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C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**VOLUNTARY ANNOUNCEMENT - SALE OF CONVERTIBLE PREFERENCE
SHARES BY A CONTROLLING SHAREHOLDER**

This announcement is made by C.P. Pokphand Co. Ltd. (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Company has been informed by its controlling shareholder Orient Success International Limited (“OSIL”) that it has entered into conditional agreements for the placement of certain convertible preference shares of US\$0.01 each in the capital of the Company (“CPS”):-

1. OSIL will place with Burnside Asia Holdings Limited, an affiliate of Carlyle Asia Partners III L.P. (“Carlyle”) 2,270,916,667 CPS (the “Carlyle Shares”). Following the closing of this transaction, the board of directors of the Company (the “Board”) will invite a person designated by Carlyle to join the Board.
2. OSIL will place with certain other independent investors a further 385,243,902 CPS.

The above transactions will, upon completion, result in a placement by OSIL of an aggregate of 2,656,160,569 CPS (the “Placement Shares”), each of which is convertible into one ordinary share of US\$0.01 in the capital of the Company (“Ordinary Share”). As of the date of this announcement, the issued share capital of the Company comprises 5,614,489,364 Ordinary Shares and 6,902,451,953 CPS in aggregate. The 2,656,160,569 Ordinary Shares into which the Placement Shares can be converted represent, on a fully diluted basis, approximately 13.23% (of which the 2,270,916,667 Ordinary Shares into which the Carlyle Shares can be converted will represent approximately 11.31%) of the total number of Ordinary Shares in issue assuming full exercise of all of the 647,544,243 outstanding share options granted under the Company’s share option scheme, full conversion of all CPS currently outstanding, and full issuance of and conversion of the additional 6,907,351,681 CPS to be issued by the Company to OSIL upon full repayment of certain balances owed by OSIL and/or its affiliates to the Company and/or its subsidiaries (and approximately 20.18% of the total number of Ordinary Shares in issue assuming full exercise of the outstanding share options and full conversion of all CPS currently outstanding). Under the terms of the CPS, conversion of CPS into Ordinary Shares would not be permitted if the Company cannot meet the public float requirement under the Listing Rules.

By Order of the Board
Robert Ping-Hsien Ho
Director

Hong Kong, 8 July 2010

As at the date of this announcement, the Board comprises nine executive directors, namely, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Meth Jiaravanont, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Bai Shanlin, Mr. Suphachai Chearavanont and Mr. Robert Ping-Hsien Ho, and three independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.