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CPF Investment Limited
*(Incorporated in the British Virgin Islands
with limited liability)*



C.P. POKPHAND CO. LTD.
*(Incorporated in Bermuda with limited liability)
(Stock Code: 43)*

JOINT ANNOUNCEMENT

**(1) PROPOSED PRIVATISATION OF C.P. POKPHAND CO. LTD. BY
WAY OF A SCHEME OF ARRANGEMENT UNDER
SECTION 99 OF THE COMPANIES ACT**

**(2) PROPOSED WITHDRAWAL OF LISTING OF
C.P. POKPHAND CO. LTD.**

(3) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT

(4) ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE

(5) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

(6) RESUMPTION OF TRADING

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

The Offeror and the Company jointly announce that on 30 September 2021, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 99 of the Companies Act.

THE PROPOSAL

If the Proposal is approved and implemented:

- (a) all of the Scheme Shares held by the Scheme Shareholders will be cancelled by way of the reduction of issued share capital of the Company in exchange for the payment of the Cancellation Price of HK\$1.15 per Scheme Share to each Scheme Shareholder by the Offeror;
- (b) immediately after the cancellation of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the new issuance at par to the Offeror, credited as fully paid, of an aggregate number of Shares equal to the number of Scheme Shares cancelled;
- (c) approximately 75.00% of the total number of issued Shares will be held by the Offeror, and approximately 25.00% of the total number of issued Shares will be held by ITOCHU, an Offeror Concert Party; and
- (d) the Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules, with effect immediately following the Effective Date.

The Offeror has appointed UBS as its financial adviser in connection with the Proposal.

Comparisons of value

The Scheme will provide that all of the Scheme Shares will be cancelled in exchange for the Cancellation Price of HK\$1.15 per Scheme Share.

The Cancellation Price represents:

- a premium of approximately 19.79% over the closing price of HK\$0.96 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 22.34% over the average closing price of approximately HK\$0.94 per Share based on the daily closing prices as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- a premium of approximately 17.35% over the average closing price of approximately HK\$0.98 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;

- a premium of approximately 27.78% over the average closing price of approximately HK\$0.90 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 33.72% over the average closing price of approximately HK\$0.86 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 30.68% over the average closing price of approximately HK\$0.88 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;
- a premium of approximately 27.78% over the average closing price of approximately HK\$0.90 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day;
- a premium of approximately 5.94% over the audited consolidated net asset value attributable to Shareholders per issued share of the Company of approximately US\$0.14 (equal to approximately HK\$1.09, using an exchange rate of US\$1 = HK\$7.75 as at the date of this announcement) as at 31 December 2020; and
- a premium of approximately 7.52% over the unaudited consolidated net asset value attributable to Shareholders per issued share of the Company of approximately US\$0.14 (equal to approximately HK\$1.07, using an exchange rate of US\$1 = HK\$7.75 as at the date of this announcement) as at 30 June 2021.

The Cancellation Price has been determined on a commercial basis after taking into account, among other things, recent and historic traded prices of the Shares, and with reference to other privatisation transactions in Hong Kong in recent years.

The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and/or potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.

Conditions of the Proposal and the Scheme

The Proposal and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the satisfaction or a valid waiver (as applicable) of the Conditions described in the section headed “The Proposal – Conditions of the Proposal and the Scheme” below.

All Conditions will have to be satisfied or validly waived (as applicable) on or before the Long Stop Date (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Court may direct), failing which the Proposal and the Scheme will lapse. When all the Conditions are satisfied or validly waived (as applicable), the Scheme will become effective and binding on the Company and all Scheme Shareholders.

SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT

The Offeror would like to allow ITOCHU to retain its shareholding in the Company after the Scheme becomes effective. ITOCHU holds in aggregate 25.00% of the total number of issued Shares of the Company as at the date of this announcement.

The Offeror is of the view that it is important for the Company to retain ITOCHU as a Shareholder after the completion of the Scheme so that ITOCHU can continue to contribute and share its management resources, global business network and technology platform with the Company's business operations, which will enhance the Company's competitiveness in the market and benefit the Group's long-term sustainable development and growth.

Rollover Agreement

The Offeror and ITOCHU have entered into the Rollover Agreement, pursuant to which:

- (a) subject to, among others, the Disinterested Shareholders' approval as set out in the section headed "Disinterested Shareholders' Approval" below, ITOCHU will remain as a Shareholder after the Scheme becomes effective and none of the Shares held by ITOCHU will constitute Scheme Shares or will be voted on the Scheme at the Court Meeting;
- (b) ITOCHU has undertaken, to the extent permitted under the Takeovers Code, the Listing Rules and applicable laws and regulations, to exercise, or, as the case may be, to procure the exercise of the voting rights in respect of the Shares owned by it directly on resolutions in relation to the Scheme in accordance with the Offeror's directions, and in the absence of any such directions, to vote in favour of all resolutions which are necessary to implement the Scheme proposed at a general meeting of the Company, and that it shall be bound by, and take all actions necessary to implement the Scheme;
- (c) ITOCHU has further undertaken that it will not, directly or indirectly, sell, transfer, charge, encumber, grant any option over or otherwise dispose of any interest in any of the Shares held by it; acquire, subscribe for or otherwise deal in the securities of the Company without prior consent of the Offeror, nor will it accept any other offer in respect of all or any of such Shares; and

- (d) ITOCHU will remain on the register of members of the Company immediately after the Scheme becomes effective.

The Rollover Agreement will be terminated if the Scheme lapses or is withdrawn in accordance with its terms.

FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK\$1.15 per Scheme Share and 6,079,356,827 Scheme Shares in issue as at the date of this announcement, the maximum cash consideration payable under the Proposal is approximately HK\$6,991.27 million.

The Offeror intends to finance the entire cash amount required to implement the Proposal using a combination of its internal cash resources and external debt financing.

