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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)

**CONTINUING CONNECTED TRANSACTIONS,
RE-ELECTION OF RETIRING DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

BALLAS
C A P I T A L

A letter from the Board is set out on pages 5 to 14 of this circular. A letter from the Independent Board Committee and a letter from the Independent Financial Adviser, Ballas Capital Limited, containing its advice to the Independent Board Committee and the Independent Shareholders, are set out on pages 15 to 16 and pages 17 to 31 of this circular respectively.

A notice convening the special 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 18 December 2019 at 11:00 a.m., is set out on pages 37 to 39 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 (i.e. not later than 11:00 a.m. on 16 December 2019) or any adjournment thereof (as the case may be). 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.

2 December 2019

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DEFINITIONS

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

“2016 Master HOEL Purchase Agreement”	the agreement dated 31 October 2016 made between the Company as purchaser and HOEL as supplier for the purchase of feed raw materials, packaging materials, livestock and aquatic products, meats and other items required in the production of feed-related, farm related and food-related products from the HOEL Group by the Group, which the Group may require in the normal course of business and which the HOEL Group may be able to supply with a term of three years from 1 January 2017 to 31 December 2019
“2016 Master HOEL Supply Agreement”	the agreement dated 31 October 2016 made between the Company as supplier and HOEL as purchaser for the supply of various feed-related, farm-related and food-related products produced or procured by the Group, including animal feed, feed raw materials, livestock and aquatic products, and processed meats and food products by the Group to the HOEL Group, which may be required by the HOEL Group and which the Group may be able to supply with a term of three years from 1 January 2017 to 31 December 2019
“2019 Master HOEL Purchase Agreement”	the agreement dated 30 October 2019 made between the Company as purchaser and HOEL as supplier for the purchase by the Group from the HOEL Group of the CPP Purchase Products which the Group may require in the normal course of business and which the HOEL Group may be able to supply with a term of three years from 1 January 2020 to 31 December 2022
“2019 Master HOEL Supply Agreement”	the agreement dated 30 October 2019 made between the Company as supplier and HOEL as purchaser for the supply by the Group to the HOEL Group of the CPP Supply Products which may be required by the HOEL Group and which the Group may be able to supply with a term of three years from 1 January 2020 to 31 December 2022
“associates”	has the meaning ascribed to this term in the Listing Rules
“Board”	the board of directors of the Company

DEFINITIONS

“Ballas Capital” or “Independent Financial Adviser”	Ballas Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as set out in Schedule 5 of the SFO, appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps)
“Company”	C.P. Pokphand Co. Ltd., an exempted company incorporated in Bermuda whose Shares are listed and traded on the Main Board of the Stock Exchange under stock code 43
“connected persons”	has the meaning ascribed to this term in the Listing Rules
“Continuing Connected Transactions”	the continuing connected transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement
“CPF”	Charoen Pokphand Foods Public Company Limited, a company organised and existing under the laws of the Kingdom of Thailand whose shares are listed and traded on the Stock Exchange of Thailand
“CPG”	Charoen Pokphand Group Company Limited, a company organised and existing under the laws of the Kingdom of Thailand, which has a diverse shareholding structure with more than 80 shareholders, the largest of its shareholders is a company holding not more than 13% of its shares and the ultimate beneficial owner of which is Mr. Sumet Jiaravanon
“CPP Purchase Products”	Feed raw materials, packaging materials, breed and farm livestock and aqua stock, meats and other items required in the production and sale of animal and aqua feed, farm and food products (with related services)
“CPP Supply Products”	Feed-related, farm-related and food-related products (with related services) produced or procured by the Group, such as animal feed, feed raw materials, livestock, aquatic stock, and processed meats and food products
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“HOEL”	High Orient Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability
“HOEL Group”	HOEL, CPG and its associates
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	the independent committee of the Board comprising the Company’s independent non-executive Directors, namely, Mr. Ma Andrew Chiu Cheung, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasgarnevej and Mrs. Vatchari Vimooktayon, which has been established to advise the Independent Shareholders in respect of the Continuing Connected Transactions
“Independent Shareholders”	Shareholders other than CPG and its associates
“Latest Practicable Date”	27 November 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SGM”	a special general meeting of the Company to be held to consider and, if thought fit, approve, among other things, the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement, the Continuing Connected Transactions (including the proposed annual caps) and the re-election of retiring Director
“Shareholders”	holders of Shares from time to time
“Shares”	ordinary shares of US\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder”	has the meaning ascribed to this term in the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	Per cent

Note: For the purpose of this circular, the exchange rate for the conversion of US\$ into HK\$ for indication only is:
US\$1.0 = HK\$7.82.

LETTER FROM THE BOARD



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

Executive Directors:

Mr. Soopakij Chearavanont (*Chairman*)

Mr. Adirek Sripratak

Mr. Suphachai Chearavanont

Mr. Narong Chearavanont

Mr. Bai Shanlin

Mr. Sooksunt Jiumjaiswanglerg

Mrs. Arunee Watcharananan

Mr. Yu Jianping

Non-executive Directors:

Mr. Meth Jiaravanont

Mr. Yoichi Ikezoe

Independent non-executive Directors:

Mr. Ma Andrew Chiu Cheung

Mr. Sombat Deo-isres

Mr. Sakda Thanitcul

Mr. Vinai Vittavasgarnvej

Mrs. Vatchari Vimooktayon

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principal place of business
in Hong Kong:*

21st Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

2 December 2019

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS,
RE-ELECTION OF RETIRING DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A. INTRODUCTION

Reference is made to the announcement of the Company dated 30 October 2019 in relation to, among other things, the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement entered into by the Company with HOEL, respectively. The transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement are treated as if they were continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are subject to Independent Shareholders' approval at the SGM.

LETTER FROM THE BOARD

Mr. Ma Andrew Chiu Cheung, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasgarnvej and Mrs. Vatchari Vimooktayon, being all the independent non-executive Directors of the Company, have been appointed by the Board to serve as members of the Independent Board Committee to advise and make recommendation to the Independent Shareholders as to how to vote at the SGM on the resolutions regarding the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps).

Ballas Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) are fair and reasonable and on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

The purpose of this circular is to provide you with, among other things, further information regarding the Continuing Connected Transactions (including the proposed annual caps), the re-election of the retiring Director, to set out the advice from Ballas Capital to the Independent Board Committee and the Independent Shareholders and the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps), and to give notice of the SGM.

B. CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 31 October 2016 and the circular of the Company dated 28 November 2016 in relation to, among other things, the 2016 Master HOEL Supply Agreement and the 2016 Master HOEL Purchase Agreement. As the 2016 Master HOEL Supply Agreement and the 2016 Master HOEL Purchase Agreement will expire on 31 December 2019, on 30 October 2019, the Company entered into the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement respectively with HOEL to continue the ongoing supply and purchase arrangement.

1 2019 MASTER HOEL SUPPLY AGREEMENT

(a) Date

30 October 2019

(b) Parties

(i) The Company (as supplier)

(ii) HOEL (as purchaser)

LETTER FROM THE BOARD

(c) Subject matter

Supply and sell of the CPP Supply Products to the HOEL Group.

