mandate to allot, issue or deal with new Shares granted to the Directors at the annual general meeting held on 6 June 2014 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Issue Mandate to the Directors in order to increase the flexibility for the Company to raise new capital as and when the Directors consider appropriate. If the resolution is passed, the exercise in full of the Share Issue Mandate (on the basis of 24,071,837,232 Shares in issue as at the Latest Practicable Date) would result in up to 4,814,367,446 new Shares being allotted, issued or dealt with by the Company during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

4. SHARE REPURCHASE MANDATE

The existing general mandate to repurchase Shares granted to the Directors at the annual general meeting held on 6 June 2014 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Repurchase Mandate to the Directors. Assuming it is granted by the Shareholders, in the event that the Share Repurchase Mandate is exercised in full (on the basis of 24,071,837,232 Shares in issue as at the Latest Practicable Date), up to 2,407,183,723 Shares may be repurchased by the Company as a result during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules, providing the requisite information regarding the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.

In addition, if the Share Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 9 June 2015 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

6. RECOMMENDATION

The Board considers that the re-election of Directors, the granting of the Share Issue Mandate and the granting of the Share Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Arunee Watcharananan
Director

Details of the retiring Directors who will retire at the AGM and being eligible, offer themselves for re-election at the AGM are set out below:

Mr. Dhanin Chearavanont (“Mr. Chearavanont”), aged 75, has been an Executive Director of the Company since 1988. He was appointed as Executive Chairman of the Company in 2005 and this title was subsequently changed to Chairman with effect from 28 February 2010. Mr. Chearavanont was appointed as Chairman of the Nomination Committee of the Company on 1 April 2012. Mr. Chearavanont is also the chairman and chief executive officer of the Charoen Pokphand Group. He has extensive experience in establishing and operating businesses in Asia, Europe and USA. He also holds directorship in a subsidiary of the Company. Mr. Chearavanont is also the chairman of Charoen Pokphand Foods Public Company Limited, True Corporation Public Company Limited (“True Corporation”) and CP ALL Public Company Limited (“CP ALL”), companies listed on the Stock Exchange of Thailand.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications and did not hold any directorships in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Chearavanont is the father of Mr. Soopakij Chearavanont, a Vice Chairman of the Company and Mr. Suphachai Chearavanont, an Executive Director of the Company and an uncle of Mr. Meth Jiaravanont, a non-executive Director of the Company. Save as disclosed above, Mr. Chearavanont did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chearavanont is interested in 37,600,000 Shares within the meaning of Part XV of the SFO.

Mr. Chearavanont is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2014, Mr. Chearavanont received emoluments of US\$1,174,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Saved as disclosed above, there is no other information for Mr. Chearavanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chearavanont’s re-election.

Mr. Soopakij Chearavanont (“Mr. Chearavanont”), aged 50, has been an Executive Director of the Company since 2005 and has been appointed as a Vice Chairman with effect from 28 February 2010. He obtained a Bachelor of Science degree in the College of Business and Public Administration of New York University, USA and has extensive multinational investment and management experience in various industries. He also holds directorships in several companies within the Group. Mr. Chearavanont is also the chairman of C.P. Lotus Corporation, a company listed on the Main Board of the Stock Exchange and True Visions Public Company Limited. He is also a director of True Corporation, CP ALL and Siam Makro Public Company Limited, a company listed on the Stock Exchange of Thailand and a non-executive director of Ping An Insurance (Group) Company of China Limited, a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications and did not hold any directorships in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Chearavanont is a son of Mr. Dhanin Chearavanont, the Chairman of the Company. He is the elder brother of Mr. Suphachai Chearavanont, an Executive Director of the Company. He is also a cousin of Mr. Meth Jiaravanont, a non-executive Director of the Company. Save as disclosed above, Mr. Chearavanont did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chearavanont had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chearavanont is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2014, Mr. Chearavanont did not receive any emoluments for his directorship in the Company.

Saved as disclosed above, there is no other information for Mr. Chearavanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chearavanont's re-election.

