

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Wednesday, 24 November 2010 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions will be proposed as ordinary resolutions of the Company:

(1) “THAT:

- (i) the New Master CPP Supply Agreement (as defined in the circular of the Company dated 8 November 2010 (the “**Circular**”) and a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and OSIL (as defined in the Circular) in relation to the supply of various feed-related products produced or procured by the CPP Group (as defined in the Circular) such as animal feed, chlortetracycline, animal drugs and feed raw materials to any related entity (as defined in the Circular) designated by OSIL in accordance with the terms and conditions of the New Master CPP Supply Agreement, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the New Master CPP Supply Agreement from the period commencing on the date on which the New Master CPP Supply Agreement becomes effective to 31 December 2010, and for the years ending 31 December 2011 and 2012 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the New Master CPP Supply Agreement.”

(2) **“THAT:**

- (i) the New Master CPP Purchase Agreement (as defined in the circular of the Company dated 8 November 2010 (the “**Circular**”) and a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and CPT (as defined in the Circular) in relation to the purchase of raw materials for the production of animal and aqua feed products and chlortetracycline products from CPT and/or any of its related entities (as defined in the Circular) in accordance with the terms and conditions of the New Master CPP Purchase Agreement, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the New Master CPP Purchase Agreement from the period commencing on the date on which the New Master CPP Purchase Agreement becomes effective to 31 December 2010, and for the years ending 31 December 2011 and 2012 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the New Master CPP Purchase Agreement.”

(3) **“THAT:**

- (i) the Master Lease Agreement (as defined in the circular of the Company dated 8 November 2010 (the “**Circular**”) and a copy of which is produced to the meeting marked “C” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and OSIL (as defined in the Circular) in relation to the lease/grant of right to the CPP Group (as defined in the Circular) to use the relevant fixed assets related to feed production (comprising land, buildings and plant and machinery) located in the PRC which are owned by the OSIL Group (as defined in the Circular) and/or its related entities (as defined in the Circular) and which the CPP Group will require for its feed production activities in accordance with the terms and conditions of the Master Lease Agreement, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;

- (ii) the proposed annual caps in relation to the transactions under the Master Lease Agreement from the period commencing on the date on which the Master Lease Agreement becomes effective to 31 December 2010, and for the years ending 31 December 2011 and 2012 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the Master Lease Agreement.”
- (4) **“THAT** the revised annual caps for the annual rental/fee payable under the Master Business Carve-out Agreement (as defined in the circular of the Company dated 8 November 2010 (the **“Circular”**) and a copy of which is produced to the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose) to CPP Group (as defined in the Circular) by the OSIL Group (as defined in the Circular) for each of the financial years ending 31 December 2011 and 2012 as set out in more details in the Circular, be and are hereby approved.”

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

Hong Kong, 8 November 2010

As at the date of this notice, the Board comprises eight executive Directors, namely, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Bai Shanlin, Mr. Suphachai Chearavanont and Mr. Robert Ping-Hsien Ho, two non-executive Directors, namely Mr. Meth Jiaravanont and Mr. Patrick Thomas Siewert (Mr. Poon Yee Man Alwin as alternate Director), and three independent non-executive Directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.

Notes:

1. A form of proxy for use at the meeting is being dispatched 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 Companies' Registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, 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. The votes to be taken at the meeting will be by way of a poll.