(d) Pricing policy

The pricing policy provided in the 2019 Master HOEL Supply Agreement is the same as in the 2016 Master HOEL Supply Agreement. As a general principle, the price and terms of each individual order under the 2019 Master HOEL Supply Agreement will be on normal commercial terms and negotiated between the Group and the HOEL Group on an arm's length basis similar to those transactions which the Group conduct with independent third party customers and on terms which are no less favourable to the Group than those provided to independent third party customers.

The Group uses standardised price lists for its products, which are updated from time to time and set out the standard prices at which the Group sells the different types of CPP Supply Products to customers (i.e. both independent third parties and the HOEL Group), in a specific region in the PRC or Vietnam. The prices of the CPP Supply Products set out in the price lists take into account the cost of raw materials, other value added (for example, manufacturing and marketing) and profit margins (which vary depending on the type of products). The prices in the price lists also take into the account competitive prices offered by independent third-party suppliers in the relevant region in the PRC or Vietnam at the relevant time. The actual methods and procedures to determine the prices of the CPP Supply Products described above are the same as the methods and procedures used to determine the prices of products to be supplied to independent third parties. This is to ensure that the prices of CPP Supply Products are not lower than those offered by the Group to independent third-party purchasers.

For feed product sales, the Group offers a volume discount if the purchase volume of a particular customer reaches a specified level, which is standardised and applies to all feed product customers, including independent third parties and the HOEL Group.

(e) Payment terms

The Group will generally offer credit terms of up to 60 days from delivery but may adjust such terms taking into account generally accepted market practice from time to time. Interest shall be charged by the Group for any overdue payment.

(f) Term

The 2019 Master HOEL Supply Agreement is subject to the approval of the Independent Shareholders. Subject to such approval being obtained, the 2019 Master HOEL Supply Agreement shall take effect from 1 January 2020 and continue until 31 December 2022.

LETTER FROM THE BOARD

(g) Historical amount of supply

	For the financial year ended		For the
	31 December		eight months
	2017	2018	ended
			31 August
			2019
Historical amount paid to the Group under the 2016 Master HOEL Supply Agreement	US\$947 million (approximately HK\$7,405 million)	US\$1,024 million (approximately HK\$8,008 million)	US\$696 million (approximately HK\$5,443 million)

(h) Annual caps

	Proposed Annual Caps		
	For the financial year ending 31 December		
	2020	2021	2022
2019 Master HOEL Supply Agreement	US\$1,500 million (approximately HK\$11,730 million)	US\$2,130 million (approximately HK\$16,657 million)	US\$2,530 million (approximately HK\$19,785 million)

The above annual caps have been determined by reference to (i) the value of the historical sales under the 2016 Master HOEL Supply Agreement by the Group for each of the financial years ended 31 December 2017 and 31 December 2018 and the eight months ended 31 August 2019; (ii) the current prevailing market prices of the CPP Supply Products and an allowance for possible price increases of 2% to 4% per year in line with consumer prices; (iii) the overall increase in actual sales of CPP Supply Products to the HOEL Group under the 2016 Master HOEL Supply Agreement in the period since 1 January 2017 and (iv) additional demand for CPP Supply Products by the HOEL Group projected by the HOEL Group due to the planned capacity expansion of swine and chicken farms operated by the HOEL Group in the PRC during the relevant future period.

LETTER FROM THE BOARD

2 2019 MASTER HOEL PURCHASE AGREEMENT

(a) Date

30 October 2019

(b) Parties

(i) The Company (as purchaser)

(ii) HOEL (as supplier)

(c) Subject matter

Purchase from the HOEL Group of the CPP Purchase Products as the Group may require in the production of feed-related, farm-related and food-related products.

(d) Pricing policy

As a general principle, the price and terms of each individual order under the 2019 Master HOEL Purchase Agreement will be on normal commercial term and negotiated between the Group and the HOEL Group on an arm's length basis similar to those transactions which the Group conducts with independent third party suppliers and on terms which are no less favourable to the Group than those offered by independent third party suppliers.

The Group compares the quote from the HOEL Group with quotes from at least two independent third party suppliers for the same or similar products of similar volume and comparable standards before deciding from which of the suppliers the Group would purchase. The process is to ensure that the price for the same volume of the same or similar CPP Purchase Products offered by the HOEL Group are not higher than those offered by independent third party suppliers.

(e) Payment terms

The Group will generally request for credit terms of up to 60 days from delivery but this may be adjusted taking into account generally accepted market terms from time to time.

LETTER FROM THE BOARD

(f) Term

The 2019 Master HOEL Purchase Agreement is subject to the approval of the Independent Shareholders. Subject to such approval being obtained, the 2019 Master HOEL Purchase Agreement shall take effect from 1 January 2020 and continue until 31 December 2022.

(g) Historical amount of purchase

	For the financial year ended 31 December		For the eight months ended 31 August 2019
	2017	2018	
Historical amount paid by the Group under the 2016 Master HOEL Purchase Agreement	US\$873 million (approximately HK\$6,827 million)	US\$1,004 million (approximately HK\$7,851 million)	US\$654 million (approximately HK\$5,114 million)

(h) Annual caps

	Proposed Annual Cap For the financial year ending 31 December		
	2020	2021	2022
2019 Master HOEL Purchase Agreement	US\$1,930 million (approximately HK\$15,093 million)	US\$2,200 million (approximately HK\$17,204 million)	US\$2,330 million (approximately HK\$18,221 million)

The above annual caps have been determined by reference to (i) the value of the historical purchases under the 2016 Master HOEL Purchase Agreement by the Group from the HOEL Group for each of the financial years ended 31 December 2017 and 31 December 2018 and the eight months ended 31 August 2019; (ii) the current prevailing market prices of the CPP Purchase Products and forecast price increments in the coming three years; and (iii) the overall increase in actual purchase of CPP Purchase Products from the HOEL Group under the 2016 Master HOEL Purchase Agreement in the period since 1 January 2017.

LETTER FROM THE BOARD

C. INTERNAL CONTROL MEASURES

The Company will continue the internal control system in place to ensure that the Continuing Connected Transactions are consistent with the framework which has been approved by the Shareholders. The internal audit department of the Group annually examines the terms and details of ongoing connected transactions (including the Continuing Connected Transactions) to ensure compliance with the framework. The external auditor and independent non-executive Directors of the Company will review the Continuing Connected Transactions, also on an annual basis, following which the independent non-executive Directors of the Company will provide an annual confirmation whether the Continuing Connected Transactions are conducted in accordance with the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement, on normal commercial terms, in accordance with the pricing policies and not exceeding the approved annual caps.

D. INFORMATION ON THE PARTIES

The Company is an investment holding company. The subsidiaries of the Company are principally engaged, in the PRC and Vietnam, in (i) manufacture and sale of animal feed, (ii) breeding, farming and sale of livestock and (in Vietnam only) aquatic animals, and (iii) manufacture and sale of value-added, processed food products.

HOEL is an investment holding company and is indirectly wholly-owned by CPG.