UBS, the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying in full its payment obligations in respect of the cash consideration payable under the Proposal in accordance with its terms.

SHAREHOLDING STRUCTURE

As at the date of this announcement:

- (a) the authorized share capital of the Company is US\$600,000,000 divided into 36,000,000,000 Shares, 20,000,000,000 Series A Convertible Preference Shares and 4,000,000,000 Series B Convertible Preference Shares. The Company has 24,071,837,232 Shares, nil Series A Convertible Preference Shares and 1,261,077,748 Series B Convertible Preference Shares in issue;
- (b) the Offeror holds 11,974,521,097 Shares, representing approximately 49.74% of the total number of issued Shares, and the Offeror Concert Parties hold 6,138,559,308 Shares, representing approximately 25.50% of the total number of issued Shares, and 1,261,077,748 Series B Convertible Preference Shares, representing 100.00% of the total number of issued Series B Convertible Preference Shares; and
- (c) the 3,000,000 Shares held by Mr. Kanchanadul, the 59,000,000 Shares held by the Chiaravanont Brothers, the 37,600,000 Shares held by Mr. Chearavanont and the 21,000,000 Shares held by Mr. Meth Jiaravanont (Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont being Offeror Concert Parties), together with the 5,958,756,827 Shares held by the Disinterested Shareholders constitute the Scheme Shares, representing approximately 25.26% of the total number of issued Shares.

WITHDRAWAL OF LISTING OF THE SHARES

The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15 of the Listing Rules, with effect immediately after the Effective Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme is not approved or the Scheme does not become effective.

GENERAL

The Independent Board Committee

The Independent Board Committee, which comprises Mr Cheng Yuk Wo and General Udomdej Sitabutr, being all of the non-executive Directors who are not Offeror Concert Parties, has been established by the Board to make a recommendation to the Disinterested Shareholders as to whether the Proposal and the Rollover Arrangement is, or is not, fair and reasonable and as to voting in respect of the Scheme at the Court Meeting and the Proposal at the SGM.

Mr. Meth Jiaravanont, a non-executive Director, is a cousin of Mr. Soopakij Chearavanont and Mr. Suphachai Chearavanont (who are directors of CPF and the Company) and an Offeror Concert Party, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders. Mr. Yoichi Ikezoe, a non-executive Director, is the Deputy CEO for East Asia Bloc, Senior Officer of Asia and Oceania Bloc, CP and CITIC (Overseas Operation) of ITOCHU, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders. Each of Mr. Vinai Vittavassarnvej, Mrs. Vatchari Vimooktayon and Professor Dr. Pongsak Angkasith, who are independent non-executive Directors, is also a director of CPF, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders.

The Independent Financial Adviser

The Board, with the approval of the Independent Board Committee, has appointed Ballas Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Scheme and the Rollover Arrangement pursuant to Rule 2.1 of the Takeovers Code.

Despatch of the Scheme Document

The Company will send to the Shareholders a Scheme Document containing, among other things, further details about the Proposal, a letter from the Board, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the recommendations of the Independent Board Committee and notices to convene the Court Meeting and the SGM together with forms of proxy in relation thereto, as soon as practicable in accordance with the Takeovers Code, the orders of the Court, the Companies Act, and any other applicable laws and regulations.

Suspension and resumption of trading

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 27 September 2021 pending the issue of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange with effect from 9 a.m. on 4 October 2021.

WARNING: Shareholders and/or potential investors should be aware that the implementation of the Proposal will only become effective upon all of the Conditions being satisfied or validly waived (as applicable) and thus the Proposal and the Scheme may or may not become effective. Shareholders and/or potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

This announcement does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction. This announcement does not constitute a prospectus or a prospectus equivalent document. Shareholders are advised to read carefully the formal documentation in relation to the Proposal once it has been despatched.

INTRODUCTION

The Offeror and the Company jointly announce that on 30 September 2021, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 99 of the Companies Act.

THE PROPOSAL

If the Proposal is approved and implemented:

- (a) all of the Scheme Shares held by the Scheme Shareholders will be cancelled by way of the reduction of issued share capital of the Company in exchange for the payment of the Cancellation Price of HK\$1.15 per Scheme Share to each Scheme Shareholder by the Offeror;
- (b) immediately after the cancellation of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the new issuance at par to the Offeror, credited as fully paid, of an aggregate number of Shares equal to the number of Scheme Shares cancelled;
- (c) approximately 75.00% of the total number of issued Shares will be held by the Offeror, and approximately 25.00% of the total number of issued Shares will be held by ITOCHU, an Offeror Concert Party; and

- (d) the Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules, with effect immediately following the Effective Date.

The Offeror has appointed UBS as its financial adviser in connection with the Proposal.

The Scheme will provide that all of the Scheme Shares will be cancelled in exchange for the Cancellation Price of HK\$1.15 per Scheme Share.

No offer for the Series B Convertible Preference Shares is made by the Offeror under Rule 14 of the Takeovers Code as all of the Series B Convertible Preference Shares are held by CPF, the Offeror's parent.

Comparisons of value

The Cancellation Price represents:

- a premium of approximately 19.79% over the closing price of HK\$0.96 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 22.34% over the average closing price of approximately HK\$0.94 per Share based on the daily closing prices as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- a premium of approximately 17.35% over the average closing price of approximately HK\$0.98 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;
- a premium of approximately 27.78% over the average closing price of approximately HK\$0.90 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 33.72% over the average closing price of approximately HK\$0.86 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 30.68% over the average closing price of approximately HK\$0.88 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;

- a premium of approximately 27.78% over the average closing price of approximately HK\$0.90 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day;
- a premium of approximately 5.94% over the audited consolidated net asset value attributable to Shareholders per issued share of the Company of approximately US\$0.14 (equal to approximately HK\$1.09, using an exchange rate of US\$1 = HK\$7.75 as at the date of this announcement) as at 31 December 2020; and
- a premium of approximately 7.52% over the unaudited consolidated net asset value attributable to Shareholders per issued share of the Company of approximately US\$0.14 (equal to approximately HK\$1.07, using an exchange rate of US\$1 = HK\$7.75 as at the date of this announcement) as at 30 June 2021.

