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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROFIT WARNING

This announcement is made by C.P. Pokphand Co. Ltd. (the “Company”, and together with its subsidiaries, the “Group”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571, Law of Hong Kong).

The board of directors of the Company (the “Board”) wishes to inform shareholders of the Company (the “Shareholders”) and potential investors that, based on the unaudited management accounts prepared for the eight months ended 31 August 2021, the Group recorded a consolidated unaudited profit attributable to Shareholders of approximately US\$112 million, a decrease of 75% as compared to that of US\$441 million recorded in the unaudited management accounts prepared for the eight months ended 31 August 2020. By comparison, there was a decrease of 50% in the consolidated unaudited profit attributable to Shareholders for the six months ended 30 June 2021 of approximately US\$162 million when compared to the amount of approximately US\$322 million recorded for the corresponding six months in 2020.

Such decrease in profits was due mainly (1) in China, to deteriorated performance of our food and poultry farm subsidiaries and of our 35%-owned feed and swine farm associate as a result of lower poultry and swine prices respectively; and (2) in Vietnam, to less profit being generated from our agri-food business mainly because of lower swine prices.

Furthermore, the Company anticipates that, for the full month of September 2021, (1) poultry and swine prices in China and swine prices in Vietnam will have fallen further and (2) a significant negative net change in fair value of biological assets will accordingly have to be recorded, so that the consolidated profit attributable to Shareholders for the nine months period ended 30 September 2021 would be significantly lower than that of US\$496 million recorded for the corresponding nine months ended 30 September 2020.

The Company is in the process of finalising the results of the Group for the nine months ended 30 September 2021. The information contained in this announcement is only based on the preliminary assessment by the Board with reference to the unaudited management accounts of the Group for the eight months ended 31 August 2021 and the information currently available to the Board, which have not been reviewed or audited by the Company’s auditors. Shareholders and potential investors are advised to refer to details in the Group’s results announcement for the nine months ended 30 September 2021 which is expected to be published on or before the end of November 2021.

Reference is also made to the announcement (the “Rule 3.5 Announcement”) jointly issued by the Company and CPF Investment Limited on 30 September 2021 in relation to, among other things, the proposed privatisation of the Company. The profit warning included in this announcement (the “Profit Warning”) constitutes a profit forecast under Rule 10 of The Codes on Takeovers and Mergers (the “Takeovers Code”) issued by the Securities and Futures Commission of Hong Kong and is required under Rule 10.3 of the Takeovers Code to be reported on by the Company’s financial adviser and auditors or accountants.

In view of the requirement for timely disclosure of inside information under Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions, the Company is required to issue this announcement as soon as practicable, and given the time constraints, the Company has encountered genuine practical difficulties (timewise or otherwise) in meeting the reporting requirements set out in Rule 10.3 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if a profit forecast is published first in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the Shareholders. The Company expects therefore to include the reports from the Company's financial advisers and auditors or accountants on the Profit Warning prepared pursuant to Rule 10.3 of the Takeovers Code in the Scheme Document to be sent to the Shareholders.

Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company and also when placing reliance on the Profit Warning in assessing the merits and demerits of the proposed privatisation of the Company.

By Order of the Board
Arunee Watcharananan
Director

Hong Kong, 30 September 2021

As at the date of this announcement, the Board comprises Mr. Soopakij Chearavanont (Chairman and Executive Director), Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Narong Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mrs. Arunee Watcharananan and Mr. Yu Jianping (each an Executive Director), and Mr. Meth Jiaravanont and Mr. Yoichi Ikezoe (each a Non-executive Director), and Mr. Vinai Vittavassarnvej, Mrs. Vatchari Vimooktayon, Mr. Cheng Yuk Wo, Professor Dr. Pongsak Angkasith and General Udomdej Sitabutr (each an Independent Non-executive Director).

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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 the announcement misleading.