E. REASONS FOR RENEWAL OF THE CONTINUING CONNECTED TRANSACTIONS

The Directors consider that, if approved by the Independent Shareholders, the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement will enable the Group to continue to (a) supply the CPP Supply Products to the HOEL Group in the ordinary course of business and generate turnover for the Group; and (b) purchase the CPP Purchase Products required by the Group in the production of feed-related, farm-related and food-related products from the HOEL Group as a reliable, diverse and competitively priced source of supply.

F. LISTING RULES IMPLICATIONS

CPF is interested in approximately 49.74% of the Shares in issue and approximately 48.94% of CPF's issued share capital is held by CPG. Due to CPG's near majority shareholding in CPF, the Company and CPG have agreed to treat CPG as a substantial shareholder of the Company and its subsidiaries and their respective associates as connected persons of the Company within the meaning of the Listing Rules. As HOEL is an indirect wholly-owned subsidiary of CPG, accordingly, the transactions between the Group and the HOEL Group under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement are treated as if they were continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

As the applicable percentage ratios under Rule 14.07 of the Listing Rules for the proposed annual caps under the 2019 Master HOEL Supply Agreement and those percentage ratios under the 2019 Master HOEL Purchase Agreement in aggregate are in each case more than 5%, the transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board considered that each of Mr. Soopakij Chearavanont (chairman and executive director of the Company), Mr. Adirek Sripratak, Mr. Suphachai Chearavanont (each a vice chairman and an executive director of the Company), Mr. Narong Chearavanont, Mrs. Arunee Watcharananan (each an executive director of the Company) had a material interest in the transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement in view of their respective shareholdings in CPG, and accordingly those of them who attended the Board meeting held for considering the agreements abstained from voting on the resolutions relating to the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement.

G. RE-ELECTION OF RETIRING DIRECTOR

On 16 May 2019, the Board appointed Mr. Narong Chearavanont (“**Mr. Chearavanont**”) as an executive Director to fill a casual vacancy of the Board with effect from 1 June 2019. Details of Mr. Chearavanont's appointment are set out in the announcement of the Company dated 31 May 2019.

In accordance with Code Provision A.4.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, any director appointed to fill a casual vacancy of the Board shall be subject to election by the Shareholders at the first general meeting of the Company after appointment. Accordingly, Mr. Chearavanont will retire at the SGM and being eligible, offers himself for re-election at the SGM.

The biographical information of Mr. Chearavanont is set out in Appendix I to this circular.

H. RECOMMENDATION

The Independent Board Committee has been established to consider the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) and Ballas Capital has been appointed as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders whether the terms of the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Independent Board Committee, having taken into account the advice of Ballas Capital, considers the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) to be fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole and accordingly, recommends the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

In light of the above, the Board considers that the terms of the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole. The Board is also of view that the re-election of retiring Director is in interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

I. SPECIAL GENERAL MEETING

The SGM will be convened at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 18 December 2019 at 11:00 a.m. A notice convening the SGM at which resolutions will be proposed (i) to the Independent Shareholders to consider and, if thought fit, approve the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps); and (ii) to the Shareholders to consider, and if thought fit, approve the re-election of retiring Director, details of which are set out on pages 37 to 39 of this circular. CPG and its associates will abstain from voting at the SGM in respect of the resolutions relating to the Continuing Connected Transactions.

A proxy form for use at the SGM is also enclosed. Whether or not you are able to attend the SGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's 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 but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 11:00 a.m. on 16 December 2019) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the SGM or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

J. FURTHER INFORMATION

Your attention is drawn to the letter from Ballas Capital containing its advice to the Independent Board Committee and the Independent Shareholders set out on pages 17 to 31 of this circular and the letter from the Independent Board Committee to the Independent Shareholders set out on pages 15 to 16 of this circular.

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
By Order of the Board
Arunee Watcharananan
Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

2 December 2019

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular dated 2 December 2019 issued to the Shareholders (the “**Circular**”) of which this letter forms part. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

As independent non-executive Directors who are independent of the parties to the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions and not having any interest in the transactions contemplated under the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions, we have been appointed by the Board to advise you as to whether, in our opinion, the terms of the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) are fair and reasonable so far as the Independent Shareholders are concerned.

Ballas Capital has been appointed by the Company as the Independent Financial Adviser to advise us regarding the fairness and reasonableness of the terms of the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps). Details of its advice, together with the principal factors and reasons taken into consideration in arriving at such opinion, are set out on pages 17 to 31 of the Circular. Your attention is also drawn to the letter from the Board set out on pages 5 to 14 of the Circular and the additional information set out in the appendix to the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account the opinion of and the principal factors and reasons considered by Ballas Capital as stated in its letter of advice, we consider that the terms of the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and its Shareholders as a whole. We therefore recommend the Independent Shareholders to vote in favour of the relevant resolutions in relation to the 2019 Master HOEL Supply Agreement, the 2019 Master HOEL Purchase Agreement and the Continuing Connected Transactions (including the respective annual caps) to be proposed at the SGM.

Yours faithfully,
For and on behalf of
the Independent Board Committee

**Mr. Ma Andrew
Chiu Cheung**
*Independent
Non-executive
Director*

**Mr. Sombat
Deo-isres**
*Independent
Non-executive
Director*

**Mr. Sakda
Thanitcul**
*Independent
Non-executive
Director*

**Mr. Vinai
Vittavasgarnvej**
*Independent
Non-executive
Director*

**Mrs. Vatchari
Vimooktayon**
*Independent
Non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BALLAS
C A P I T A L

Unit 1802, 18/F,
1 Duddell Street, Central
Hong Kong

2 December 2019

*To the Independent Board Committee and
the Independent Shareholders*

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS –
2019 MASTER HOEL SUPPLY AGREEMENT AND
2019 MASTER HOEL PURCHASE AGREEMENT**

INTRODUCTION

We refer to our engagement as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of and the proposed annual caps in relation to the transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement (collectively the “**2019 Master HOEL Agreements**”), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular (the “**Circular**”) of the Company to the Shareholders dated 2 December 2019, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Reference is made to the announcement of the Company dated 30 October 2019. As the 2016 Master HOEL Supply Agreement and the 2016 Master HOEL Purchase Agreement will expire on 31 December 2019 and the Company intends to continue the transactions contemplated thereunder, on 30 October 2019, the Company entered into the 2019 Master HOEL Agreements with HOEL for a term of three years commencing on 1 January 2020 and ending on 31 December 2022 (both dates inclusive) to continue (i) the ongoing supply to the HOEL Group various feed-related, farm-related and food-related products (with related services) including animal feed, feed raw materials, livestock, aquatic stock, processed meats and food products which may be required by the HOEL Group; and (ii) the ongoing purchase from the HOEL Group feed raw materials, packaging materials, breed and farm livestock and aquatic stock, meats and other items which may be required by the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As set out in the Letter from the Board, as at the Latest Practicable Date, CPF is interested in approximately 49.74% of the Shares in issue and approximately 48.94% of CPF's issued share capital is held by CPG. Due to CPG's near majority shareholding in CPF, the Company and CPG have agreed to treat CPG as a substantial shareholder of the Company and its subsidiaries and their respective associates as connected persons of the Company within the meaning of the Listing Rules. As HOEL is an indirect wholly-owned subsidiary of CPG, accordingly, the transactions between the HOEL Group and the Group under the 2019 Master HOEL Agreements are treated as if they were continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the annual caps for the transactions contemplated under the 2019 Master HOEL Agreements exceed 5%, the 2019 Master HOEL Agreements are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board considered that each of Mr. Soopakij Chearavanont (chairman and executive director of the Company), Mr. Adirek Sripratak, Mr. Suphachai Chearavanont (each a vice chairman and an executive director of the Company), Mr. Narong Chearavanont, Mrs. Arunee Watcharananan (each an executive director of the Company) had a material interest in the transactions contemplated under the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement in view of their respective shareholdings in CPG, and accordingly those of them who attended the Board meeting held for considering the agreements abstained from voting on the resolutions relating to the 2019 Master HOEL Supply Agreement and the 2019 Master HOEL Purchase Agreement.

