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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT**

2021: No. 344

**IN THE MATTER OF
C. P. POKPHAND CO. LTD.**

AND

**IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 OF
BERMUDA, AS AMENDED**

SCHEME OF ARRANGEMENT

BETWEEN

C. P. POKPHAND CO. LTD.

AND

THE SCHEME SHAREHOLDERS

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 19 November 2021 made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the

Scheme mentioned below) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) proposed to be made between C.P. POKPHAND CO. LTD. (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Wednesday, 15 December 2021 at 10:00 a.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory statement required by section 100 of the Companies Act 1981 of Bermuda (as amended) are part of the composite scheme document which also includes this notice and other information. A copy of the composite scheme document can be obtained by the Scheme Shareholders from the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, as their proxy to attend and vote in their stead. A **PINK** form of proxy for use at the Court Meeting is enclosed with the composite scheme document. The completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if he/she so wishes and in such event, the **PINK** form of proxy previously submitted will be revoked by operation of law.

In the case of joint registered holders of a Scheme Share (as defined in the Scheme), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

The **PINK** form of proxy for use at the Court Meeting, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than 10:00 a.m. (Hong Kong time) on Monday, 13 December 2021 but if it is not so lodged, it may be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it).

By the Order, the Court has appointed Mr. Cheng Yuk Wo, or failing which, any other director of the Company, or failing which, any other person authorized by the Board, to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting (or a person duly authorised by the chairman of the Court Meeting) to report the results of the Court Meeting to the Court.

The Scheme is subject to the subsequent sanction of the Court.

Dated: 23 November 2021

By order of the Court
Appleby (Bermuda) Ltd
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
Attorneys for the Company

Notes:

1. For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 9 December 2021. A subsequent purchaser of Shares will need to obtain a proxy form from the transferor if he or she wishes to attend or vote at the Court Meeting.
2. In line with the prevailing practices and guidelines on the prevention of COVID-19, the Company may, depending on the development with regard to COVID-19, implement additional precautionary measures at the Court Meeting which may include without limitation:
 - (a) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the Court Meeting;
 - (b) there will be compulsory body temperature screening for all persons before entering the venue of the Court Meeting;
 - (c) attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the Court Meeting; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the venue of the Court Meeting or be required to promptly leave the venue of the Court Meeting;

- (d) no refreshments will be provided to attendees; and
 - (e) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the Court Meeting as may be necessary to avoid over-crowding.
3. If any participant declines to comply with any of the abovementioned measures, the Company reserves the right to deny such person to enter into the venue or to request him/her to leave the venue. Any person who has been denied entry into the Court Meeting venue will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.
 4. The Company reminds all Shareholders that physical attendance in person at the Court Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Court Meeting as their proxy to vote on the relevant resolution(s) instead of attending the Court Meeting in person by completing and returning the **PINK** form of proxy enclosed with the composite scheme document.
 5. The Company shall follow the latest directions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and implement further precautionary measures as and when necessary.
 6. If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by typhoons is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 8:00 a.m. on the date of the Court Meeting, the Court Meeting will be adjourned. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and venue of the rescheduled Court Meeting.

As at the date of this notice, 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).