Basis for determining the Cancellation Price

The Cancellation Price has been determined on a commercial basis after taking into account, among other things, recent and historic traded prices of the Shares, and with reference to other privatisation transactions in Hong Kong in recent years.

Save for the interim dividend for the six months ended 30 June 2021 of HK\$0.025 per Share declared on 13 August 2021 which is payable on 27 October 2021, the Company does not intend to declare, make or pay any dividend or other distribution (whether in cash or in kind), nor does it have any dividend or other distribution declared but remains unpaid, in each case to the Shareholders between the date of this announcement and the Effective Date. The Cancellation Price shall not be adjusted by the amount of the interim dividend.

The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and/or potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.

Highest and lowest prices

During the six-month period ending on the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.03 per Share on 15 September 2021, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.76 per Share most recently on 28 July 2021.

Conditions of the Proposal and the Scheme

The Proposal and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the satisfaction or a valid waiver (as applicable) of the following Conditions:

- (a) the approval of the Scheme (by way of poll) by a majority in number of the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by not less than 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are voted either in person or by proxy at the Court Meeting, provided that the number of votes cast against the resolution to approve the Scheme is not more than 10% of the votes attaching to all of the Scheme Shares held by the Disinterested Shareholders;
- (c) the passing by the Shareholders at the SGM of: (i) a special resolution to approve any reduction of the issued share capital of the Company by the cancellation of the Scheme Shares; and (ii) an ordinary resolution to apply the reserve created by the cancellation of the Scheme Shares to contemporaneously restore the issued share capital of the Company by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled;
- (d) the sanction of the Scheme (with or without modifications) by the Court and the delivery of a copy of the order of the Court to the Registrar of Companies in Bermuda for registration;
- (e) compliance with the procedural requirements and conditions, if any, under section 46(2) of the Companies Act in relation to the reduction of the issued share capital of the Company;
- (f) (i) the receipt of an opinion from the Independent Financial Adviser to the Independent Board Committee confirming that the Rollover Arrangement is fair and reasonable as far as the Disinterested Shareholders are concerned, (ii) the passing of an ordinary resolution by the Disinterested Shareholders at a special general meeting of the Company to approve the Rollover Arrangement, and (iii) the consent from the Executive to the Rollover Arrangement;
- (g) all necessary consents (including consents from the relevant lenders) in connection with the Proposal and the withdrawal of listing of Shares from the Stock Exchange which may be required under any existing contractual obligations of the Company being obtained and remained in effect;

- (h) all Authorisations (if any) in connection with the Proposal or the Scheme having been obtained from the relevant Governmental Authorities in Bermuda and any other relevant jurisdiction;
- (i) the Authorisations (if any) in connection with the Proposal or the Scheme remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any relevant Governmental Authority which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each case up to the Effective Date;
- (j) no Governmental Authority having taken or instituted any action, proceeding, suit, investigation or enquiry, or enacted, made, proposed, issued, enforced or imposed (including without limitation through interpreting, amending, restating or supplementing) any laws, rules, regulations or codes, or other legal restraint or prohibition that would make the Proposal or its implementation in accordance with its terms void, unenforceable or illegal, or which would impose any material and adverse conditions or obligations with respect to the Proposal or its implementation in accordance with its terms, or otherwise restrain or prohibit the implementation of the Proposal; and
- (k) the Company remaining solvent and not being subject to any insolvency, bankruptcy or other similar proceedings and no liquidator, receiver or other person carrying out any similar function having been appointed in any jurisdiction in respect of the whole or any substantial part of the assets and undertakings of the Group.

Conditions (a) to (f) cannot be waived. Subject to the requirements of the Executive, the Offeror reserves the right (but is in no way obliged) to waive Conditions (g) to (k) in whole or in part, either generally or in respect of any particular matter. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal.

As at the date of this announcement, with respect to the Condition in:

- paragraph (g), each of the Offeror and the Company is not aware of any such consents other than those from several financial institutions in relation to a number of facility letters;

- paragraph (h), each of the Offeror and the Company is not aware of any requirement for Authorisations other than those set out in Conditions in paragraphs (a) to (f);
- paragraph (j), each of the Offeror and the Company is not aware of any such action, proceeding, suit, investigation, enquiry, laws, rules, regulations, codes or other legal restraint or prohibition; and
- paragraph (k), each of the Offeror and the Company is not aware of any such proceedings or appointment.

As at the date of this announcement, none of the Conditions have been satisfied.

All of the above Conditions will have to be satisfied or validly waived (as applicable) on or before the Long Stop Date (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Court may direct), failing which the Proposal and the Scheme will lapse. When all of the above Conditions are satisfied or validly waived (as applicable), the Scheme will become effective and binding on the Company and all Scheme Shareholders.

WARNING: Shareholders and/or potential investors should be aware that the implementation of the Proposal will only become effective upon all of the Conditions being satisfied or validly waived (as applicable) and thus the Proposal and the Scheme may or may not become effective. Shareholders and/or potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK\$1.15 per Scheme Share and 6,079,356,827 Scheme Shares in issue as at the date of this announcement, the maximum cash consideration payable under the Proposal is approximately HK\$6,991.27 million.

The Offeror intends to finance the entire cash amount required to implement the Proposal using a combination of its internal cash resources and external debt financing.

UBS, the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying in full its payment obligations in respect of the cash consideration payable under the Proposal in accordance with its terms.