An Independent Board Committee comprising Mr. Ma Andrew Chiu Cheung, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasarnvej, and Mrs. Vatchari Vimooktayon, all being independent non-executive Directors, has been established to advise and make recommendation to the Independent Shareholders in relation to the terms of and the proposed annual caps in relation to the 2019 Master HOEL Agreements and the Continuing Connected Transactions.

INDEPENDENCE DECLARATION

We are not associated or connected with the Company, the counterparties of each of the 2019 Master HOEL Agreements or their respective core connected persons or associates. As at the Latest Practicable Date, save for this appointment as the Independent Financial Adviser in relation to the Continuing Connected Transactions, we did not have any other relationship with or interests in the Company, the counterparties of each of the 2019 Master HOEL Agreements or their respective core connected persons or associates in the last two years. Accordingly, we consider we are eligible to give independent advice on the Continuing Connected Transactions.

BASIS OF OUR OPINION

In formulating our recommendation, we have relied on the information and facts contained or referred to in the Circular as well as the representations made or provided by the Directors and the senior management of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Directors have declared in a responsibility statement set out in the Circular that they collectively and individually accept full responsibility for the accuracy of the information contained and representations made in the Circular and that there are no other matters the omission of which would make any statement in the Circular misleading. We have also assumed that the information and the representations made by the Directors as contained or referred to in the Circular were true and accurate at the time they were made and continue to be so up to the date of the SGM. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the senior management of the Company. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular.

We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, the counter parties of each of the 2019 Master HOEL Agreements or any of their respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and advice to the Independent Board Committee and the Independent Shareholders, we have considered the following principal factors and reasons:

A. Background of and reasons for entering into the 2019 Master HOEL Agreements

As set out in the Letter from the Board, the Company is an investment holding company. The subsidiaries of the Company are principally engaged, in the PRC and Vietnam, in (i) manufacture and sale of animal feed, (ii) breeding, farming and sale of livestock and (in Vietnam only) aquatic animals, and (iii) manufacture and sale of value-added, processed food products. According to the latest financial reports of the Company, almost all of the Group's revenue were derived from its agri-food business in China and Vietnam for the financial years ended 31 December 2017 and 2018 and for the six months ended 30 June 2019. For the six months ended 30 June 2019, the agri-food business in China and Vietnam represented approximately 61.7% and 38.3% of the Group's total revenue.

Pursuant to the 2016 Master HOEL Supply Agreement and 2016 Master HOEL Purchase Agreement, for the two years ended 31 December 2018 and the eight months ended 31 August 2019, the Group has from time to time (i) supplied various feed-related, farm-related and food-related products produced or procured by the Group to the HOEL Group, and (ii) purchased feed raw materials, packing materials, livestock and aquatic products, meats and other items required by the Group from the HOEL Group. The Directors are of the view that the supply of the CPP Supply Products to the HOEL Group are in the ordinary course of business and would generate turnover for the Group, and the purchase of the CPP Purchase Products required by the Group in the production of feed-related, farm-related and food-related products from the HOEL Group is a reliable, diverse and competitively priced source of supply.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Company and HOEL entered into the 2019 Master HOEL Agreements to renew the 2016 Master HOEL Supply Agreement and the 2016 Master HOEL Purchase Agreement, which will expire on 31 December 2019. Pursuant to the 2019 Master HOEL Agreements, the Group is not contractually bound to supply or purchase and there is no minimum supply or purchase amount, to and from the HOEL Group for any CPP Supply Products or CPP Purchase Products, respectively. Provided that the Group and the HOEL Group are able to negotiate on an arm's length basis, and transact on terms and pricing that are on normal commercial terms and are no less favourable than the terms offered to other independent third parties, the 2019 Master HOEL Agreements allows the Group to continue to have the flexibility to sell its products to and procure materials from a long-term and trusted business partner, being the HOEL Group.

Taking into account the above, in particular, (i) the nature of the 2019 Master HOEL Agreements falls within the scope of the principal business of the Group; (ii) given the right terms and pricing, the 2019 Master HOEL Agreements allow the Group to continue to have the flexibility to sell its products to and procure materials from a long-term and trusted business partner, being the HOEL Group; and (iii) our analysis and view on the major terms of the 2019 Master HOEL Agreements (as explained below), we consider the entering into of the 2019 Master HOEL Agreements is within the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

B. Principal terms of the 2019 Master HOEL Agreements

(i) 2019 Master HOEL Supply Agreement

The principal terms of the 2019 Master HOEL Supply Agreement are set out below:

Pricing policy

The pricing policy provided in the 2019 Master HOEL Supply Agreement is the same as in the 2016 Master HOEL Supply Agreement. As a general principle, the price and terms of each individual order under the 2019 Master HOEL Supply Agreement will be on normal commercial terms and negotiated between the Group and the HOEL Group on an arm's length basis similar to those transactions which the Group conduct with independent third party customers and on terms which are no less favourable to the Group than those provided to independent third party customers.

The Group uses standardised price lists for its products, which are updated from time to time and set out the standard prices at which the Group sells the different types of CPP Supply Products to customers (i.e. both independent third parties and the HOEL Group), in a specific region in the PRC or Vietnam. The prices of the CPP Supply Products set out in the price lists take into account the cost of raw materials, other value added (for example, manufacturing and marketing) and profit margins (which vary depending on the type of products). The prices in the price lists also take into account competitive prices offered by independent third-party suppliers in the relevant region in the PRC or Vietnam at the relevant time. The actual methods and procedures to determine the prices of the CPP Supply Products described above are the same as the methods and procedures used to determine the prices of products to be supplied to independent third parties. This is to ensure that the prices of CPP Supply Products are not lower than those offered by the Group to independent third-party purchasers.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For feed product sales, the Group offers a volume discount if the purchase volume of a particular customer reaches a specified level, which is standardised and applies to all feed product customers, including independent third parties and the HOEL Group.

Payment terms

The Group will generally offer credit terms of up to 60 days from delivery but may adjust such terms taking into account generally accepted market practice from time to time. Interest shall be charged by the Group for any overdue payment.

Term and termination

The 2019 Master HOEL Supply Agreement shall be effective from 1 January 2020 and continue until 31 December 2022, subject to the approval of the Independent Shareholders. The 2019 Master HOEL Supply Agreement may be terminated at any time by either the Company or HOEL by a written notice of no less than thirty days.

