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## **C.P. POKPHAND CO. LTD.**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 43)

### **VOLUNTARY ANNOUNCEMENT – COMPLETION OF SALE OF CONVERTIBLE PREFERENCE SHARES BY A CONTROLLING SHAREHOLDER**

Reference is made to the announcement of C.P. Pokphand Co. Ltd. (the “Company”) dated 8 July 2010 (the “Previous Announcement”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Previous Announcement.

The Company has been informed by OSIL that completion of the sale of the Placement Shares to Carlyle and certain other investors took place on 22 July 2010.

In addition to the sale of the Placement Shares, the Company has also been informed by OSIL that it has completed the sale to D. E. Shaw Composite Portfolios, L.L.C. (“DES”) of 259,533,333 additional CPS from OSIL resulting in DES and its affiliates holding an aggregate of 1,020,508,933 CPS (the “DES Shares”), each of which is convertible into one Ordinary Share. The 1,020,508,933 Ordinary Shares into which the DES Shares can be converted represent, on a fully diluted basis, approximately 5.08% of the total number of Ordinary Shares in issue assuming full exercise of all of the 647,544,234 outstanding share options granted under the Company’s share option scheme and full conversion of all CPS currently outstanding and of all 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.

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. 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, 22 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.*