SHAREHOLDING STRUCTURE

As at the date of this announcement:

- (a) the authorized share capital of the Company is US\$600,000,000 divided into 36,000,000,000 Shares, 20,000,000,000 Series A Convertible Preference Shares and 4,000,000,000 Series B Convertible Preference Shares. The Company has 24,071,837,232 Shares, nil Series A Convertible Preference Shares and 1,261,077,748 Series B Convertible Preference Shares in issue;
- (b) the Offeror holds 11,974,521,097 Shares, representing approximately 49.74% of the total number of issued Shares, and the Offeror Concert Parties hold 6,138,559,308 Shares, representing approximately 25.50% of the total number of issued Shares and 1,261,077,748 Series B Convertible Preference Shares, representing 100.00% of the total number of issued Series B Convertible Preference Shares; and
- (c) the 3,000,000 Shares held by Mr. Kanchanadul, the 59,000,000 Shares held by the Chiaravanont Brothers, the 37,600,000 Shares held by Mr. Chearavanont and the 21,000,000 Shares held by Mr. Meth Jiaravanont (Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont being Offeror Concert Parties), together with the 5,958,756,827 Shares held by the Disinterested Shareholders constitute the Scheme Shares, representing approximately 25.26% of the total number of issued Shares.

On the assumption there is no change in shareholding of the Company before the Effective Date, the table below sets out the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Proposal:

Shareholders	As at the date of this announcement		Immediately upon completion of the Proposal	
	Number of Shares held	Approximate% of the total issued Shares of the Company	Number of Shares held	Approximate% of the total issued Shares of the Company
Offeror and Offeror Concert Parties				
<i>Shares held not subject to the Scheme</i>				
– CPF Group ⁽¹⁾	11,974,521,097	49.74	18,053,877,924	75.00
– ITOCHU ⁽²⁾	6,017,959,308	25.00	6,017,959,308	25.00
Sub-total	17,992,480,405	74.74	24,071,837,232	100.00
<i>Shares held subject to the Scheme</i>				
– Mr. Kanchanadul ⁽³⁾	3,000,000	0.01	–	–
– The Chiaravanont Brothers ⁽⁴⁾	59,000,000	0.25	–	–
– Mr. Chearavanont ⁽⁵⁾	37,600,000	0.16	–	–
– Mr. Meth Jiaravanont ⁽⁶⁾	21,000,000	0.09	–	–
Sub-total	120,600,000	0.50	–	–
Sub-total: Offeror and Offeror Concert Parties⁽⁸⁾	18,113,080,405	75.25	24,071,837,232	100.00
Disinterested Shareholders	5,958,756,827	24.75	–	–
Total	<u>24,071,837,232</u>	<u>100.00</u>	<u>24,071,837,232⁽⁷⁾</u>	<u>100.00</u>

Note:

- 1 CPF Group holds 11,974,521,097 Shares through the Offeror, a wholly-owned subsidiary of CPF, and 1,261,077,748 Series B Convertible Preference Shares through CPF. CPF is also taken to be interested in the 6,017,959,308 Shares held by ITOCHU as a result of certain provisions in the SHA pursuant to section 317 of the SFO.
- 2 ITOCHU is also taken to be interested in the 11,974,521,097 Shares and 1,261,077,748 Series B Convertible Preference Shares in which CPF is interested as a result of certain provisions in the SHA pursuant to section 317 of the SFO.

- 3 Mr. Kanchanadul is a director of the Offeror and an Offeror Concert Party. The 3,000,000 Shares held by Mr. Kanchanadul will form part of the Scheme Shares and will be cancelled upon the Scheme becoming binding and effective in accordance with its terms.
- 4 The Chiaravanont Brothers include Mr. Phongthep Chiaravanont, a director of CPF, and his brothers, Mr. Manu Chiaravanond and Mr. Manas Chiaravanond. The Chiaravanont Brothers are therefore Offeror Concert Parties. The 59,000,000 Shares held by the Chiaravanont Brothers will form part of the Scheme Shares and will be cancelled upon the Scheme becoming binding and effective in accordance with its terms.
- 5 Mr. Chearavanont is the father of Mr. Soopakij Chearavanont (chairman and executive Director of the Company), Mr. Suphachai Chearavanont and Mr. Narong Chearavanont (executive Directors of the Company), and therefore an Offeror Concert Party. The 37,600,000 Shares held by Mr. Chearavanont will form part of the Scheme Shares and will be cancelled upon the Scheme becoming binding and effective in accordance with its terms.
- 6 Mr. Meth Jiaravanont is a non-executive Director and a cousin of Mr. Soopakij Chearavanont and Mr. Suphachai Chearavanont (who are directors of CPF and the Company), and an Offeror Concert Party. The 21,000,000 Shares held by Mr. Meth Jiaravanont will form part of the Scheme Shares and will be cancelled upon the Scheme becoming binding and effective in accordance with its terms.
- 7 Under the Scheme, all of the issued share capital of the Company will, on the Effective Date, be reduced by cancelling the Scheme Shares. On the assumption that there is no change in shareholding of the Company before the Effective Date, immediately upon such reduction, the issued share capital of the Company will be increased to its former amount prior to the cancellation of the Scheme Shares by the issue at par to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the Company's books of account as a result of the capital reduction will be applied in paying up in full at par the new Shares so issued to the Offeror.
- 8 By reason of being the financial adviser to the Offeror, UBS is presumed to be acting in concert with the Offeror in accordance with class 5 of the definition of "acting in concert" in the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code and also excluding Shares held on behalf of non-discretionary investment clients of the UBS group). Notwithstanding that exempt principal traders or exempt fund managers within the UBS group are not Offeror Concert Parties, Shares held by any such exempt principal traders must not be voted in the context of the Proposal in accordance with the requirements of Rule 35.4 of the Takeovers Code.

