



# C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

## RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 21ST APRIL, 2005

### CONTINUING CONNECTED TRANSACTIONS

The Directors are pleased to announce that all the resolutions approving the Continuing Connected Transactions and the related caps were duly passed by way of poll by the Independent Shareholders at the Special General Meeting held on 21st April, 2005.

Reference is made to the circular of C.P. Pokphand Co. Ltd. (the "Company") dated 29th March, 2005 (the "Circular") regarding the Continuing Connected Transactions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Directors are pleased to announce that all the resolutions approving the Continuing Connected Transactions and the related caps were duly passed by way of poll by the Independent Shareholders at the Special General Meeting. The Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer of the vote-taking at the Special General Meeting.

Details of the poll results in respect of the resolutions proposed at the Special General Meeting were as follows:

Resolutions proposed at the Special General Meeting	FOR	AGAINST	Total number of votes
	Votes (%)	Votes (%)	
Resolution no. 1 to approve the Ningbo Oil Edible Oil Supply (1) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 2 to approve the Ningbo Oil Edible Oil Supply (2) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 3 to approve the Qingdao Chia Tai Chicken and Processed Meat Supply (1) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 4 to approve the Qingdao Chia Tai Chicken and Processed Meat Supply (2) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 5 to approve the Qingdao Chia Tai Chicken and Processed Meat Supply (3) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 6 to approve the Xianghe Chia Tai Duck and Processed Meat Supply (1) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 7 to approve the Xianghe Chia Tai Duck and Processed Meat Supply (2) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 8 to approve the Shaanxi Chia Tai Eggs, Chicken and Processed Meat Supply (1) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 9 to approve the Shaanxi Chia Tai Eggs, Chicken and Processed Meat Supply (2) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 10 to approve the Shanghai Lotus Edible Oil Purchase Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 11 to approve the Shanghai Lotus Chicken and Processed Meat Purchase (1) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 12 to approve the Shanghai Lotus Chicken and Processed Meat Purchase (2) Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872
Resolution no. 13 to approve the Shanghai Lotus Duck and Processed Meat Purchase Agreement and the related caps	153,008,872 (74.02%)	53,710,000 (25.98%)	206,718,872

As at the date of the Special General Meeting, the number of issued shares of the Company was 2,158,480,786 Shares. As referred to in the Circular, the Chearavanont Shareholders and their respective associates (including CPI Holding Co., Ltd.) who were interested in a total of 1,067,506,584 Shares, representing approximately 49.46 % of the issued share capital of the Company, were required to abstain from voting on all resolutions proposed at the Special General Meeting and have abstained from voting on such resolutions at the Special General Meeting. As a result, only the Independent Shareholders holding a total of 1,090,974,202 Shares were entitled to attend and vote for or against the resolutions proposed at the Special General Meeting. They were no Shares entitling the holders to attend and vote only against the resolutions at the Special General Meeting.

As at the date of this announcement, the Directors comprise nine executive Directors, namely Mr Jaran Chiaravanont, Mr Montri Jiaravanont, Mr Dhanin Chearavanont, Mr Sumet Jiaravanon, Mr Prasert Poongkumarn, Mr Min Tieworn, Mr Thirayut Phitya-Isarakul, Mr Thanakorn Seriburi and Mr Veeravat Kanchanadol, and two independent non-executive Directors, namely Mr Budiman Elkana and Mr Cheung Koon Yuet, Peter.

By Order of the Board  
**Dhanin Chearavanont**  
*Chairman and Chief Executive Officer*

Hong Kong, 21st April, 2005

Please also refer to the published version of this announcement in The Standard.