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

*(Incorporated in Bermuda with limited liability)  
(Stock Code: 43)*

## **ADJOURNMENT OF SPECIAL GENERAL MEETING TO BE HELD ON 1 DECEMBER 2014**

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 and the circular of the Company (the “**Circular**”) and the notice of SGM dated 14 November 2014. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Company received earlier today a letter dated 27 November 2014 from ITOCHU Corporation, a major Shareholder of the Company beneficially interested in 25% of the Ordinary Shares in issue as at the date of this announcement, requesting the Company to consider adjourning the SGM convened to be held at 9:30 am on 1 December 2014, as it is still considering the possible impact the Proposed Spin-off and Listing may have on its investment in the Company and/or its financial position.

Having considered the advantage of having a broad base of support from Shareholders for the proposed Distribution and that Shareholders should arrive at their decision as to how they will cast their votes on the resolution to be proposed at the SGM to approve the proposed Distribution after due and careful consideration and a proper evaluation of the implications to them of the proposed Distribution, the Board proposes to adjourn the SGM to a later date.

Accordingly, at the beginning of the SGM, the chairman of the SGM will propose a resolution to adjourn the SGM. To the best knowledge of the Directors, none of the Shareholders is required to abstain from voting on the proposed adjournment resolution. If the Shareholders (or their duly appointed proxies) present at the SGM approve to adjourn the SGM, the SGM will be adjourned to such time and place as may be determined by the Board, but no business shall be transacted at any adjourned meeting except the business which might lawfully have been transacted at the SGM from which the adjournment took place. Following such adjournment, the Board will proactively communicate with ITOCHU Corporation and, if appropriate, other shareholders with a view to facilitating an adjourned SGM to be held as soon as possible. The Board will seek to determine the date of the adjourned SGM as soon as possible and expects to be announcing such date by the end of February 2015.

**As at the date of this announcement, the listing application is being reviewed by the Stock Exchange and is subject to final approval by the Stock Exchange. The Proposed Spin-off and Listing are subject to the final decisions of the Board and of the board of directors of CTEI, the approval from the Ordinary Shareholders for the Distribution at the adjourned SGM and the Listing Approval being obtained. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or, if they do, when they will take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Special Dividend will not take effect,**

**and the proposed Distribution will not be made. 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, 28 November 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.*