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

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 43)

**1. POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 5 JUNE 2020 AND  
REMINDER: 2019 FINAL DIVIDEND, SPECIAL DIVIDEND  
AND CLOSURE OF REGISTERS OF MEMBERS**

**2. RETIREMENT, RESIGNATION AND  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all resolutions set out in the notice of AGM dated 24 April 2020 were duly passed by way of poll as ordinary resolutions of the Company at the AGM held on 5 June 2020. The Board also announces certain changes to the composition of the Board and certain committees of the Board.

**1. POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 JUNE 2020  
AND REMINDER: 2019 FINAL DIVIDEND, SPECIAL DIVIDEND AND CLOSURE  
OF REGISTERS OF MEMBERS**

Reference is made to the circular of C.P. POKPHAND CO. LTD. (the “Company”) dated 24 April 2020 (the “Circular”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**Poll Results**

The Board is pleased to announce that all resolutions set out in the notice of AGM dated 24 April 2020 were duly passed by way of poll as ordinary resolutions of the Company at the AGM held on 5 June 2020.

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 AGM.

As at the date of the AGM, there were 24,071,837,232 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the resolutions set out in the notice of AGM. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules, nor was there any Share of the holder of which that was required to abstain from voting under the Listing Rules. No holder of Shares had indicated in the Circular to abstain or vote against any of the resolutions at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

Resolutions		Number of Votes (%)	
		For	Against
1.	To adopt the audited consolidated financial statements, the report of directors and the independent auditor's report of the Company for the year ended 31 December 2019.	19,140,915,858 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.024 per share for the year ended 31 December 2019.	19,141,327,858 (100%)	0 (0%)
3.	a) To re-elect Mr. Adirek Sripratak as an executive director of the Company.	18,790,733,382 (98.17%)	350,594,476 (1.83%)
	b) To re-elect Mr. Sooksunt Jiumjaiswanglerg as an executive director of the Company.	19,140,905,848 (99.99%)	422,010 (0.01%)
	c) To re-elect Mrs. Arunee Watcharananan as an executive director of the Company.	18,792,451,382 (98.18%)	348,876,476 (1.82%)
	d) To re-elect Mr. Yu Jianping as an executive director of the Company.	18,792,927,382 (98.18%)	348,400,476 (1.82%)
	e) To elect Mr. Cheng Yuk Wo as an independent non-executive director of the Company.	18,658,443,382 (97.48%)	482,884,476 (2.52%)
4.	To authorise the board of directors of the Company to fix the remuneration of the directors.	19,141,327,858 (100%)	0 (0%)
5.	To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.	19,141,327,858 (100%)	0 (0%)
6A.	To grant the board of directors of the Company a general mandate to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.	18,790,053,382 (98.16%)	351,274,476 (1.84%)
6B.	To grant the board of directors of the Company a general mandate to buy back shares not exceeding 10% of the total number of issued shares of the Company.	19,141,327,858 (100%)	0 (0%)
6C.	To extend the share issue mandate by the addition thereon of the aggregate number of shares bought back by the Company.	18,790,055,382 (98.16%)	351,272,476 (1.84%)

As more than 50% of the votes were cast in favour of each of the resolutions set out in the notice of AGM, all resolutions set out above were duly passed as ordinary resolutions of the Company.

#### **Reminder: 2019 Final Dividend, Special Dividend and Closure of Registers of Members**

As announced previously, the final dividend of HK\$0.024 per share for the year ended 31 December 2019 ("2019 Final Dividend") and a special dividend of HK\$0.008 per share ("Special Dividend") will be paid on 30 June 2020 to the ordinary share holders and convertible preference share holders whose names appear on the registers of members of the Company on 17 June 2020.

Shareholders are reminded that, for the purpose of determining entitlement to the 2019 Final Dividend and the Special Dividend, the registers of members holding ordinary shares and convertible preference shares of the Company respectively will be closed from 15 June 2020 to 17 June 2020,

both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the 2019 Final Dividend and the Special 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 2020. Those ordinary share holders and convertible preference share holders of the Company entitled to receive the 2019 Final Dividend will also be entitled to receive the Special Dividend.

