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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PRICE SENSITIVE INFORMATION AND RESUMPTION OF TRADING

This announcement is made pursuant to rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange.

PROPOSED TRANSFER OF SHARES IN THE COMPANY

The Company has been informed that its controlling shareholder, OSIL, and other related shareholders, Worth Access and CPIH, have entered into certain conditional agreements with CPF and a wholly-owned subsidiary of CPF for the transfer of an aggregate of up to 12,231,155,784 Ordinary Shares and up to 6,561,618,369 CPS (including 3,300,540,621 CPS which remain to be issued to OSIL upon full repayment of certain balances owed by OSIL and/or its affiliates to the Company and/or its subsidiaries) at HK\$0.90 per Ordinary Share or CPS (as the case may be), and that such proposed transactions are expected to complete by mid-March 2012.

As at the date of this announcement, the issued share capital of the Company comprises 16,987,835,710 Ordinary Shares and 4,396,994,415 CPS in aggregate. Under the 2009 Acquisition Agreement, an aggregate of 3,300,540,621 CPS remain to be issued to OSIL upon full repayment of certain balances owed by OSIL and/or its affiliates to the Company and/or its subsidiaries.

The Transfer Shares represent, on a fully-diluted basis, up to approximately 74.18% of the Company's total issued share capital on a fully-diluted basis, assuming full issuance of the additional 3,300,540,621 CPS to be issued to OSIL under the 2009 Acquisition Agreement and full exercise of all of the 647,544,234 outstanding share options granted under the Company's share option scheme.

The Board understands that OSIL and Worth Access are indirect subsidiaries of Charoen Pokphand Group Company Limited, which is a major shareholder of CPF. The Board also understands that CPF and its wholly owned subsidiary have obtained a waiver from the Securities and Futures Commission of Hong Kong from making a mandatory general offer for the shares in the Company in connection with the proposed transactions described above.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Ordinary Shares of the Company on the Stock Exchange was suspended with effect from 9:00 a.m. on 25 November 2011 pending the publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Ordinary Shares of the Company with effect from 9:00 a.m. on 28 November 2011.

Shareholders and potential investors should note that, whilst CPF has earlier today issued a public announcement in Thailand in regard to the proposed transactions described above, the Board understands that all agreements entered into in connection with the proposed transactions include a number of conditions precedent. Accordingly, the above transactions may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Ordinary Shares.

DEFINITIONS

“2009 Acquisition Agreement”	an acquisition agreement dated 11 December 2009 entered into between OSIL and the Company, further details of which are set out in the announcement and circular of the Company dated 11 December 2009 and 31 December 2009, respectively
“Board”	the board of directors of the Company
“Company”	C.P. Pokphand Co. Ltd.
“Chearavanont Shareholders”	four members of the Chearavanont family, namely, Mr. Jaran Chiaravanont, Mr. Montri Jiaravanont, Mr. Sumet Jiaravanon and Mr. Dhanin Chearavanont
“CPF”	Charoen Pokphand Foods Public Company Limited, a company organised and existing under the laws of the Kingdom of Thailand and listed on the Stock Exchange of Thailand
“CPIH”	CPI Holding Company Limited, a company incorporated in the British Virgin Islands and wholly-owned by a company which is indirectly held as to 51.31% of its issued share capital by the Chearavanont Shareholders
“CPS”	convertible preference shares of US\$0.01 each in the issued share capital of the Company, each of which is convertible into one Ordinary Share (subject to adjustment)
“Ordinary Shares”	ordinary shares of US\$0.01 each in the issued share capital of the Company
“OSIL”	Orient Success International Limited, a company incorporated in the British Virgin Islands and wholly-owned by a company which is indirectly held as to 51.31% of its issued share capital by the Chearavanont Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer Shares”	an aggregate of up to 12,231,155,784 Ordinary Shares and up to 6,561,618,369 CPS proposed to be transferred by OSIL, CPIH and Worth Access
“Worth Access”	Worth Access Trading Limited, a company incorporated in the British Virgin Islands and wholly-owned by a company which is indirectly held as to 51.31% of its issued share capital by the Chearavanont Shareholders.

By Order of the Board
Robert Ping-Hsien Ho
Director

Hong Kong, 25 November 2011

As at the date of this announcement, the Board comprises nine executive directors, namely, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Bai Shanlin, Mr. Suphachai Chearavanont, Mr. Robert Ping-Hsien Ho and Mr. Sooksunt Jiumjaiswanglerg, two non-executive directors, namely Mr. Meth Jiaravanont and Mr. Patrick Thomas Siewert (Mr. Poon Yee Man Alwin as alternate director), and three independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.