Our work done

We have discussed with the management and understand that there are price lists for each of the CPP Supply Products applicable to all the Group's customers including the HOEL Group and other independent third parties, which are updated and adjusted regularly when there are changes to the prices of the CPP Supply Products. We have obtained and reviewed, on a sample basis, historical price lists of the CPP Supply Products and the relevant transaction invoices on historical transactions between (i) the Group and the HOEL Group; and (ii) the Group and its independent third party customers, respectively. From our review, we noted that the prices charged by the Group to the HOEL Group and to its independent third party customers were both in line with the price lists at the material time and the terms offered by the Group to the HOEL Group, including the prices and payment terms, were generally in line and no less favorable than those offered by the Group to its independent third party customers.

Our view

Based on the above, we concur with the view of the Directors that the terms of the 2019 Master HOEL Supply Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) *2019 Master HOEL Purchase Agreement*

The principal terms of the 2019 Master HOEL Purchase Agreement are set out below:

Pricing policy

As a general principle, the price and terms of each individual order under the 2019 Master HOEL Purchase Agreement will be on normal commercial term and negotiated between the Group and the HOEL Group on an arm's length basis similar to those transactions which the Group conducts with independent third party suppliers and on terms which are no less favourable to the Group than those offered by independent third party suppliers.

The Group compares the quote from the HOEL Group with quotes from at least two independent third party suppliers for the same or similar products of similar volume and comparable standards before deciding from which of the suppliers the Group would purchase. The process is to ensure that the price for the same volume of the same or similar CPP Purchase Products offered by the HOEL Group are not higher than those offered by independent third party suppliers.

Payment terms

The Group will generally request for credit terms of up to 60 days from delivery but this may be adjusted taking into account generally accepted market terms from time to time.

Term and termination

The 2019 Master HOEL Purchase Agreement shall be effective from 1 January 2020 and continue until 31 December 2022, subject to the approval of the Independent Shareholders. The 2019 Master HOEL Purchase Agreement may be terminated at any time by either the Company or HOEL by giving a written notice of not less than thirty days.

Our work done

We have discussed with the management of the Company and noted that the Group has adhered and will continue to adhere to its price determination procedures in the purchase of the CPP Purchase Products from the HOEL Group, by obtaining at least two additional quotes from independent third party suppliers for consideration, to ensure that the price for the same volume of the same or similar CPP Purchase Products offered by the HOEL Group will not be higher than those offered by independent third party suppliers. We have obtained and reviewed, on a sample basis, (i) historical contracts between the Group and the HOEL Group; (ii) the quotes that the Group had obtained from independent third party suppliers for the relevant transactions; and (iii) the relevant contracts between the Group and the independent third party suppliers for similar products within the same period. From our review, we noted that the terms, including the price and payment terms, for the CPP Purchase Products offered by the HOEL Group, were in line with and no less favorable than those offered by independent third party suppliers.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Our view

Based on the above, we concur with the view of the Directors that the terms of the 2019 Master HOEL Purchase Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

C. The proposed annual caps

The following table sets out the historical transaction amounts of the supply of the CPP Supply Products of the Group to the HOEL Group under the 2016 Master HOEL Supply Agreement and the purchase of the CPP Purchase Products of the Group from the HOEL Group under the 2016 Master HOEL Purchase Agreement for the two years ended 31 December 2018 and the eight months ended 31 August 2019 and the proposed annual caps under the 2019 Master HOEL Agreements:

	Historical transaction amounts			Proposed annual caps		
	For the year ended		For the	For the year ending		
	31 December		ended 31	31 December		
	2017	2018	August	2020	2021	2022
	<i>US\$ million</i>	<i>US\$ million</i>	<i>US\$ million</i>	<i>US\$ million</i>	<i>US\$ million</i>	<i>US\$ million</i>
CPP Supply Products	947	1,024	696	1,500	2,130	2,530
CPP Purchase Products	873	1,004	654	1,930	2,200	2,330

(a) Proposed annual caps contemplated under the 2019 Master HOEL Supply Agreement

As stated in the Letter from the Board, the proposed annual caps under the 2019 Master HOEL Supply Agreement for each of the three years ending 31 December 2022 have been determined based on:

- (i) the value of the historical sales under the 2016 Master HOEL Supply Agreement by the Group for each of the financial years ended 31 December 2017 and 31 December 2018 and the eight months ended 31 August 2019;
- (ii) the current prevailing market prices of the CPP Supply Products and an allowance for possible price increases of 2% to 4% per year in line with consumer prices;
- (iii) the overall increase in actual sales of CPP Supply Products to the HOEL Group under the 2016 Master HOEL Supply Agreement in the period since 1 January 2017; and
- (iv) additional demand for CPP Supply Products by the HOEL Group projected by the HOEL Group due to the planned capacity expansion of swine and chicken farms operated by the HOEL Group in the PRC during the relevant future period.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Our work done

In assessing the fairness and reasonableness of the annual caps under the 2019 Master HOEL Supply Agreement, we have reviewed and discussed with management of the Company on the underlying calculation of the annual caps, including the basis and assumptions in arriving the same. From the review, we understand that the Company has projected the sales of the CPP Supply Products to the HOEL Group for the year ending 31 December 2019 based on the actual sales value to the HOEL Group for the eight months ended 31 August 2019 and noted that the projection is generally in line with the annualised transaction amounts of the CPP Supply Products for the eight months ended 31 August 2019. The Company then further projected that the potential transaction values of the Group's sales of CPP Supply Products to the HOEL Group for each of the three years ending 31 December 2020, 2021 and 2022 could amount to represent a growth rate reaching up to approximately 40%, 42% and 19% for each year as compared to the projected potential transaction values in the previous year, respectively. Set out below are our analysis on the major assumptions of the Company in projecting the transaction amounts of the CPP Supply Products for the purpose of determining the proposed annual caps:

(i) The expected increase in demand for the CPP Supply Products

The Company expected that the majority of the CPP Supply Products supplied to the HOEL Group would be feed-related products and food-related products, which is in line with the historical transactions. We have discussed with the Company and understand that the projected growth in the potential transaction amounts of the CPP Supply Products is mainly due to (i) the possible increase in demand for the feed-related products resulting from the expansion plan of the HOEL Group to expand its swine and chicken farming business; and (ii) the budgeted increase in the Group's food-related business.

Feed-related CPP Supply Products

The Group understands that, the HOEL Group has plans to expand its swine and chicken farming business in the PRC which are expected to increase the total production capacity. Such expansion is expected to significantly increase the production capacity and hence the demand for feed-related CPP Supply Products.

For the eight months ended 31 August 2019, the Group had supplied approximately 1.0 million tonnes feed-related products to the HOEL Group. Taking into consideration the expansion plan of the HOEL Group, the Company expects that the potential demand of feed-related products from the HOEL Group could reach up to 2.3 million tonnes, 3.2 million tonnes and 3.9 million tonnes for the year ending 31 December 2020, 2021 and 2022, respectively.

