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

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

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
CHIA TAI ENTERPRISES INTERNATIONAL LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**NUMBER OF SHARES IN ISSUE AS OF THE DISTRIBUTION RECORD DATE**

**ENTITLEMENT OF THE OVERSEAS SHAREHOLDERS**

**TRADING ARRANGEMENTS FOR ODD LOTS OF CTEI ORDINARY SHARES**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 30 June 2014, 17 October 2014, 31 October 2014, 12 November 2014, 1 December 2014, 26 February 2015, 18 March 2015, 21 April 2015 and 11 June 2015 in relation to, among others, the Proposed Spin-off and separate listing of Chia Tai Enterprises International Limited (“**CTEI**”) on the Main Board of the Stock Exchange, the circular of the Company dated 26 March 2015 (the “**Circular**”) in relation to, among others, the Special Dividend by way of the Modified Distribution, the Class Meeting and the SGM, and the listing document issued by CTEI on 17 June 2015 in relation to the Proposed Spin-off and the Listing (the “**CTEI Listing Document**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings ascribed to them in the Circular.

**NUMBER OF SHARES IN ISSUE AS OF THE DISTRIBUTION RECORD DATE**

As of the close of business on the Distribution Record Date, the Company has 24,071,837,232 CPP Ordinary Shares and 1,261,077,748 CPP Preference Shares in issue, which are the same as the number of CPP Ordinary Shares and CPP Preference Shares in issue as of the respective Latest Practicable Dates for the purposes of the Circular and of the CTEI Listing Document.

Pursuant to the Modified Distribution, each Qualifying Shareholder who is a CPP Ordinary Shareholder will be entitled to one CTEI Ordinary Share for every 100 CPP Ordinary Shares held on the Distribution Record Date, and each Qualifying Shareholder who is a CPP Preference Shareholder will be entitled to one CTEI Preference Share for every 100 CPP Preference Shares held on the Distribution Record Date. Fractional entitlements will be disregarded. Accordingly, after the fractional entitlements have been disregarded, the number of CTEI Ordinary Shares and CTEI Preference Shares to be distributed pursuant to the Modified Distribution will be 240,718,310 and 12,610,777 respectively, which will in aggregate comprise the entire issued share capital of CTEI.

## **ENTITLEMENT OF THE OVERSEAS SHAREHOLDERS**

As of the close of business on the Distribution Record Date, there were 109 CPP Ordinary Shareholders whose registered addresses on the register of members of the Company are in jurisdictions outside Hong Kong. In compliance with the requirements set out in Rule 13.36(2) of the Listing Rules, the Directors have made enquiries regarding the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory body or stock exchange in that jurisdiction in respect of the Modified Distribution. Having made relevant enquiries, the Directors consider that none of such CPP Ordinary Shareholders would need to be excluded from the entitlement to receive CTEI Ordinary Shares under the Modified Distribution.

## **TRADING ARRANGEMENTS FOR ODD LOTS OF CTEI ORDINARY SHARES**

In order to facilitate the trading of odd lots, if any, of CTEI Ordinary Shares received under the Modified Distribution, CTEI has appointed Computershare Hong Kong Investor Services Limited to provide matching services on a best effort basis to those Qualifying Shareholders who wish to acquire odd lots of CTEI Ordinary Shares to make up a full board lot or to dispose of their holdings of odd lots of CTEI Ordinary Shares during the period from Friday, 3 July 2015 to Monday, 31 August 2015, both days inclusive. Qualifying Shareholders who wish to use this matching service should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (telephone number: (852) 2862 8555) during office hours.

Qualifying Shareholders should note that the matching of the sale and purchase of odd lots of CTEI Ordinary Shares is not guaranteed and will depend on there being adequate amounts of odd lots of CTEI Ordinary Shares available for such matching. Qualifying Shareholders are advised to consult their own professional advisers if they are in doubt about the matching service described above.

## **GENERAL**

**The Proposed Spin-off and the Listing are subject to, among others, the Listing Approval being obtained. Accordingly, CPP Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place or, if they do, when they will take place. If the Proposed Spin-off and the Listing do not proceed for any reason, the proposed Modified Distribution will not be made. CPP Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.**

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

Hong Kong, 29 June 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.*