Details of holdings, borrowings or lendings of, and dealings in, Shares (or options, rights over Shares, warrants or derivatives in respect of them) by other parts of the UBS group will be obtained as soon as possible after this announcement has been made in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made if the holdings, borrowings or lendings of, and dealings in, Shares (or options, rights over Shares, warrants or derivatives in respect of them) by other parts of the UBS group are significant and in any event, such information will be disclosed in the Scheme Document. Hence, the statements in this announcement as to the holdings, borrowings or lendings of, and dealings in, Shares (or options, rights over Shares, warrants or derivatives in respect of them) by the Offeror and the Offeror Concert Parties are subject to the holdings, borrowings or lendings of, and dealings in, Shares (or options, rights over Shares, warrants or derivatives in respect of them), if any, by such members of the UBS group. Any dealings in Shares (or options, rights over Shares, warrants or derivatives in respect of them) during the six months prior to the date of this announcement by the UBS group will be disclosed in the Scheme Document.

Immediately following the Effective Date, the Offeror and ITOCHU will hold 100% of the issued share capital of the Company.

SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT

The Offeror would like to allow ITOCHU to retain its shareholding in the Company after the Scheme becomes effective. ITOCHU holds in aggregate 25.00% of the total number of issued Shares of the Company as at the date of this announcement.

ITOCHU has been a strategic industrial investor of the Company since it became a Shareholder by acquiring Shares from CPFI in 2014. ITOCHU was incorporated in 1949 and became publicly listed on the Tokyo Stock Exchange in 1950. The Offeror is of the view that it is important for the Company to retain ITOCHU as a Shareholder after the completion of the Scheme so that ITOCHU can continue to contribute and share its management resources, global business network and technology platform with the Company's business operations, which will enhance the Company's competitiveness in the market and benefit the Group's long-term sustainable development and growth.

Rollover Agreement

The Offeror and ITOCHU have entered into the Rollover Agreement, pursuant to which:

- (a) subject to, among others, the Disinterested Shareholders' approval as set out in the section headed "Disinterested Shareholders' Approval" below, ITOCHU will remain as a Shareholder after the Scheme becomes effective and none of the Shares held by ITOCHU will constitute Scheme Shares or will be voted on the Scheme at the Court Meeting;
- (b) ITOCHU has undertaken, to the extent permitted under the Takeovers Code, the Listing Rules and applicable laws and regulations, to exercise, or, as the case may be, to procure the exercise of the voting rights in respect of the Shares owned by it directly on resolutions in relation to the Scheme in accordance with the Offeror's directions, and in the absence of any such directions, to vote in favour of all resolutions which are necessary to implement the Scheme proposed at a general meeting of the Company, and that it shall be bound by, and take all actions necessary to implement the Scheme;
- (c) ITOCHU has further undertaken that it will not, directly or indirectly, sell, transfer, charge, encumber, grant any option over or otherwise dispose of any interest in any of the Shares held by it; acquire, subscribe for or otherwise deal in the securities of the Company without prior consent of the Offeror, nor will it accept any other offer in respect of all or any of such Shares; and
- (d) ITOCHU will remain on the register of members of the Company immediately after the Scheme becomes effective.

The Rollover Agreement will be terminated if the Scheme lapses or is withdrawn in accordance with its terms.

Disinterested Shareholders' Approval

As the Rollover Agreement was only entered into by and between the Offeror and ITOCHU and the Rollover Arrangement thereunder is not offered to all Shareholders, the Rollover Arrangement constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Offeror has made an application for consent from the Executive in relation to the Rollover Arrangement conditional on the Independent Financial Adviser confirming to the Independent Board Committee that the Rollover Arrangement is fair and reasonable, and the passing of an ordinary resolution by the Disinterested Shareholders at a special general meeting of the Company to approve the Rollover Arrangement. Accordingly, as set out in Condition (f), the Proposal and the Scheme are subject to (i) the receipt of an opinion from the Independent Financial Adviser to the Independent Board Committee confirming that the Rollover Arrangement is fair and reasonable, (ii) the passing of an ordinary resolution by the Disinterested Shareholders at an extraordinary general meeting of the Company to approve the Rollover Arrangement, and (iii) the consent from the Executive to the Rollover Arrangement.

REASONS FOR AND BENEFITS OF THE PROPOSAL

Benefits of the Proposal to the Scheme Shareholders

An opportunity for Scheme Shareholders to monetize Shares

The average daily trading volume of Shares for the six-month period, 12-month period and 24-month period up to and including the Last Trading Day were approximately 18,024,780 Shares, 12,276,550 Shares and 9,657,990 Shares per day, representing only approximately 0.07%, 0.05% and 0.04% respectively of the total number of issued Shares as at the date of this announcement.

The low trading liquidity of the Shares could make it difficult for Scheme Shareholders to execute substantial on-market disposals without adversely affecting the price of the Shares. As such, the Scheme presents an immediate opportunity for Scheme Shareholders to monetize their investments for cash and redeploy the proceeds from accepting the Scheme into other investment opportunities.

Cancellation Price represents an attractive exit premium

The Proposal allows an exit for the Scheme Shareholders at a compelling premium to the current market price. As set out in the section headed “The Proposal – Comparisons of value” of this announcement, the Cancellation Price represents a significant premium of approximately 17.35% and 30.68% over the average closing price of approximately HK\$0.98 and HK\$0.88 per Share for the 10 and 90 trading days up to and including the Last Trading Day, respectively, and a premium of 11.65% over the highest closing price of HK\$1.03 per Share during the six-month period ending on the Last Trading Day. The Cancellation Price also represents a premium of approximately 7.52% over the unaudited consolidated net asset value attributable to Shareholders per issued share of the Company of approximately US\$0.14 (equal to approximately HK\$1.07, using an exchange rate of US\$1 = HK\$7.75 as at the date of this announcement) as at 30 June 2021.