We have obtained and reviewed information regarding the expansion plan and the expected increase in capacities of the swine and chicken farms of the HOEL Group for each of the three years ending 31 December 2020, 2021 and 2022 and noted that the projected potential sales amounts of the feed-related CPP Supply Products of the Group to the HOEL Group is in line with the growth and expansion of the HOEL Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Food-related CPP Supply Products

As disclosed in 2016 Annual Report of the Company, the Group commenced trial production of its food business in 2015. According to the respective financial reports, the food-related business of the Group in the PRC had significantly increased by approximately 196.3%, 64.5% and 15.1% for the years ended 31 December 2017 and 2018 and the six months ended 30 June 2019 as compared to the same period in the previous year, respectively. The Group expects the food segment will continue to grow and hence increase the business cooperation of the Group and the HOEL Group as the HOEL Group is one of the Group's customer and distributor of the food-related products.

For the eight months ended 31 August 2019, the Group had supplied approximately 0.3 million tonnes food-related products to the HOEL Group. The Company expects that the potential demand of food-related products from the HOEL Group could reach up to 1.0 million tonnes, 1.2 million tonnes and 1.3 million tonnes for the year ending 31 December 2020, 2021 and 2022, respectively.

According to the International Monetary Fund (“IMF”), the real Gross Domestic Product of the PRC is expected to grow at a CAGR of 5.8% from 2018 to 2024. The economic development of the PRC results in rapid urbanisation of the country. According to the National Bureau of Statistics of China, the urbanisation rate of in the PRC has reached approximately 59.6% in 2018, which is close to the targeted urbanisation rate of approximately 60% by 2020 as stated in the National New-type Urbanisation Plan (2014-2020). The disposable income per capita of the PRC reached RMB28,228 in 2018 according the National Bureau of Statistics of China, representing 2.25 times of that in 2010, such growth rate exceeded the target to double the disposable income per capita by 2020 as stated in the Central Committee's Proposal for Formulating the 13th Five-Year Plan for National Economic and Social Development (2016-20). From the aforesaid economic growth in the PRC, the demand of annual meat consumption in the PRC is expected to further increase. According to a report published by Organization for Economic Cooperation and Development and the U.N.'s Food and Agriculture Organization, in 2026, an average Chinese citizen is expected to consume 55 kilograms of meat per year, representing an increase of 10% from 2017, with pork and poultry making up the majority of the demands. Such strong growth and demand is expected to benefit the business of the HOEL Group and hence increase the demand for products in the nature of CPP Supply Products.

Furthermore, based on a report from the National Bureau of Statistics of China, processed meat is taking up an increasing proportion of the meat production volume in the PRC from approximately 16.7% in 2014 to approximately 19.6% in 2018, reaching approximately 16.9 million tonnes. Such trend is expected to increase the demand for food-related products in the nature of CPP Supply Products from the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having considered the above, in particular the expansion plan of the HOEL Group and the market growth and demand for the CPP Supply Products, we are of the view that the projected potential sales volumes adopted by the Company in determining the annual caps for the 2019 Master HOEL Supply Agreement are fair and reasonable.

(ii) The expected increase in the average selling prices of the CPP Supply Products

We have reviewed and discussed with the management of the Company on the underlying basis and assumptions adopted in arriving the average selling prices in determining the annual caps. We understand from the management that the expected average selling prices of the CPP Supply Products were determined with reference to (i) the respective historical average selling prices of the CPP Supply Products, and (ii) an expected inflation rate of 2% to 4% per annum.

According to the forecast published by the IMF, the consumer prices in the PRC are expected to grow by 2.5% to 2.9% per annum from 2020 to 2022. Based on the information, we consider the Group's expected average selling prices of the CPP Supply Products, and the basis and assumptions in arriving the same, are fair and reasonable.

Our view

Based on the various factors described above and our review of the underlying calculations from the Company, we concur with the view of the management of the Company that the annual caps under the 2019 Master HOEL Supply Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. However, as the annual caps relate to future events and are based upon assumptions that may or may not remain valid for the whole period up to 31 December 2022, we express no opinion as to how closely the supply of the CPP Supply Products pursuant to the 2019 Master HOEL Supply Agreement shall correspond to the annual caps.

(b) Proposed annual caps contemplated under the 2019 Master HOEL Purchase Agreement

As stated in the Letter from the Board, the proposed annual caps under the 2019 Master HOEL Purchase Agreement for each of the three years ending 31 December 2022 have been determined based on:

- (i) the value of the historical purchases under the 2016 Master HOEL Purchase Agreement by the Group from the HOEL Group for each of the financial years ended 31 December 2017 and 31 December 2018 and the eight months ended 31 August 2019;
- (ii) the current prevailing market prices of the CPP Purchase Products and forecast price increments in the coming three years; and
- (iii) the overall increase in actual purchase of CPP Purchase Products from the HOEL Group under the 2016 Master HOEL Purchase Agreement in the period since 1 January 2017.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Our work done

In assessing the fairness and reasonableness of the annual caps under the 2019 Master HOEL Purchase Agreement, we have reviewed and discussed with management of the Company on the underlying calculation of the annual caps, including the basis and assumptions in arriving the same. From the review, we understand that the Company has projected the potential purchase of the CPP Purchase Products from the HOEL Group for the year ending 31 December 2019 with reference to (i) the actual purchase value from the HOEL Group for the eight months ended 31 August 2019, and (ii) the expected increase in demand for the Group's food-related products in the PRC and hence the increased production volume. The Company then further projected that the potential transaction values of the Group's purchases CPP Purchase Products from the HOEL Group for each of the three years ending 31 December 2020, 2021 and 2022 could amount to represent a growth rate reaching up to approximately 65%, 15% and 5% for each year as compared to the expected transaction values in the previous year, respectively. Set out below are our analysis on the major assumptions of the Company in projecting the potential transaction amounts of the CPP Purchase Products for the purpose of determining the proposed annual caps:

(i) The expected increase in demand for the CPP Purchase Products

We have discussed with the Company and understand that the projected growth in the potential transaction amounts of the CPP Purchase Products is mainly due to (i) the potential increase in demand for the feed-related products by the HOEL Group resulting from the expansion of its swine and chicken farms in the next three years, and (ii) the expected growth in the Group's food-related business.

Feed-related CPP Purchase Products

As set out in the basis of the analysis of the annual caps for the CPP Supply Products above, the business expansion plan of the HOEL Group is expected to lead to substantial increase of the demand for feed-related CPP Supply Products. Such increase will lead to the Group's demand for raw materials required for the production of feed-related CPP Supply Products, including mainly soybean meal and corn.