Mr. Anan Athigapanich ("Mr. Athigapanich"), aged 63, has been an Executive Director since 28 February 2010. Mr. Athigapanich obtained a bachelor's degree in Agriculture from Sukhothai Thammarat University, Thailand and received his Doctor of Agriculture Management degree from Maejo University, Thailand. He joined the Charoen Pokphand Group in 1977. He is currently the senior vice chairman of the Group's agri-food business, responsible for the operation of agri-food business in Guangxi. Mr. Athigapanich has extensive experience in the management of agri-business operations. He also holds directorships in several companies within the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Athigapanich had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Athigapanich had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Athigapanich is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2014, Mr. Athigapanich received emoluments of US\$968,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Saved as disclosed above, there is no other information for Mr. Athigapanich which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Athigapanich's re-election.

Mr. Sakda Thanitcul ("Mr. Thanitcul"), aged 56, has been an Independent Non-executive Director and a member of the Audit Committee and Remuneration Committee of the Company since 2008. Mr. Thanitcul was appointed as a member of the Nomination Committee on 1 April 2012. Mr. Thanitcul holds a Bachelor of Law degree from Chulalongkorn University, Thailand, a Master of Law degree from Kyoto University, Japan and University of Washington, USA and a Doctor of Law degree from Kyoto University, Japan and University of Washington, USA. He has extensive experience in the legal field and specialises in competition law and the World Trade Organization Agreements. Mr. Thanitcul was a former Dean and presently is a Professor of Law, at the Faculty of Law, Chulalongkorn University, Bangkok, Thailand.

Save as disclosed above, as at the Latest Practicable Date, Mr. Thanitcul had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Thanitcul had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Thanitcul is appointed for a successive term of one year and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2014, Mr. Thanitcul received director's fee of US\$31,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Based on the confirmation of independence received from Mr. Thanitcul, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, there is no other information for Mr. Thanitcul which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Thanitcul's re-election.

Mr. Vinai Vittavasgarnvej (“Mr. Vittavasgarnvej”), aged 64, has been appointed as an Independent Non-executive Director of the Company since 31 December 2012. Mr. Vittavasgarnvej obtained a bachelor’s degree in Accountancy and a master’s degree in Political Science from Thammasat University, Thailand. Currently, Mr. Vittavasgarnvej is the chairman of Sahamitr Pressure Container Public Co., Ltd. and independent director and the chairman of the audit committee of Ekarat Engineering Public Company Limited, companies listed on The Stock Exchange of Thailand. He was the Director General of The Treasury Department, Ministry of Finance, Thailand from 2010 to 2011 and the Director General of The Revenue Department, Ministry of Finance, Thailand from 2008 to 2010.

Save as disclosed above, as at the Latest Practicable Date, Mr. Vittavasgarnvej had not held any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, did not hold any directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years and did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Vittavasgarnvej had no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Vittavasgarnvej is appointed for a successive term of one year and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. For the year ended 31 December 2014, Mr. Vittavasgarnvej received director’s fee of US\$31,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Based on the confirmation of independence received from Mr. Vittavasgarnvej, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

Saved as disclosed above, there is no other information for Mr. Vittavasgarnvej which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Vittavasgarnvej’s re-election.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Repurchase Mandate. The Shares proposed to be repurchased by the Company are fully paid-up.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase its own shares.

EXERCISE OF THE GENERAL MANDATE TO REPURCHASE SHARES

Resolution 6B set out in the notice convening the AGM will, if passed, give a general unconditional mandate to the Directors to repurchase Shares on the Stock Exchange representing up to 10% of its share capital in issue as at the date of passing of such resolution at any time until the next annual general meeting of the Company or any earlier date as referred to in that resolution (the “Relevant Period”). All repurchases of Shares on the Stock Exchange by the Company must be approved in advance by an ordinary resolution either by way of a general mandate or by a specific approval in relation to a specific transaction.

Accordingly, exercise in full of the Share Repurchase Mandate (on the basis of 24,071,837,232 Shares in issue as at the Latest Practicable Date) would result in up to 2,407,183,723 Shares being repurchased by the Company during the Relevant Period.