Benefits of the Proposal to the Company

The privatisation of the Company will permit the Offeror and the Company to make strategic decisions focused on long-term growth and benefits, free from the pressure of market expectations and share price fluctuations which arise from the Company being a publicly listed company.

The Proposal, which entails the delisting of the Company, is also expected to reduce the administrative costs and management resources associated with maintaining the Company's listing status and compliance with regulatory requirements and, in turn, allow greater flexibility for the Offeror and the Company to manage the Group's business.

OFFEROR'S INTENTION IN RELATION TO THE GROUP

The Offeror, together with ITOCHU, intend for the Group to maintain its existing business following the implementation of the Proposal. As at the date of this announcement, the Offeror, together with ITOCHU, have no immediate plans, in the event the Scheme becomes effective, to make any material changes to the business and/or disposal or redeployment of assets of the Group, or to make any significant changes to the employment of employees of the Group as a result of the implementation of the Proposal.

After the Scheme becomes effective, however, the Offeror, together with ITOCHU, will conduct a review of the financial position and operations of the Group in order to formulate a long-term strategy for the Group. The Offeror, together with ITOCHU may explore business, investment or capital raising opportunities and consider whether any asset disposals, asset acquisitions, business divestment, restructuring and/or diversification will be appropriate for enhancing its future development and strengthening its revenue bases. Any disposal or redeployment of assets or businesses of the Group in the future, if any, will be conducted in compliance with the constitutional documents of the Group and the Takeovers Code (if applicable).

INFORMATION ON THE GROUP AND THE OFFEROR

Information on the Company and the Group

The Company is a limited liability company incorporated in Bermuda, whose Shares are listed on the Main Board of the Stock Exchange. The Group operates in Vietnam and the PRC. In Vietnam, the Group is principally engaged in the (1) production and sale of animal feed, (2) breeding, farming and sale of livestock and aquatic animals, and (3) production and sale of value-added processed food products. In the PRC, the Group is principally engaged in poultry farming and production and sale of value-added processed food products. The Group also has a significant investment in a company operating in the PRC which is principally engaged in the production and sale of animal feed and breeding, farming and sale of swine and sale of pork.

Information on the Offeror

The Offeror is a company incorporated in the British Virgin Islands with limited liability. It is principally engaged in investment holding and it is wholly-owned by CPF, which is one of the largest agri-food conglomerates in the Asia Pacific region operating in agro-industrial and integrated food businesses, and whose shares are listed on The Stock Exchange of Thailand under stock code CPF, with Charoen Pokphand Group Co., Ltd., a major shareholder, holding directly and indirectly 46.49% interest in CPF.

OTHER ARRANGEMENTS

The Offeror confirms that, as at the date of this announcement:

- (a) neither the Offeror nor any of the Offeror Concert Parties has received any irrevocable commitment from any Disinterested Shareholder to vote for the Proposal;
- (b) save for the Series B Convertible Preference Shares held by CPF, neither the Offeror nor any of the Offeror Concert Parties holds convertible securities, warrants or options in the Company;
- (c) there is no outstanding derivative in respect of securities in the Company entered into by the Offeror or any of the Offeror Concert Parties;
- (d) save for the Rollover Arrangement, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares or the shares of the Offeror which might be material to the Proposal;
- (e) save for the Rollover Arrangement, there are no agreements or arrangements to which the Offeror or any of the Offeror Concert Parties is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Proposal;
- (f) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or any of the Offeror Concert Parties has borrowed or lent, save for any borrowed Shares which have been either on-lent or sold;
- (g) save for the Cancellation Price and the Rollover Arrangement, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror or any of the Offeror Concert Parties to the Scheme Shareholders or any person acting in concert with the Scheme Shareholders in connection with the cancellation of the Scheme Shares;

- (h) there is no special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror or any of the Offeror Concert Parties on the one hand, and the Scheme Shareholders or any person acting in concert with the Scheme Shareholders on the other hand; and
- (i) save for the Rollover Arrangement, there is no special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder of the Company and (i) the Offeror and any of the Offeror Concert Parties, or (ii) the Company, its subsidiaries or associated companies.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, which comprises Mr Cheng Yuk Wo and General Udomdej Sitabutr, being all of the non-executive Directors who are not Offeror Concert Parties, has been established by the Board to make a recommendation to the Disinterested Shareholders as to whether the Proposal and the Rollover Arrangement is, or is not, fair and reasonable and as to voting in respect of the Scheme at the Court Meeting and the Proposal at the SGM.

Mr. Meth Jiaravanont, a non-executive Director, is a cousin of Mr. Soopakij Chearavanont and Mr. Suphachai Chearavanont (who are directors of CPF and the Company) and an Offeror Concert Party, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders. Mr. Yoichi Ikezoe, a non-executive Director, is the Deputy CEO for East Asia Bloc, Senior Officer of Asia and Oceania Bloc, CP and CITIC (Overseas Operation) of ITOCHU, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders. Each of Mr. Vinai Vittavasgarnvej, Mrs. Vatchari Vimooktayon and Professor Dr. Pongsak Angkasith, who are independent non-executive Directors, is also a director of CPF, and is therefore not considered as independent for the purpose of giving advice or recommendation to the Disinterested Shareholders.

The Board, with the approval of the Independent Board Committee, has appointed Ballas Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Scheme and the Rollover Arrangement pursuant to Rule 2.1 of the Takeovers Code.

WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title.

The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15 of the Listing Rules, with effect immediately after the Effective Date. The Scheme Shareholders will be notified by way of a public announcement of the exact dates of the last day of dealing in the Shares and on which the Scheme and the withdrawal of the listing of the Shares will become effective. A detailed timetable will be set out in the Scheme Document, which will also contain, among other things, further details of the Scheme.

