



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

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 43)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of C.P. Pokphand Co. Ltd. (the “Company”) will be held at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Thursday, 19 June 2008 at 10:00 a.m. (or as soon as thereafter as the annual general meeting of the Company convened for the same day at 9:30 a.m. and at the same place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

#### **1. “THAT**

- (a) the agreement (the “**Disposal Agreement**”) dated 18 April 2008 entered into by the Company and CP China Investment Limited, a copy of which marked “A” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in respect of the disposal by the Company (the “**Disposal**”) of (i) the entire issued share capital of Chia Tai (China) Agro-Industrial Ltd. (“**Chia Tai Agro**”), Wide Master Investment Limited and C.T. Progressive (Investment) Ltd. and the entire equity interest in Chia Tai (China) Investment Co., Ltd.; and (ii) the aggregate amount advanced by the Company to Chia Tai Agro as at the completion of the Disposal, and the transactions contemplated under the Disposal Agreement, be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Disposal Agreement and the performance, exercise and enforcement of any of the Company’s respective obligations and rights under the Disposal Agreement.”

2. **“THAT:**

- (a) the agreement (the **“CP China-CCT Agreement”**) dated 18 April 2008 entered into between the Company and CP China Investment Limited (**“CP China Investment”**), a copy of which marked **“B”** is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the supply on an ongoing basis of Chlortetracycline which may be required by CP China Investment and its subsidiaries, jointly controlled entities and associated companies following completion of the Disposal (as such term is defined in the resolution set out as Resolution 1 in the notice convening this meeting) and which the Company and its subsidiaries following completion of the Disposal (the **“New CPP Group”**) may be able to supply in circumstances which are of commercial benefit to the New CPP Group, and the transactions contemplated under the CP China-CCT Agreement, be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the CP China-CCT Agreement for the financial years ending 31 December 2008 and 31 December 2009 respectively, being the prorated portion of RMB21,000,000 or RMB25,000,000 representing the remaining part of the year ending 31 December 2008 or 31 December 2009 (as the case may be) from the date on which the CP China-CCT Agreement becomes effective, and for the financial year ending 31 December 2010, being RMB30,000,000, be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the CP China-CCT Agreement and the performance, exercise and enforcement of any of the Company’s respective obligations and rights under the CP China-CCT Agreement.”

3. **“THAT:**

- (a) the agreement (the **“CPP-CCT Agreement”**) dated 18 April 2008 entered into between the Company and CP China Investment Limited (**“CP China Investment”**), a copy of which marked **“C”** is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the supply on an ongoing basis of edible oil which may be required by the Company and its subsidiaries following completion of the Disposal (as such term is defined in the resolution set out as Resolution 1 in the notice convening this meeting) (the **“New CPP Group”**) and which CP China Investment and its subsidiaries, jointly controlled entities and associated companies following completion of the Disposal may be able to supply in circumstances which are of commercial benefit to the New CPP Group, and the transactions contemplated under the CPP-CCT Agreement, be and are hereby approved, ratified and confirmed;

- (b) the proposed cap in relation to the transactions under the CPP-CCT Agreement for each of the financial years ending 31 December 2008, 31 December 2009 and 31 December 2010 respectively, being RMB2,000,000 or, in the case of the first two of such financial years, the prorated portion of RMB2,000,000 representing the remaining part of the year ending 31 December 2008 or 31 December 2009 (as the case may be) from the date on which the CPP-CCT Agreement becomes effective, be and is hereby approved; and
- (c) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the CPP-CCT Agreement and the performance, exercise and enforcement of any of the Company's respective obligations and rights under the CPP-CCT Agreement."

**4. "THAT:**

- (a) the agreement (the "**CPP Supply Agreement**") dated 18 April 2008 entered into between the Company and C.P. Intertrade Co., Ltd. ("**CP Intertrade**"), a copy of which marked "D" is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the supply on an ongoing basis of Chlortetracycline which may be required by CP Intertrade and which the Company and its subsidiaries following completion of the Disposal (as such term is defined in the resolution set out as Resolution 1 in the notice convening this meeting) (the "**New CPP Group**") may be able to supply in circumstances which are of commercial benefit to the New CPP Group, and the transactions contemplated under the CPP Supply Agreement, be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the CPP Supply Agreement for the financial years ending 31 December 2008, 31 December 2009 and 31 December 2010, being RMB2,000,000, RMB2,200,000 and RMB2,420,000 respectively, be and are hereby approved; and

- (c) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the CPP Supply Agreement and the performance, exercise and enforcement of any of the Company's respective obligations and rights under the CPP Supply Agreement.”

By order of the Board  
**Chan Pui Shan, Bessie**  
*Company Secretary*

Hong Kong, 27 May 2008

*Notes:*

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, at Room 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

7. Pursuant to the existing bye-law 59 of the Company's bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded (i) by the chairman of the meeting; or (ii) by at least three shareholders of the Company present in person or by proxy and entitled to vote; or (iii) by any shareholder or shareholders of the Company present in person (or in the case of a shareholder of the Company being a corporation, by its duly authorized representative) or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all shareholders of the Company having the right to attend and vote at the meeting; or (iv) by a shareholder or shareholders of the Company present in person (or in the case of a shareholder of the Company being a corporation, by its duly authorized representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
8. The votes to be taken at the meeting will be by way of a poll.

*As at the date of this notice, the Board comprises twelve executive directors, namely Mr. Sumet Jiaravanon, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Meth Jiaravanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Robert Ping-Hsien Ho, Mr. Bai Shanlin, Mr. Soopakij Chearavanont, Mr. Nopadol Chiaravanont, Mr. Benjamin Jiaravanon and Mr. Narong Chearavanont, and three independent non-executive directors, namely Mr. Kowit Wattana, Mr. Sombat Deo-isres and Mr. Ma Chiu Cheung, Andrew.*