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C.P. POKPHAND CO. LTD.

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

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 17 June 2016, the Company entered into the Facility Agreement with the Lenders. Pursuant to the Facility Agreement, it would be an event of default if CPF and its subsidiaries cease to own the largest percentage of the legal and beneficial interest in the total issued ordinary share capital of the Company and cease to have control over the Company.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

On 17 June 2016, C.P. POKPHAND CO. LTD. (the “Company”) entered into a 5-year syndicated term loan facility agreement with COÖPERATIEVE RABOBANK U.A., HONG KONG BRANCH and KASIKORNBANK PUBLIC COMPANY LIMITED as mandated lead arrangers, other lenders (the “Lenders”) and KASIKORNBANK PUBLIC COMPANY LIMITED as agent, relating to a facility amount of US\$600 million (the “Facility”) made available to the Company by the Lenders (the “Facility Agreement”). The Facility will be used for repaying all amounts owing by the Company under the US\$410 million term loan facility agreement dated 19 December 2012 and financing the working capital and/or general corporate requirements of the Company and its subsidiaries.

Pursuant to the Facility Agreement, it would be an event of default if Charoen Pokphand Foods Public Company Limited (“CPF”) and its subsidiaries cease to own the largest percentage of the legal and beneficial interest in the total issued ordinary share capital of the Company and cease to have control over the Company. As at the date of this announcement, CPF and its subsidiaries are interested in approximately 47.8% of the total issued ordinary share capital of the Company.

The occurrence of the aforesaid event of default would render all outstanding liabilities of the Company under the Facility Agreement to become immediately due and payable and any commitments under the Facility to be cancelled.

On behalf of the Board
Arunee Watcharananan
Director

Hong Kong, 17 June 2016

As at the date of this announcement, the Board comprises eight executive directors, namely, Mr. Dhanin Chearavanont, Mr. Adirek Sripratak, Mr. Soopakij Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mr. Anan Athigapanich, Mr. Suphachai Chearavanont and Mrs. Arunee Watcharananan; two non-executive directors, namely, Mr. Meth Jiaravanont and Mr. Yoichi Ikezoe; 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.