The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme is not approved or does not become effective. If the Scheme is withdrawn or not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

COSTS OF THE SCHEME

Pursuant to Rule 2.3 of the Takeovers Code, if the Scheme is not approved and the Proposal is either not recommended by the Independent Board Committee, or is not recommended as fair and reasonable by the Independent Financial Adviser, all costs and expenses incurred by the Company and the Offeror in connection with the Scheme will be borne by the Offeror.

If the Proposal is recommended by the Independent Board Committee, and is recommended as fair and reasonable by the Independent Financial Adviser, the Company and the Offeror have agreed that each party will bear their own costs, charges and expenses.

DESPATCH OF SCHEME DOCUMENT

The Company will send to the Shareholders a Scheme Document containing, among other things, further details about the Proposal, a letter from the Board, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the recommendations of the Independent Board Committee and notices to convene the Court Meeting and the SGM together with forms of proxy in relation thereto, as soon as practicable in accordance with the Takeovers Code, the orders of the Court, the Companies Act, and any other applicable laws and regulations.

The Scheme Document will contain important information and the Scheme Shareholders should read the Scheme Document containing such disclosures carefully before casting any vote at (or providing any proxy in respect of) the Court Meeting and/or the SGM. Any voting, acceptance or other response to the Proposal should be made on the basis of information in the Scheme Document or any other document by which the Proposal is made.

THE SCHEME SHARES, MEETING OF THE SCHEME SHAREHOLDERS AND THE SGM

As at the date of this announcement, the Offeror holds 11,974,521,097 Shares, representing approximately 49.74% of the total number of issued Shares, and the Offeror Concert Parties hold 6,138,559,308 Shares, representing approximately 25.50% of the total number of issued Shares, and 1,261,077,748 Series B Convertible Preference Shares, representing 100.00% of the total number of issued Series B Convertible Preference Shares. The Shares held by Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective, while the Shares held by the Offeror and ITOCHU will not form part of the Scheme Shares and will not be cancelled upon the Scheme becoming effective. All of the Offeror Concert Parties will abstain from voting on the Scheme at the Court Meeting. As such, as at the date of this announcement, all Scheme Shareholders (other than Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont) are Disinterested Shareholders, and all of the Scheme Shares (other than those held by Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont) are entitled to be voted on the Scheme at the Court Meeting. The Offeror will undertake to the Court that it will be bound by the Scheme, so as to ensure that it will comply with and be subject to the terms and conditions of the Scheme.

All Shareholders will be entitled to attend the SGM to vote on (a) the special resolution to approve and give effect to the reduction of the issued share capital of the Company by cancelling the Scheme Shares; and (b) the ordinary resolution to (i) approve the increase in the issued share capital of the Company immediately thereafter to the amount prior to the cancellation of the Scheme Shares and apply the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme, credited as fully paid, for issuance to the Offeror; and (ii) authorize any one of the Directors to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme and to apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective. The Offeror and the Offeror Concert Parties have indicated that, if the Scheme is approved at the Court Meeting, the Offeror and the Offeror Concert Parties will vote in favour of the resolution(s) to be proposed at the SGM. As far as the resolution in connection with the special deal relating to the Rollover Arrangement is concerned, only the Disinterested Shareholders can vote thereon.

DISCLOSURE OF DEALINGS

Respective associates (as defined under the Takeovers Code) of the Company and the Offeror (including Shareholders holding 5% or more of any class of relevant securities issued by the Company or the Offeror) are reminded to disclose their dealings in the securities of the Company. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

OVERSEAS SCHEME SHAREHOLDERS

The making of the Proposal to and acceptance of the Proposal by Scheme Shareholders who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Scheme Shareholders are located. Such Scheme Shareholders should inform themselves about and observe any applicable legal or regulatory requirements of their own jurisdictions. It is the responsibility of any overseas Scheme Shareholders wishing to accept the Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any taxes, duties and other amounts required to be paid by the Scheme Shareholders in such jurisdictions. Any acceptance by such Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Company and the Offeror that those local laws and regulatory requirements have been complied with. If you are in doubt as to your position, you should consult your professional advisers.

In the event that the receipt of the Scheme Document by overseas Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the Offeror regards as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror), the Scheme Document may not be despatched to such overseas Shareholders. For that purpose, the Offeror will apply for any waiver(s) as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Scheme Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting the Proposal. It is emphasised that none of the Offeror, the Company, UBS, or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 27 September 2021 pending the issue of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange with effect from 9 a.m. on 4 October 2021.

DEFINITIONS

In this announcement, the following expressions have the meaning set out below unless the context requires otherwise:

“acting in concert”	has the meaning given to it under the Takeovers Code and “concert party” or “concert parties” shall be construed accordingly
“associates”	has the meaning given to it under the Takeovers Code
“Authorisations”	any license, permit, consent, authorisation, permission, clearance or approval of any Governmental Authority or any other person
“Board”	the board of Directors from time to time
“Cancellation Price”	HK\$1.15 for every Scheme Share payable in cash by the Offeror to the Scheme Shareholders pursuant to the Scheme
“Chiaravanont Brothers”	Mr. Phongthep Chiaravanont, a director of CPF, and his brothers, Mr. Manu Chiaravanond and Mr. Manas Chiaravanond, and therefore Offeror Concert Parties

“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	C.P. Pokphand Co. Ltd., a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 43)
“Condition(s)”	the condition(s) of the Proposal, details of which are set out in the section headed “The Proposal – Conditions of the Proposal and the Scheme” in this announcement
“Court”	the Supreme Court of Bermuda
“Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Court at which the Scheme (with or without modification) will be voted upon, or any adjournment thereof
“CPF”	Charoen Pokphand Foods Public Company Limited, a company incorporated in Thailand, and whose shares are listed on The Stock Exchange of Thailand under stock code CPF
“CPF Group”	CPF and its subsidiaries
“CPFI” or “Offeror”	CPF Investment Limited, a company incorporated in the British Virgin Islands, which is a wholly-owned subsidiary of CPF
“Director(s)”	the director(s) of the Company
“Disinterested Shareholder(s)”	the Shareholders other than the Offeror and the Offeror Concert Parties
“Effective Date”	the date on which the Scheme becomes effective in accordance with the Companies Act and the Conditions
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director

