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

*(Incorporated in Bermuda with limited liability)*

*(StockCode:43)*

## **PUBLICATION OF ANNUAL REPORT AND CIRCULAR**

**AND**

## **RETIREMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **PUBLICATION OF ANNUAL REPORT AND CIRCULAR**

The board of directors (the “Board”) of C.P. Pokphand Co. Ltd. (the “Company”, and together with its subsidiaries, the “Group”) announces that (i) the annual report of the Company for the year ended 31 December 2019 and (ii) a circular in relation to the re-election and election of directors, general mandates to issue new shares and buy back shares and notice of annual general meeting of the Company to be convened on Friday, 5 June 2020 (the “AGM”) will be published on Friday, 24 April 2020.

### **RETIREMENT AND RESIGNATION OF DIRECTORS**

Mr. Ma Andrew Chiu Cheung (“Mr. Ma”), who has served on the Board for more than 14 years as an independent non-executive director of the Company (“INED”), has notified the Board that he will not stand for re-election upon retirement by rotation at the AGM pursuant to bye-law 82 of the Company’s Bye-laws. Save for Mr. Ma, the other retiring directors, being eligible, have offered themselves for re-election at the AGM.

The Board has also received from each of Mr. Sombat Deo-isres (“Mr. Deo-isres”) and Mr. Sakda Thanitcul (“Mr. Thanitcul”), who has served on the Board as an INED for more than 14 years and 11 years, respectively, his letter of resignation notifying the Board that each of them will resign from his office with effect from the conclusion of the AGM.

Accordingly, with effect from the conclusion of the AGM, (i) Mr. Ma will cease to be an INED and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company, (ii) Mr. Deo-isres will cease to be an INED and a member of each of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company, and (iii) Mr. Thanitcul will cease to be an INED, a member and Chairman of the Corporate Governance Committee and a member of the Audit Committee and Nomination Committee of the Company.

Each of Mr. Ma, Mr. Deo-isres and Mr. Thanitcul has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his retirement or resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to each of Mr. Ma, Mr. Deo-isres and Mr. Thanitcul for his valuable contribution to the Group during his tenure of office as an INED. As each of them has served on the Board as an INED for over 9 years, their retirement and resignation are in line with the principle embodied in Code Provision A.4.3 of Corporate Governance Code (Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)), that serving more than 9 years could be relevant to the Board’s determination of an INED’s independence.

The Board will endeavor to identify suitable candidates to fill the vacancies arising from the retirement of Mr. Ma and the resignation of Mr. Deo-isres and Mr. Thanitcul as soon as possible in order to comply with the requirement of the Listing Rules that the Board should comprise a number of INEDs representing at least one-third of the Board. The Company will make further announcement(s) in that connection as appropriate.

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

Hong Kong, 23 April 2020

*As at the date of this announcement, the Board comprises eight executive directors, namely, Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Narong Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mrs. Arunee Watcharananan and Mr. Yu Jianping; two non-executive directors, namely, Mr. Meth Jiaravanont and Mr. Yoichi Ikezoe; and six independent non-executive directors, namely, Mr. Ma Andrew Chiu Cheung, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasgarnvej, Mrs. Vatchari Vimooktayon and Mr. Cheng Yuk Wo.*