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Bor Mor Jor. Jor Por Or. 035/2015

April 22, 2015

Re : Resolutions of the Annual General Shareholders' Meeting No. 1/2015  
Attn : President  
The Stock Exchange of Thailand

Charoen Pokphand Foods Public Company Limited would like to inform that the Annual General Shareholders' Meeting No. 1/2015 convened on April 22, 2015 passed the resolutions as follows:

1. Adoption of the Minutes of the Extraordinary General Shareholders' Meeting No. 1/2014 held on July 10, 2014. The voting results were as follows:
  - Approved 5,267,514,223 votes, equal to 99.99% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 25,600 votes and Abstained 40,174,060 votes.
2. Acknowledgement of the report on the Company's operating results for the year 2014
3. Approval of the statements of financial position and the statements of income for the year ended December 31, 2014. The voting results were as follows:
  - Approved 5,268,195,423 votes, equal to 99.99% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 39,000 votes and Abstained 42,578,000 votes.
4. Approval of no appropriation of profit as an additional legal reserve, and approval of dividend payment from the Company's operating results of the year 2014 at Baht 0.75 per share in total. In this regard, the Company already distributed the first dividend payment to shareholders as an interim dividend at Baht 0.30 per share on September 12, 2014. Therefore, the remaining dividend for the second dividend payment shall be at Baht 0.45 per share for 7,742,941,932 ordinary shares, which have the rights to receive the dividend, totaling Baht 3,484,323,869.40. The details of the second dividend payments are as follows:
  - (1) The dividend of Baht 0.10 per share, totaling Baht 774,294,193.20, will be paid from dividends received from the Company's subsidiaries. Such dividends were appropriated from the taxable profits of the subsidiaries, which are subject to 23% corporate income tax; and
  - (2) The dividend of Baht 0.35 per share, totaling Baht 2,710,029,676.20, will be derived from dividends which the Company received from its subsidiaries. Such dividends were appropriated from the taxable profits of the subsidiaries, which are subject to 20% corporate income tax.Therefore, recipients who receive dividends stated in clause (1) and (2) are subject to withholding tax according to rules and conditions of the Revenue Code. However, recipients who are natural persons shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code.

In this regard, the record date for the right to receive the dividend is set on April 30, 2015 and the share register book shall be closed on May 6, 2015 for Thailand Securities Depository Co., Ltd. to collect the shareholders' names in compliance with Section 225 of the Securities and Exchange Act B.E. 2535. Additionally, the dividend payment will be made on May 21, 2015. The voting results were as follows:

  - Approved 5,271,003,493 votes, equal to 99.99% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 27,160 votes and Abstained 40,023,000 votes.
5. Approval of the re-appointment of 5 directors, whose terms were due on the date of this Annual General Shareholders' Meeting No. 1/2015, namely Mr. Dhanin Chearavanont, Mr. Prasert Poongkumarn, Professor Dr. Athasit Vejjajiva, Emeritus Professor Supapun Ruttanaporn and Mr. Phongthep Chiaravanont, be directors of the Company for another term, with the following voting results:
  - 1) Mr. Dhanin Chearavanont
    - Approved 4,447,236,654 votes, equal to 84.37% of the total number of votes of shareholders who attend the meeting and cast their votes.
    - Objected 824,129,287 votes and Abstained 40,009,700 votes.

- 2) Mr. Prasert Poongkumarn
  - Approved 5,006,018,358 votes, equal to 94.97% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 265,347,523 votes and Abstained 40,009,760 votes.
- 3) Professor Dr. Athasit Vejjajiva
  - Approved 5,066,983,332 votes, equal to 96.12% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 204,384,109 votes and Abstained 40,008,200 votes.
- 4) Emeritus Professor Supapun Ruttanaporn
  - Approved 5,266,222,332 votes, equal to 99.90% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 5,145,109 votes and Abstained 40,008,200 votes.
- 5) Mr. Phongthep Chiaravanont
  - Approved 5,014,917,418 votes, equal to 95.15% of the total number of votes of shareholders who attend the meeting and cast their votes.
  - Objected 255,483,023 votes and Abstained 40,975,200 votes.

6. Approval of the remuneration of directors for the year 2015 at the same rate as those of the year 2014 as follows:

1) Monthly remuneration

Chairman	200,000 Baht per month
Vice Chairman	150,000 Baht per month
Director	100,000 Baht per month

2) Special remuneration of entire Board of Directors at the rate of 0.50% of the annual dividend of each year. The special remuneration will be allocated to each director at the discretion of the Board of Directors.

Nonetheless, any director being the Company's employee or holding a position as a member of audit committee shall receive the director's remuneration as above mentioned in addition to his/her salary as employee or remuneration as member of audit committee, as the case may be.

The voting results were as follows:

- Approved 5,013,517,428 votes, equal to 94.39% of the total number of votes of shareholders who attend the meeting.
- Objected 238,867,106 votes and Abstained 40,029,360 votes.

In this agenda, there were 18,973,709 shares had no right to vote.

7. Approval of the appointment of Mrs. Munchupa Singsuksawat, C.P.A. (Thailand) Registration No. 6112, Mr. Charoen Phosamritlert, C.P.A (Thailand) Registration NO. 4068 and Mr. Veerachai Ratanajaratkul, C.P.A. (Thailand) Registration No. 4323 of KPMG Phoomchai Audit Ltd. be the auditors of the Company for the year 2015, whereby any of the appointed auditors shall have the authority to audit and express their opinions on the financial statements of the Company. In addition, the shareholders approved the annual audit fee of Baht 3,290,000 for the annual audit and quarterly review of the separate financial statements and the consolidated financial statements of the Company for the year 2015. The voting results were as follows:

- Approved 5,025,029,630 votes, equal to 98.29% of the total number of votes of shareholders who attend the meeting and cast their votes.
- Objected 87,428,578 votes and Abstained 199,001,240 votes.

8. Approval of the acquisition of investment in C.P. Cambodia Co., Ltd. from connected person by a subsidiary. The voting results were as follows:

- Approved 1,707,265,319 votes, equal to 96.42% of the total number of votes of shareholders who attend the meeting and have the rights to vote.
- Objected 22,073,900 votes and Abstained 41,312,855 votes

In this agenda, there were 3,540,836,190 shares had no right to vote.

Please be informed accordingly.

Sincerely yours,

Patchara Chartbunchachai

(Miss Patchara Chartbunchachai)

Company Secretary