

**Agenda for the Extraordinary General Shareholders' Meeting No. 1/2014
Charoen Pokphand Foods Public Company Limited**

Item 1 To adopt the Minutes of the Annual General Shareholders' Meeting No. 1/2014

Facts and Reasons

The Annual General Shareholders' Meeting No. 1/2014 was held on April 25, 2014. A copy of the minutes of the Meeting was distributed, as per Attachment 2.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the said minutes should be adopted at the Shareholders' Meeting.

Item 2 To approve the acquisition of entire investment in Kaifeng Chia Tai Co., Ltd. from connected person

Facts and Reasons

C.P. Pokphand Co., Ltd. ("CPP")¹ engages in production and sale of animal feed and processed meat in China as well as an integrated livestock and aquaculture businesses in Vietnam. Kaifeng Chia Tai Co., Ltd. ("Kaifeng") engages in production and sale of animal feed in China. This transaction will allow the group of CPP to increase its feed production capacity in China and further reinforce the Group's leading position in the feed industry in China. Chia Tai (China) Investment Co., Ltd. ("CTCI"), a subsidiary of CPP, wishes to purchase entire investment in Kaifeng from Chia Tai (China) Agro-Industrial Ltd. ("CTA") at the total consideration of RMB 311 million or approximately THB 1,642 million.²

The acquisition of entire investment in Kaifeng from CTA by CTCI is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 as of November 19, 2003 and additional amendments (the "Rules on Connected Transactions").

Under the Rules on Connected Transactions, the Company is required to disclose information concerning the entry into the transaction by its subsidiary to the Stock Exchange of Thailand, and take other necessary actions as prescribed by the Rules on Connected Transactions, and has a duty to propose the transaction to the meeting of the shareholders of the Company for consideration and approval, as the size of the acquisition of entire investment in Kaifeng from CTA is greater than 3% of net tangible assets of the Company and its subsidiaries based on the latest reviewed financial statements as of March 31, 2014. The Board of Directors therefore proposes this transaction to Extraordinary General Shareholders' Meeting No. 1/2014 for further consideration and approval.

(Details of the transaction are in Attachment 3, 4, and 5 - Information Memorandum Concerning the Connected Transactions disclosed pursuant to Clause 16 Transaction 1 and Clause 20 of the Notification of the Stock Exchange of Thailand and the Independent Financial Advisor Report)

Board's Opinion

The Board of Directors considered and viewed that the acquisition of entire investment in Kaifeng is reasonable and beneficial to the Company and shareholders of the Company since it will allow the Company to increase its feed production capacity in China and expand its business in Henan Province, which is high potential market, and further reinforce the Group's leading position in feed industry in China. The Board of Directors is of the opinion that the meeting of shareholders should consider and approve CTCI to acquire the entire investment in Kaifeng, which is considered an entry into a connected transaction under the Rules on Connected Transactions.

Resolution

This matter shall be passed by an affirmative resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the shareholders who have a conflict of interest, whose names appear in Clause 7 of Attachment 4.

¹ A subsidiary of CPF in which CPF directly and indirectly held 70.85% of its total issued common shares

² For reference purpose, the exchange rate is THB 5.28125 = RMB 1

Item 3 To approve the disposal of entire investment in Rapid Thrive Limited to connected person

Facts and Reasons

Rapid Thrive Limited ("Rapid Thrive"), a wholly owned subsidiary of CPP, registered and incorporated in British Virgin Islands, is an investment holding company. Currently, Rapid Thrive invests in Ek Chor Investment Co., Ltd. ("Ek Chor") which invests 55% in Luoyang Northern Ek Chor Motorcycle Co., Ltd. ("Luoyang"), a jointly-controlled entity of Ek Chor. Luoyang engages in manufacture and sale of motorcycle in China. CPP will dispose the entire investment in Rapid Thrive (comprises all share held in Rapid Thrive and shareholder's loan to Rapid Thrive) at the total consideration of USD 49.5 million or approximately THB 1,618 million³ to CT Bright Holding Limited ("CT Bright"). The transaction will allow the Group to apply the proceeds from the disposal on its core businesses and to focus its resources.

The disposal of entire investment in Rapid Thrive to CT Bright is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 as of November 19, 2003 and additional amendments (the "Rules on Connected Transactions").

Under the Rules on Connected Transactions, the Company is required to disclose information concerning the entry into the transaction by its subsidiary to the Stock Exchange of Thailand, and take other necessary actions as prescribed by the Rules on Connected Transactions, and has a duty to propose the transaction to the meeting of the shareholders of the Company for consideration and approval, as the size of the disposal of entire investment in Rapid Thrive to CT Bright is greater than 3% of net tangible assets of the Company and its subsidiaries based on the latest reviewed financial statements as of March 31, 2014. The Board of Directors therefore proposes this transaction to Extraordinary General Shareholders' Meeting No. 1/2014 for further consideration and approval.

(Details of the transaction are in Attachment 3, 4, and 5 - Information Memorandum Concerning the Connected Transactions disclosed pursuant to Clause 16 Transaction 2 and Clause 20 of the Notification of the Stock Exchange of Thailand and the Independent Financial Advisor Report).

Board's Opinion

The Board of Directors considered and viewed that the disposal of entire investment in Rapid Thrive is reasonable and beneficial to the Company and shareholders of the Company as it is in accordance with the policy of the Company aiming to invest in the core business and relating businesses. The proceeds from the disposal will be reserved for investment in agro-industrial business which is the core business of the Company. The Board of Directors is of the opinion that the meeting of shareholders should consider and approve CPP to dispose the entire investment in Rapid Thrive, which is considered an entry into a connected transaction under the Rules on Connected Transactions.

Resolution

This matter shall be passed by an affirmative resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the shareholders who have a conflict of interest, whose names appear in Clause 7 of Attachment 4.

Item 4 To respond to the queries

³ For reference purpose, the exchange rate is THB 32.68 = USD 1