For the eight months ended 31 August 2019, the Group had purchased approximately US\$0.4 billion feed-related CPP Purchase Products from the HOEL Group. Taking into consideration the expansion plan of the HOEL Group, the Company expects that the expected demand of feed-related CPP Purchase Products to be purchased from the HOEL Group could reach up to US\$0.8 billion, US\$0.9 billion and US\$0.9 billion for the year ending 31 December 2020, 2021 and 2022, respectively. We have reviewed the procurement plan of the Group on feed-related raw materials and noted that the procurement plan of the Group reflect the expected increase in demand of the respective products.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Food-related CPP Purchase Products

As mentioned in the analysis of the annual caps for CPP Supply Products, the Group expected the food-related business in the PRC, which had only commenced in 2015, to continue to grow in the coming years. Such increase in production will drive the Group's demand for meat and other raw materials required for the production of food-related products from its suppliers, including the HOEL Group. Furthermore, as advised by the management of the Company, the new slaughtering facilities of the Group built in December 2017 and December 2018 are expected to increase in production in the coming years and hence driving the demand for livestock from suppliers such as, the HOEL Group. For the eight months ended 31 August 2019, the Group had purchased approximately US\$0.2 billion food-related products from the HOEL Group. The Company expects that the demand of food-related CPP Purchase Products from the HOEL Group could reach up to US\$1.1 billion, US\$1.3 billion and US\$1.3 billion for the year ending 31 December 2020, 2021 and 2022, respectively.

We have obtained and reviewed the procurement plan of the Group on raw materials for the production of food-related products, including livestock and meats. We noted that food-related CPP Purchase Products mainly comprised live hogs, which the Company expects could reach up to approximately 1.4 million, 1.6 million and 1.7 million heads, representing approximately between 74% to 76% of the annual cap for food-related CPP Purchase Products, for each of the three years ending 31 December 2020, 2021 and 2022.

Having considered the above, in particular the expected growth of the food-related business of the Group and the increase in production of the new slaughtering facilities of the Group built in 2017 and 2018, we are of the view that the projected purchase volumes adopted by the Company in determining the annual caps for the 2019 Master HOEL Purchase Agreement are fair and reasonable.

(iii) The expected increase in the average selling prices of the CPP Purchase Products

We have reviewed and discussed with the management of the Company on the underlying basis and assumptions adopted in arriving the average purchase prices in determining the annual caps. We understand from the management that the feed-related CPP Purchase Products mainly comprised soybean meal and corn and the food-related CPP Purchase Products mainly comprised hogs.

The Company assumes that the average unit price of soybean meal and corn to remain relatively stable in the three year period ending 31 December 2022. This is consistent with their price levels in recent years. According to the Ministry of Agriculture of the PRC, the price for soybean meal and corn in the PRC remained relatively stable at approximately RMB3.3 to RMB3.4 per kg and approximately RMB2.0 to RMB2.1 per kg respectively since the end of 2017 to early October 2019. Based on the information, we consider the expected average prices of corn and soybean meal assumed by the Company are reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For food-related CPP Purchase Products, the Company assumes that the average prices for hogs, which represent the majority of CPP Purchase Products expected to be purchased from the HOEL Group, will remain relatively stable at a level close to the average price for the past three months for the three years ending 31 December 2022. The figures released by the National Bureau of Statistics of China show that the price of live pigs has fluctuated in recent years and has lately reached a historical high due to tight supplies caused by African swine fever. Furthermore, market participants expect further increase in price due to the drastic decrease in supply. Taking into account the uncertainty in the influence of the disease on hog prices and the timing for containing the spread of the disease, we consider the Group's assumption for hog prices used in determining the annual caps reasonable.

Our view

Based on the various factors described above and our review of the underlying calculations from the Company, we concur with the view of the management of the Company that the annual caps under the 2019 Master HOEL Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. However, as the annual caps relate to future events and are based upon assumptions that may or may not remain valid for the whole period up to 31 December 2022, we express no opinion as to how closely the purchase of the CPP Purchase Products pursuant to the 2019 Master HOEL Purchase Agreement shall correspond to the annual caps.

D. Requirements by the Listing Rules regarding the Continuing Connected Transactions

Pursuant to Rules 14A.55 to 14A.59 of the Listing Rules, the Continuing Connected Transactions are subject to the following annual review requirements:

- (a) each year the independent non-executive Directors must review the Continuing Connected Transactions and confirm in the annual report and accounts that they have been entered into:
- in the ordinary and usual course of business of the Group;
 - on normal commercial terms or better; and
 - according to the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (b) each year the auditors of the Company must report on the Continuing Connected Transactions and provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that that the Continuing Connected Transactions:
- has not been approved by the Board;
 - were not, in all material respects, in accordance with the pricing policies of the Group if the Continuing Connected Transactions involve the provision of goods or services by the Group;
 - were not entered into, in all material respects, in accordance with the terms of the relevant agreement(s) governing the Continuing Connected Transactions; and
 - have exceeded the annual caps;
- (c) the Company must allow, and ensure that the relevant counterparties to the Continuing Connected Transactions allow, the Company's auditors sufficient access to their records for the purpose of reporting on the Continuing Connected Transactions; and
- (d) the Company must promptly notify the Stock Exchange and publish an announcement in accordance with the Listing Rules if the independent non-executive Directors and/or the auditors of the Company cannot confirm the matters set out in paragraphs (a) and/or (b) above, respectively.

In light of the reporting requirements relating to the Continuing Connected Transactions, in particular, (i) the restriction of transaction value by way of the annual caps; and (ii) the ongoing review by the independent non-executive Directors and the auditors of the Company on the terms of the Continuing Connected Transactions and the annual caps not being exceeded, we are of the view that appropriate measures will be in place to govern the conduct of the Continuing Connected Transactions and safeguard the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having considered the aforesaid principal factors and reasons referred to above, we are of the opinion that the 2019 Master HOEL Agreements (including the proposed annual caps and the basis for arriving at the same) and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and the terms thereof as well as the respective annual caps are fair and reasonable.

Accordingly, we advise the Independent Shareholders and the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the terms of and the annual caps in relation to the transactions contemplated under the 2019 Master HOEL Agreements.

Yours faithfully,
For and on behalf of
Ballas Capital Limited

Heidi Cheng **Cathy Leung**
Managing Director *Director*

Note: Ms. Heidi Cheng of Ballas Capital Limited has been a responsible officer of Type 6 (advising on corporate finance) regulated activities since 2003, and Ms. Cathy Leung of Ballas Capital Limited has been a licensed representative of Type 6 (advising on corporate finance) regulated activities since 2009.

Mr. Narong Chearavanont (“**Mr. Chearavanont**”), aged 54, was appointed to the Board as an executive director on 1 June 2019. Mr. Chearavanont had previously been an executive director of the Company from 2005 until his resignation from the Board in 2010. He obtained a Bachelor of Science degree in Business Administration from New York University, USA, a Certificate of Advance Management Program in Transforming Proven Leaders into Global Executives from Harvard Business School, Harvard University, USA and an Honorary Doctorate degree of Business Administration from Ramkhamhaeng University, Thailand. He also completed the Systematic Innovation of Products, Processes, and Services programme at Massachusetts Institute of Technology Sloan School of Management. Mr. Chearavanont has extensive experience in retail, telecommunication, agri-food and other industries. He is a director of True Corporation Public Company Limited, CP ALL Public Company Limited and Siam Makro Public Company Limited (each a company listed on the Stock Exchange of Thailand). He is also an executive director of C.P. Lotus Corporation, which was listed on the Main Board of the Stock Exchange until its withdrawal from listing effective on 29 October 2019.