“Governmental Authority”	any government of any national or any federation, province or state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality of any country, or any political subdivision thereof, any court, tribunal or arbitrator, and any self-regulatory organisation
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company comprising Mr Cheng Yuk Wo and General Udomdej Sitabutr, being all of the non-executive Directors who are not Offeror Concert Parties, formed for the purpose of advising the Disinterested Shareholders in respect of the Proposal and the Rollover Arrangement
“Independent Financial Adviser”	Ballas Capital Limited, a licensed corporation under the SFO, registered to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, the independent financial adviser to the Independent Board Committee
“ITOCHU”	ITOCHU Corporation, a company incorporated under the laws of Japan, whose shares are listed on the Tokyo Stock Exchange under stock code 8001
“Last Trading Day”	24 September 2021, being the last trading day of the Shares prior to their suspension in trading on the Stock Exchange pending the publication of this announcement
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	28 February 2022

“Mr. Chearavanont”	Mr. Dhanin Chearavanont, the father of Mr. Soopakij Chearavanont (chairman and executive Director of the Company), Mr. Suphachai Chearavanont and Mr. Narong Chearavanont (executive Directors of the Company), and therefore an Offeror Concert Party
“Mr. Kanchanadul”	Mr. Veeravat Kanchanadul, a director of the Offeror and an Offeror Concert Party
“Offeror Concert Parties”	persons acting in concert with the Offeror in relation to the Company as defined under the Takeovers Code, including CPF, ITOCHU, Mr. Kanchanadul, the Chiaravanont Brothers, Mr. Chearavanont and Mr. Meth Jiaravanont
“PRC”	the People’s Republic of China, which, for the purpose of this announcement only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposal”	the proposed privatisation of the Company by the Offeror by way of the Scheme and the withdrawal of the listing of the Shares from the Stock Exchange, in each case, on the terms and subject to the Conditions set out in this announcement
“Rollover Agreement”	the rollover agreement entered into between the Offeror and ITOCHU on 24 September 2021
“Rollover Arrangement”	the arrangement between the Offeror and ITOCHU under the Rollover Agreement
“Scheme”	the scheme of arrangement under section 99 of the Companies Act, for the implementation of the Proposal, involving the cancellation of all the Scheme Shares, with or subject to any modification, addition or condition approved or imposed by the Court or agreed by the Company and the Offeror, and the restoration of the issued share capital of the Company to the amount immediately before the cancellation of the Scheme Shares

“Scheme Document”	the composite scheme document to be despatched by the Company to the Shareholders containing, among other things, further details of the Proposal, a letter from the Board, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the recommendations of the Independent Board Committee and notices to convene the Court Meeting and the SGM together with forms of proxy in relation thereto
“Scheme Record Date”	the record date to be announced for determining entitlements of the Scheme Shareholders under the Scheme
“Scheme Share(s)”	Share(s) held by the Scheme Shareholders
“Scheme Shareholder(s)”	the Shareholder(s) (other than the Offeror and ITOCHU) as at the Scheme Record Date
“Series A Convertible Preference Share(s)”	series A convertible preference shares of par value of US\$0.01 each in the share capital of the Company
“Series B Convertible Preference Share(s)”	series B convertible preference shares of par value of US\$0.01 each in the share capital of the Company
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company to be duly convened and held in accordance with the Company’s bye-laws to consider and vote on, among other things, the necessary resolutions for the implementation of the Proposal, or any adjournment thereof
“SHA”	the shareholders’ agreement entered into between CPF, the Offeror and ITOCHU dated 24 July 2014
“Share(s)”	ordinary share of par value of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning given to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“UBS”	UBS AG (acting through its Hong Kong Branch), a registered institution under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, the financial adviser to the Offeror in relation to the Proposal. UBS AG is incorporated in Switzerland with limited liability
“US\$”	the United States dollar, the lawful currency of the United States of America
“%”	per cent.

In this announcement, amounts denominated in US\$ have been translated into HK\$ at the rate of US\$1 = HK\$7.75. Such conversion rates are for illustration purposes only and should not be construed as representations that the amounts in question have been, could have been or could be converted at any particular rate or at all.

By order of the board of
CPF Investment Limited
Adirek Sripratak
Director

By order of the Board of
C.P. POKPHAND CO. LTD.
Arunee Watcharananan
Director

Hong Kong, 30 September 2021

As at the date of this announcement, the directors of the Offeror are Mr. Min Tieworn, Mr. Veeravat Kanchanadul, Mr. Chingchai Lohawatanakul, Mr. Adirek Sripratak, and Mrs. Arunee Watcharananan, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors in their capacity as Directors) 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 this announcement misleading.

As at the date of this announcement, the directors of CPF are Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Phongthep Chiaravanont, Mr. Suphachai Chearavanont, Mr. Rungson Sriworasat, Professor Dr. Pongsak Angkasith, Pol. Gen. Phatcharavat Wongsuwan, Mrs. Vatchari Vimooktayon, Mr. Vinai Vittavasgarnvej, Professor Dr. Kittipong Kittayarak, Mrs. Arunee Watcharananan, Mr. Prasit Boondoungprasert, Mr. Siripong Aroonratana, Dr. Sujint Thammasart, D.V.M., and Mr. Paisan Chirakitcharern, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors in their capacity as Directors) 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 this announcement misleading.

As at the date of this announcement, the Directors are 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 Vittavasgarnvej, 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 in relation to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors, in their capacity as Directors, 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.