## **2. RETIREMENT, RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board also announces the following changes to the Board and certain committees of the Board:

- (1) Mr. Ma Andrew Chiu Cheung ("Mr. Ma"), retired as an independent non-executive director of the Company ("INED") and a member of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company effective from the conclusion of the AGM;
- (2) Mr. Sombat Deo-isres ("Mr. Deo-isres") resigned as an INED and a member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company effective from the conclusion of the AGM;
- (3) Mr. Sakda Thanitcul ("Mr. Thanitcul") resigned as an INED and a member and Chairman of the Corporate Governance Committee and a member of the Audit Committee and Nomination Committee of the Company effective from the AGM;
- (4) Professor Dr. Pongsak Angkasith ("Prof. Dr. Angkasith") has been appointed as an INED and a member and Chairman of the Corporate Governance Committee and a member of the Audit Committee of the Company effective from 6 June 2020;
- (5) General Udomdej Sitabutr ("Gen. Sitabutr") has been appointed as an INED and a member of the Remuneration Committee and Nomination Committee of the Company effective from 6 June 2020; and
- (6) Mr. Cheng Yuk Wo ("Mr. Cheng"), who is an existing INED, has been appointed as a member of the Nomination Committee of the Company effective from 6 June 2020. Mr. Cheng also remains as Chairman of the Audit Committee and a member of the Corporate Governance Committee of the Company.

Prof. Dr. Angkasith, aged 71, obtained a Bachelor Degree in Agriculture from Chiang Mai University, Thailand, a Master of Science Degree and a Doctor of Education Degree from Oklahoma State University of Agriculture and Applied Science, the USA. He also completed various agricultural and management related courses in the Netherlands. Prof. Dr. Angkasith has extensive experience in agriculture. He is currently Chairman of Pracharat Rak Samakkee Chiang Mai (Social Enterprise) Co., Ltd., Chancellor of College of Agricultural, Innovation Biotechnology and Food, Rangsit University, President of Thai Arabica Coffee Association and Executive Director and Head of Coffee Research Royal Project Foundation. He has been an Independent Director of Charoen Pokphand Foods Public Company Limited ("CPF"), a company listed on the Stock Exchange of Thailand, and the immediate holding company of the Company, since 2013. He also serves as Chairman of its Corporate Social Responsibility and Sustainable Development Committee and a member of its Audit Committee and Remuneration and Nominating Committee. In the event of any resolution of the Board on any

matters in which CPF is regarded as having any interest (other than as a shareholder of the Company), Prof. Dr. Angkasith will be required to abstain from voting.

Gen. Sitabutr, aged 64, obtained a Bachelor of Science Degree from Chulachomklao Royal Military Academy and completed various courses at Command and General Staff College and National Defence College in Thailand. Gen. Sitabutr held a number of positions throughout his career with the Royal Thai Army. He was First Army Area Commander in 2010 and became Chief of Staff in 2012 and Commander-in-Chief of the Royal Thai Army in 2014 before his retirement from the Royal Thai Army in 2015. Gen. Sitabutr was also the Deputy Minister of Defence of Thailand from 2014 to 2017.

Each of Prof. Dr. Angkasith and Gen. Sitabutr has confirmed that, as at the date of this announcement, save as disclosed above, (i) he did not hold any other directorship in public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years preceding the date of his appointment nor had other major appointment and professional qualifications, (ii) he did not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, (iii) he did not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance, (iv) he did not hold any other position with the Company or any of its subsidiaries, and (v) there was no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and there were no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment.

Each of Prof. Dr. Angkasith and Gen. Sitabutr has also confirmed that he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Each of Prof. Dr. Angkasith and Gen. Sitabutr has entered into a letter of appointment with the Company for a renewable term of one year and is subject to retirement by rotation and re-election at general meetings in accordance with the bye-laws of the Company. The director’s fee for each of Prof. Dr. Angkasith and Gen. Sitabutr is HK\$240,000 (approximately US\$31,000) per annum, which is determined based on his duties, responsibilities and anticipated time to be spent on the Company’s matters.

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 Company during his tenure of office as an INED. At the same time, the Board would like to extend its warmest welcome to each of Prof. Dr. Angkasith and Gen. Sitabutr on his appointment as an INED.

By Order of the Board  
**Soopakij Chearavanont**  
*Chairman of the Board*

Hong Kong, 5 June 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 three independent non-executive directors, namely, Mr. Vinai Vittavasgarnvej, Mrs. Vatchari Vimooktayon and Mr. Cheng Yuk Wo.*