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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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 Wednesday, 15 December 2021 at 10:30 a.m. (Hong Kong time) (or as soon as the Court Meeting (as defined in the Scheme Document (as defined below) shall have concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document dated 23 November 2021 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date (as defined in the Scheme Document), the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares, be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “**THAT**, (i) subject to and contemporaneously with the cancellation of the Scheme Shares (as defined in the Scheme Document), the issued share capital of the Company shall be maintained by the allotment and issue to the Offeror of such number of new Shares of the Company, credited as fully paid, as is equal to the number of the Scheme Shares cancelled; (ii) the Company shall apply the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par the new Shares; and (iii) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (a) the making of an application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the shares of the Company from the Stock Exchange, subject to the Scheme taking effect; (b) any reduction of the issued share capital of the Company; (c) the allotment and issuance of the new Shares to the Offeror referred to above; and (d) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme which the Supreme Court of Bermuda may see fit to impose, be and are hereby approved.”

3. “**THAT**, the Rollover Arrangement (as defined in the Scheme Document), which constitutes a special deal under Rule 25 of the Takeovers Code, be and is hereby approved.”

By Order of the Board
C. P. POKPHAND CO. LTD.
Arunee Watcharananan
Director

Hong Kong, 23 November 2021

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Office in Hong Kong:
21st Floor, Far East Finance Centre
16 Harcourt Road, Hong Kong

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. Any Shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the SGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. In the case of joint registered holders of any Share(s), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
4. A **WHITE** form of proxy for use at the SGM is enclosed with the composite scheme document. The completion and return of the **WHITE** form of proxy will not preclude a Shareholder from attending and voting in person at the SGM, or any adjournment thereof, if he/she so wishes and in such event, the **WHITE** form of proxy previously submitted will be revoked by operation of law.
5. The **WHITE** form of proxy for use at the SGM, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than 10:30 a.m. (Hong Kong time) on Monday, 13 December 2021 and, in default, the form of proxy shall not be treated as valid.
6. For the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the SGM, all transfers 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 before 4:30 p.m. on Thursday, 9 December 2021. A subsequent purchaser of Shares will need to obtain a proxy form from the transferor if he or she wishes to attend or vote at the SGM.
7. In line with the prevailing practices and guidelines on the prevention of COVID-19, the Company may, depending on the development with regard to COVID-19, implement additional precautionary measures at the SGM which may include without limitation:
 - (a) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the SGM;
 - (b) there will be compulsory body temperature screening for all persons before entering the venue of the SGM;

- (c) attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the SGM; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the venue of the SGM or be required to promptly leave the venue of the SGM;
 - (d) no refreshments will be provided to attendees; and
 - (e) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the SGM as may be necessary to avoid over-crowding.
8. If any participant declines to comply with any of the abovementioned measures, the Company reserves the right to deny such person to enter into the venue or to request him/her to leave the venue. Any person who has been denied entry into the SGM venue will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.
9. The Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the SGM as their proxy to vote on the relevant resolution(s) instead of attending the SGM in person by completing and returning the **WHITE** form of proxy enclosed with the composite scheme document.
10. The Company shall follow the latest directions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and implement further precautionary measures as and when necessary.
11. If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by typhoons is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 8:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and venue of the rescheduled SGM.

As at the date of this notice, the Directors are Mr. Soopakij Chearavanont (Chairman and executive Director), Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Narong Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mrs. Arunee Watcharananan and Mr. Yu Jianping (each an executive Director), and Mr. Meth Jiaravanont and Mr. Yoichi Ikezoe (each a non-executive Director), and Mr. Vinai Vittavasgarnvej, Mrs. Vatchari Vimooktayon, Mr. Cheng Yuk Wo, Professor Dr. Pongsak Angkasith and General Udomdej Sitabutr (each an independent non-executive Director).