Mr. Chearavanont is the brother of Mr. Soopakij Chearavanont, Chairman and an executive director of the Company and Mr. Suphachai Chearavanont, Vice Chairman and an executive director of the Company and he is also a cousin of Mr. Meth Jiaravanont, a non-executive director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and did not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Chearavanont had not held any other positions with the Company or its subsidiaries, did not have any major appointments and professional qualifications, 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 has been appointed as an executive director of the Company pursuant to a letter of appointment but there is no service contract entered into between the Company and Mr. Chearavanont and he will not receive any director’s fee with respect to his appointment as an executive director of the Company. Mr. Chearavanont has not been appointed for a specific term but is subject to retirement by rotation and re-election at general meetings in accordance with the bye-laws of the company.

Save as disclosed above, there is no other information relating to Mr. Chearavanont that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of his re-election.

1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2 DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he is taken or deemed to have under such provisions of the SFO), recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

(a) Directors' interests in shares of the Company

Name of Director	Capacity	Number of ordinary shares held <i>(Note)</i>	Approximate percentage of the issued ordinary share capital of the Company
Mr. Meth Jiaravanont	Beneficial owner	21,000,000 (L)	0.09%

Note: The letter "L" denotes a long position.

(b) Directors' interests in shares of associated corporation of the Company

Chia Tai Enterprises International Limited

Name of Director	Capacity	Number of shares held (Note)	Approximate percentage of the issued share capital of the associated corporation
Mr. Meth Jiaravanont	Beneficial owner	210,000 (L)	0.09%

Note: The letter "L" denotes a long position.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest or short position in Shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he is taken or deemed to have under such provisions of the SFO), recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

As at the Latest Practicable Date, save for the fact that each of Mr. Soopakij Chearavanont, Mr. Suphachai Chearavanont, Mr. Sooksunt Jiumjaiswanglerg and Mrs. Arunee Watcharananan was a director or employee of CPG, each of Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Sooksunt Jiumjaiswanglerg, Mrs. Arunee Watcharananan, Mr. Vinai Vittavasgarnevej and Mrs. Vatchari Vimooktayon was a director or employee of CPF and Mr. Yoichi Ikezoe was a director or employee of ITOCHU Corporation, none of the Directors was a director or employee of a company which had an interest or short position in the Shares or underlying Shares in the Company which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 or Part XV of the SFO.

3 COMPETING INTERESTS

As at the Latest Practicable Date, Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Bai Shanlin and Mr. Yu Jianping were directors (but not substantial shareholders) of CPG and/or a number of its subsidiaries which are engaged in businesses including farming and food products business in the PRC (the "Excluded Companies"). Accordingly, these Directors have disclosed their interest in businesses which may compete or are likely to compete, either directly or indirectly, with the farming and food products business of the Group in the PRC, pursuant to Rule 8.10 of the Listing Rules. As the Board functions independently from the boards of the Excluded Companies, the Directors believe that the Group is capable of carrying on its farming and food products business in the PRC independently of the farming and food products business carried on by the Excluded Companies.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or his/her close associates had interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group which falls to be disclosed under the Listing Rules.

4 SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into any service contracts with the Company or any other member of the Group, save for those expiring or determinable by the relevant employer within one year without payment of compensation (other than statutory compensation).

5 MATERIAL ADVERSE CHANGE

The Directors confirm that there has not been any material adverse change in the financial or trading positions of the Group since 31 December 2018 (the date to which the latest published audited consolidated accounts of the Group were made up).

6 INTERESTS IN ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors or the expert referred to in paragraph 7 “Qualification and Consent of Expert” below has any direct or indirect interest in any assets of material importance to the Company which have been acquired or disposed of by or leased to or which are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2018, the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors is materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group taken as a whole.

7 QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given its opinion or advice for the inclusion in this circular:

Name	Qualification	Nature of opinion or advice	Date of opinion
Ballas Capital	a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO	Letter to the Independent Board Committee and the Independent Shareholders	2 December 2019

Ballas Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which it appears.

As at the Latest Practicable Date, Ballas Capital did not have any shareholding in the Company or any other member of the Group or the right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in the Company or any other member of the Group.

8 MISCELLANEOUS

- (a) The Company's registered office is at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and its principal place of business is at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (b) The Hong Kong branch share registrar of the Company is Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The secretary of the Company is Ms. Wong Pui Shan. She is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.
- (d) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong up to and including 18 December 2019:

- (a) the letter from the Independent Board Committee, the text of which is set out on pages 15 to 16 of this circular;
- (b) the letter from Ballas Capital, the text of which is set out on pages 17 to 31 of this circular;
- (c) the written consent from Ballas Capital referred to in the paragraph headed "Qualification and Consent of Expert" in this appendix;
- (d) the 2016 Master HOEL Supply Agreement;
- (e) the 2016 Master HOEL Purchase Agreement;
- (f) the 2019 Master HOEL Supply Agreement;
- (g) the 2019 Master HOEL Purchase Agreement; and
- (h) this circular.

NOTICE OF SPECIAL GENERAL MEETING



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE IS HEREBY GIVEN that a special 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 18 December 2019 at 11:00 a.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

(1) “**THAT:**

- (i) the 2019 Master HOEL Supply Agreement (as defined in the circular of the Company dated 2 December 2019 (the “**Circular**”) and a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and HOEL (as defined in the Circular) in relation to the supply and sell of the CPP Supply Products (as defined in the Circular) to the HOEL Group in accordance with the terms and conditions of the 2019 Master HOEL Supply Agreement, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the 2019 Master HOEL Supply Agreement for the years ending 31 December 2020, 2021 and 2022 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2019 Master HOEL Supply Agreement.”

(2) “**THAT:**

- (i) the 2019 Master HOEL Purchase Agreement (as defined in the Circular) and a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and HOEL (as defined in the Circular) in relation to purchase from the HOEL Group of the CPP Purchase Products (as defined in the Circular) as the Group may require in the production of feed-related, farm-related and food-related products in accordance with the terms and conditions of the 2019 Master HOEL Purchase Agreement, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the 2019 Master HOEL Purchase Agreement for the years ending 31 December 2020, 2021 and 2022 as set out in more details in the Circular, be and are hereby approved; and

NOTICE OF SPECIAL GENERAL MEETING

- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2019 Master HOEL Purchase Agreement.”
- (3) To re-elect Mr. Narong Chearavanont as an executive director of the Company.

By order of the Board
Wong Pui Shan
Company Secretary

Hong Kong, 2 December 2019

As at the date of this notice, 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 five independent non-executive directors, namely, Mr. Ma Andrew Chiu Cheung, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasarnvej and Mrs. Vatchari Vimooktayon.

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A proxy form for use at the SGM is being dispatched 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 authorized to sign the same.
3. Any shareholder entitled to attend and vote at the SGM 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. To ascertain shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from 13 December 2019 to 18 December 2019, 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 SGM, 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 December 2019.
5. 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 Registrar in Hong Kong at 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 SGM (i.e. not later than 11:00 a.m. on 16 December 2019) or any adjournment thereof (as the case may be).
6. Completion and deposit of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or any adjourned meeting and in such event, the proxy form will be deemed to be revoked.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, 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.
8. The votes to be taken at the SGM will be by way of a poll.