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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE BIOCHEMICAL AND INDUSTRIAL BUSINESSES ON THE MAIN BOARD OF THE STOCK EXCHANGE

PRELIMINARY DISCUSSIONS WITH AN INDEPENDENT THIRD PARTY ABOUT A POSSIBLE MINORITY INVESTMENT IN THE COMPANY'S SHARES

The Board has noted the increases in the price and trading volume of the shares of the Company on 30 June 2014 and wishes to announce that, save and except for the two matters mentioned below, the Board is not aware of any other reasons for such increases.

The Board wishes to inform Shareholders and potential investors in the Company that the Board is considering the feasibility of the Proposed Spin-off and the Separate Listing of its biochemical business and interests in the industrial business on the Main Board of the Stock Exchange.

The Proposed Spin-off is subject to, among other things, the approval of the Stock Exchange and the final decision of the Board. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or, if it does, when it will take place.

The Board also wishes to inform Shareholders and potential investors in the Company that the Company together with its controlling shareholder have had preliminary discussions with an independent third party in connection with its possible minority investment in shares of the Company. **Discussions are at a preliminary stage and the independent third party's possible minority investment may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing or investing in the securities of the Company.**

The board of directors (the “**Board**”) of C.P. Pokphand Co. Ltd. (the “**Company**”) has noted the increases in the price and trading volume of the shares of the Company on 30 June 2014 and wishes to announce that, save and except for the two matters described below, the Board is not aware of any other reasons for such increases.

1. Proposed Spin-off and Separate Listing of the Biochemical Business and Interests in Industrial Business on the Main Board of the Stock Exchange

The Board wishes to inform the holders of the shares of the Company (the “**Shareholders**”) and potential investors in the Company that the Board is considering the feasibility of a proposed spin-off (the “**Proposed Spin-off**”) and the separate listing (the “**Separate Listing**”) of its biochemical business and interests in industrial business on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Proposed Spin-off may or may not amount to information which is required to be announced to avoid a false market in the Company’s securities pursuant to Rule 13.09(1) of the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or which is required to be disclosed pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (the “**SFO**”). The Proposed Spin-off, if it proceeds, also may or may not constitute a notifiable transaction under Chapter 14 of the Listing Rules. The Company will make further announcement(s) in relation to the Proposed Spin-off in accordance with the requirements of the Listing Rules and/or Part XIVA of the SFO as and when appropriate.

The Proposed Spin-off is at a preliminary stage. No application for the Separate Listing has been made to the Stock Exchange. The implementation of the Proposed Spin-off is subject to various conditions and factors, including the approval of the Stock Exchange, the final decision of the Board, market conditions, and the Board’s considerations in relation to the benefits which could be brought to the Company and its shareholders as a whole. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or, if it does, when it will take place.

2. Preliminary Discussions with an Independent Third Party about a Possible Minority Investment in the Company’s Shares

The Board also wishes to inform Shareholders and potential investors in the Company that the Company together with its controlling shareholder, Charoen Pokphand Foods Public Company Limited, a company listed on the Stock Exchange of Thailand, which as at 30 June 2014 was beneficially interested in a number of ordinary shares of the Company representing approximately 70.9% of the total number of ordinary shares of the Company in issue, have had preliminary discussions with an independent third party in connection with a possible minority investment by the independent third party in shares of the Company (the “**Possible Minority Investment**”). **Discussions are at a preliminary stage and the independent third party’s Possible Minority Investment may or may not proceed.**

The Company will make further announcement(s) in relation to the Possible Minority Investment in accordance with the requirement of the Listing Rules and/or the SFO.

Shareholders and potential investors of the Company should exercise caution when dealing or investing in the securities of the Company.

This announcement is made by the order of the Board. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

By Order of the Board
Arunee Watcharananan
Director

Hong Kong, 30 June 2014

As at the date of this announcement, the Board comprises nine executive directors, namely, Mr. Dhanin Chearavanont, Mr. Adirek Sripratak, Mr. Thanakorn Seriburi, Mr. Soopakij Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mr. Anan Athigapanich, Mr. Suphachai Chearavanont and Mrs. Arunee Watcharananan; one non-executive director, namely, Mr. Meth Jiaravanont; and five independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres, Mr. Sakda Thanitcul, Mr. Vinai Vittavasgarnvej and Mrs. Vatchari Vimooktayon.