REASONS FOR THE REPURCHASES

The Directors believe that the flexibility afforded to them by the Share Repurchase Mandate would be in the best interests of the Company and the Shareholders. Repurchases pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Shares and/or its earnings per share.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws and the laws of Bermuda. The Directors propose that any Shares repurchased under the Share Repurchase Mandate would be financed by the capital paid up on the relevant Shares, the profits of the Company which would otherwise be available for dividend, the Company’s share premium account or its contributed surplus account.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

If the Share Repurchase Mandate is exercised in full, there may be a material adverse effect on the working capital requirements of the Company or its gearing level, as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2014 (the most recent published audited accounts). The Directors will consider the financial conditions of the Company prevailing at the time whenever they consider exercising the Share Repurchase Mandate and do not propose to exercise such mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing level of the Company at the time of the relevant repurchases unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company.

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the issue of this circular were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.860	0.710
May	0.920	0.780
June	0.900	0.770
July	1.100	0.860
August	0.950	0.850
September	0.950	0.860
October	0.920	0.820
November	0.900	0.750
December	0.870	0.760
2015		
January	0.900	0.790
February	0.930	0.850
March	0.940	0.880
April (up to the Latest Practicable Date)	1.020	0.850

EFFECT OF THE TAKEOVERS CODE

A Shareholder's proportionate interest in the voting rights of the Company will increase upon the Company's exercise of its powers to repurchase Shares pursuant to the Share Repurchase Mandate, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of his/her or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on information available to the Company, CPF, CPF Investment Limited and ITOCHU Corporation, which are regarded as parties acting in concert for the purposes of the Takeovers Code, and parties acting in concert with them (as defined in the Takeovers Code), were interested in an aggregate of 17,531,696,405 Shares, representing 72.8% of the total number of Shares currently in issue. On the basis that no further Shares are issued or repurchased prior to the AGM and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate, the aggregate shareholding interest held by the above-named companies and parties acting in concert with them would increase to approximately 80.9% of the issued Shares of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors do not presently intend to exercise the Share Repurchase Mandate to such extent.

In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of repurchase, an exercise of the Share Repurchase Mandate whether in whole or in part will result in less than 25% of the issued Shares, being the prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person that he has a present intention to sell Shares to the Company or has undertaken not to sell Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda, the Memorandum of Association of the Company and the Bye-laws.

The Company has not purchased any of Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE is hereby given that the annual 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, Central, Hong Kong on 9 June 2015 at 10:00 a.m. (the “AGM”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of directors and independent auditor’s report of the Company for the year ended 31 December 2014;
2. To declare a final dividend of HK\$0.022 per share for the year ended 31 December 2014;
3.
 - (a) To re-elect Mr. Dhanin Chearavanont as an executive director;
 - (b) To re-elect Mr. Soopakij Chearavanont as an executive director;
 - (c) To re-elect Mr. Anan Athigapanich as an executive director;
 - (d) To re-elect Mr. Sakda Thanitcul as an independent non-executive director;
 - (e) To re-elect Mr. Vinai Vittavasgarnevej as an independent non-executive director;
4. To authorise the board of directors of the Company to fix the remuneration of the directors;
5. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

As special business, to consider, and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

6A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval of paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital of the Company which may be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of the options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the

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Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

6C. “**THAT** conditional upon the resolutions 6A and 6B set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company pursuant to resolution 6A set out in the notice convening this meeting be and is hereby extended by the addition thereon of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 6B set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the said resolution.”

By Order of the Board
Lau Wing Yuen
Company Secretary

Hong Kong, 16 April 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 Vittavasgarnvej and Mrs. Vatchari Vimooktayon.

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Notes:

1. A proxy form 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 AGM shall be entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 8 June 2015 to 9 June 2015, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration before 4:30 p.m. on 5 June 2015.
5. To qualify for the proposed final dividend upon passing of resolution 2 as set out in this notice, the register of members of the Company will be closed from 15 June 2015 to 16 June 2015, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration before 4:30 p.m. on 12 June 2015.
6. In order to be valid, the proxy form, 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. Completion and deposit of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the proxy form will be deemed to be revoked.
8. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she was 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 holders.
9. 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.