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## 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

- (1) PROPOSED CAPITAL REORGANISATION,
- (2) CONNECTED TRANSACTION AND SPECIAL MANDATE:  
PROPOSED ISSUE OF THE SUBSCRIPTION SHARES  
(WITH WARRANTS) OF C.P. POKPHAND CO. LTD.,
- (3) APPLICATION FOR THE GRANTING OF THE WHITEWASH WAIVER,
- (4) AMENDMENTS TO THE BYE-LAWS AND
- (5) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Board is pleased to announce that all the resolutions approving the Capital Reorganisation, the Subscription Agreement, the Whitewash Waiver, the amendments to the Bye-laws, the Share Issue Mandate and the Repurchase Mandate were duly passed at the Special General Meeting held on 21st April, 2005.

Reference is made to the circular of the Company dated 29th March, 2005 (the "Circular") in relation to, among other things, the Capital Reorganisation, the Subscription Agreement, the Whitewash Waiver, the amendments to the Bye-laws, the Share Issue Mandate and the Repurchase Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

The Board is pleased to announce that all the resolutions approving the Capital Reorganisation, the Subscription Agreement, the Whitewash Waiver, the amendments to the Bye-laws, the Share Issue Mandate and the Repurchase Mandate were duly passed by way of poll by the Shareholders or the Independent Shareholders (as the case may be) 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:

	SPECIAL RESOLUTION	For	Against	Total number of votes
		Votes (%)	Votes (%)	
1.	To approve the Capital Reorganisation and the relevant amendments to the Bye-laws of the Company	1,133,337,606 (95.47%)	53,720,000 (4.53%)	1,187,057,606
	<b>ORDINARY RESOLUTIONS</b>			
2.	To approve the subscription agreement between the Company and Worth Access Trading Limited, the allotment and issue of the subscription shares and the warrants pursuant to the said subscription agreement and the transactions contemplated thereunder	66,674,772 (55.38%)	53,720,000 (44.62%)	120,394,772
3.	To approve the Whitewash Waiver	66,674,772 (55.38%)	53,720,000 (44.62%)	120,394,772
4.	To grant the Share Issue Mandate	66,674,772 (55.38%)	53,720,000 (44.62%)	120,394,772
5.	To grant the Repurchase Mandate	1,133,337,606 (95.47%)	53,720,000 (4.53%)	1,187,057,606

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, CPI (including parties acting in concert with it) and their respective associates and those who are interested in or involved in the Subscription 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 resolutions nos. 2, 3 and 4 at the Special General Meeting and 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 nos. 2, 3 and 4 at the Special General Meeting. 8 Independent Shareholders holding in aggregate 120,394,772 Shares attended and voted at the Special General Meeting in person or by proxy. All the Shareholders holding a total of 2,158,480,786 Shares were entitled to attend and vote for or against the resolutions nos. 1 and 5 at the Special General Meeting. There were no Shares entitling the holders to attend and vote only against the resolutions at the Special General Meeting.

Following completion of the Subscription, the shareholding interest of Worth Access together with the parties acting in concert with it (including CPI) in the Company will be 1,798,756,584 Shares, representing 62.25% of the issued share capital of the Company immediately after completion of the Subscription (assuming no issue or repurchase of shares in the interim).

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 Kanchanadul, 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

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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