

Criteria for the shareholders to propose an annual general shareholders' meeting agenda and a qualified candidate for directorship

In order to provide the equitable treatment to shareholders, Charoen Pokphand Foods Public Company Limited provides shareholders an opportunity to propose, in advance, matters to be included in an annual general shareholders' meeting agenda (AGM agenda) and a qualified candidate to be nominated for directorship, with reference to the criteria below.

1. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidate for directorship must possess the following qualifications;

- 1.1 be the Company's shareholder, with continuously holding minimum shares of not less than 5% of total number of the voting rights either for one shareholder or combined shareholders, and has continuously held shares at least 12 months until the date the shareholder proposes an AGM agenda or a qualified candidate for directorship, and
- 1.2 must have the evidence of shares held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Proposal of the AGM Agenda

- 2.1 The proposal that will not be included as the AGM agenda
 - (1) Matter relating to normal business of the Company
 - (2) Matter that is beyond authority of the Company
 - (3) Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10% of total number of the voting rights, provided that the facts of said matters have not yet changed significantly
 - (4) Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
 - (5) Matter unlike to benefit the Company
 - (6) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
 - (7) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
 - (8) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company
 - (9) Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company.
 - (10) Matter already undertaken by the Company
- 2.2 Procedure to propose an AGM Agenda
 - (1) The shareholder who possesses qualifications according to Item 1 above must fill in the "Proposed Agenda Form for Annual General Shareholders' Meeting for the Year 2012" ("Form A") with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in **Form A** and sign their names as evidence separately and gather into one set.
 - (2) Shareholder must enclose the following documents with **Form A**
 - (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd.

(b) *In case shareholder is an individual*

- A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.

In case shareholder is a juristic person:

- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
- A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

- (3) Shareholder may send **Form A** together with the required documents to the Company unofficially via csoffice@cpf.co.th before submitting the original copy via registered mail to:-

Company Secretary Office
Charoen Pokphand Foods Public Company Limited
15th Floor C.P. Tower, 313 Silom Road, Silom,
Bangrak, Bangkok 10500

within December 31, 2011. The Company Secretary will initially review the accuracy and completeness of Form A and the required documents for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the annual general shareholders' meeting.

3. The Nomination of a Qualified Candidate for Directorship

- 3.1 The shareholder who possesses qualifications according to Item 1 above must fill in the "Nominated Qualified Candidate for Directorship Form" ("**Form B**") with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in **Form B** and sign their names as evidence separately.
- 3.2 The proposed candidate must fill in the "Resume of Proposed Candidate for Directorship" ("**Form C**") with his/her signature.
- 3.3 Shareholder must enclose the documents as mentioned in 2.2 (2) together with the supporting document of candidate's qualification, i.e. a copy of identity card/ government officer identity card or passport, education and work experience (Curriculum Vitae).
- 3.4 Shareholders may send **Form B** and **Form C** together with the required documents to the Company unofficially via csoffice@cpf.co.th before submitting the original copy via registered mail to:-

Company Secretary Office
Charoen Pokphand Foods Public Company Limited
15th Floor C.P. Tower, 313 Silom Road, Silom,
Bangrak, Bangkok 10500

within December 31, 2011. The above nomination of a qualified candidate for directorship shall meet scrutiny by the Remuneration and Nominating Committee before further submission to the Board of Directors for consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as "proposed by shareholders" in the notice to shareholders.

The Company has the rights to consider the proposal to be included as AGM agenda only the agenda items that benefit to the Company and shareholders as whole and comply with the related laws and regulations.

**Proposed Agenda Form for the Annual General Shareholders' Meeting for the Year 2012
(Form A)**

(1) Name

 Address

 Telephone

 Facsimile

(2) Number of shares held in CPF shares as of

(3) Proposed Agenda

 Objectives

 Facts and Reasons

 Comments

Signed Shareholder
(.....)
Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - (1) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
 - (2) In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that shareholder.
 In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.
2. In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.

**Nominated Qualified Candidate for Directorship Form
(Form B)**

- (1) Name
- Address
-
- Telephone
- Facsimile
- (2) Number of shares held in CPF shares as of

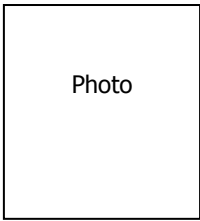
I/We would like to nominate (Mr./Mrs./Miss/.....) as a qualified candidate for directorship of Charoen Pokphand Foods Public Company Limited. Such person has made his/her consent and certify that information disclosed in the attached "Resume of Proposed Candidate for Directorship" and other support documents is true and authentic in all respects.

Signed Shareholder
(.....)
Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - (1) The Resume of Proposed Candidate for Directorship which has been completely filled in and signed by a qualified candidate.
 - (2) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
 - (3) In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that shareholder.

In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.
2. In case shareholders have unified to nominate a qualified candidate for directorship, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.



**Resume of Proposed Candidate for Directorship
(Form C)**

1. Name _____

Nationality _____

Date of Birth _____ **Age** _____ **Years**

(please enclose a certified true copy of a copy of identity card/ government officer identity card/ passport)

Address _____

Telephone _____

Occupation / Office _____

Education (please enclose a certified true copy of academic qualification certificates)

| Year | Institution | Major |
|-------|-------------|-------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Working Experiences (please enclose a certified true copy of Curriculum Vitae)

| Year | Company | Position |
|-------|---------|----------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Number of CPF's securities held

Common shares _____ shares

Debentures Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units

Marital Status

Spouse _____ No. of shares held in CPF _____ shares

Children 1. _____ Age __ Years, No. of shares held in CPF _____ shares

2. _____ Age __ Years, No. of shares held in CPF _____ shares

3. _____ Age __ Years, No. of shares held in CPF _____ shares

Having direct and/or indirect interests in CPF, subsidiaries and associated companies

(Please specify nature of the transaction and characteristics of such interests, including transaction value)

Shareholding and being a director of subsidiaries, associated companies and related companies of CPF (In case of shareholding, please specify company's names, number of shares held, percentage of total number of the voting rights or in case of being a director, please specify Company's name)

Shareholding, being a partner in partnership, or being a director of the company which operates the same nature of business as and is in competition with the business of CPF and/or subsidiaries (Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)

2. I (Mr./Mrs./Miss/____) _____, acknowledge and give the consent of being nominated for appointment as the Company's director, and certify that the information provided above is true and supporting documents submitted herewith are true and correct. I also certify that my qualifications are met, and having no prohibited characteristics as stipulated by Public Company Limited Act, Securities and Exchange Act, Notifications of competent authorities and other related regulations.

Signed _____ Candidate
(_____)
Date _____