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

*(Incorporated in Bermuda with limited liability)*

*(Stock Code: 43)*

## **NOTICE OF BOARD MEETING**

Reference is made to the announcements of the Company dated 30 June 2014, 17 October 2014, 31 October 2014 and 12 November 2014 in relation to the Proposed Spin-off and separate Listing of CTEI on the Main Board of the Stock Exchange, the circular of the Company dated 14 November 2014 (the “**Circular**”) incorporating the notice of special general meeting convened to be held on 1 December 2014, the announcements of the Company dated 28 November and 1 December 2014 in relation to the adjournment of the Original SGM and the announcement of the Company dated 26 February 2015 setting out, among other things, the New Spin-Off Proposal (the “**Announcement**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as defined in the Announcement and Circular, as applicable.

As set out in the Announcement, the Company proposes to proceed with the New Spin-Off Proposal. A meeting of the Board will be convened on 18 March 2015 for the purpose of, among other matters, considering the declaration of the Special Dividend to be satisfied by way of the Modified Distribution described in the Announcement.

Subject to the approval of the declaration of the Special Dividend by the Board, the Company will seek the Written Consent and convene the Class Meeting and the New SGM, and will for such purpose despatch to CPP Shareholders a circular with, amongst other things, further details of the Modified Distribution and the New Spin-off Proposal together with notices of the Class Meeting and the New SGM as soon as practicable.

**The New Spin-off Proposal and Listing are subject to the final decisions of the Board and of the board of directors of CTEI, the sanction of CPP Ordinary Shareholders to be obtained at the Class Meeting and of CPP Preference Shareholder(s) by the Written Consent and to the approval of CPP Ordinary Shareholders to be obtained at the New SGM of the amendment of the Bye-laws, the declaration of the Special Dividend and the Modified Distribution. Accordingly, CPP Shareholders and potential investors in the Company should be aware that there is no assurance that the New Spin-off Proposal and Listing will take place or, if they do, when they will take place. If the New Spin-off Proposal and Listing do not proceed for any reason, the Modified Distribution will not be made. CPP Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.**

By Order of the Board  
**Arunee Watcharananan**  
*Director*

Hong Kong, 6 March 2015

*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.*