



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROXY FORM FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of US\$0.01 each in the capital of C.P. POKPHAND CO. LTD. (the "Company") hereby appoint the Chairman of the Annual General Meeting (the "Meeting") or³ _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at the Boardroom, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 June 2011 at 9:00 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting, or at any adjournment thereof, to vote for me/us and in my/our name(s) as indicated below in respect of the resolutions set below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and reports of directors and independent auditors of the Company for the year ended 31 December 2010.		
2.	To declare a final dividend for the year ended 31 December 2010.		
3.	a) To re-elect Mr. Suphachai Chearavanont as a Director.		
	b) To re-elect Mr. Robert Ping-Hsien Ho as a Director.		
	c) To re-elect Mr. Patrick Thomas Siewert as a Director.		
	d) To re-elect Mr. Sombat Deo-isres as a Director.		
	e) To re-elect Mr. Sakda Thanitcul as a Director.		
4.	To authorise the Board of Directors to fix the remuneration of the Directors.		
5.	To re-appoint Ernst & Young as Auditors and authorise the Board of Directors to fix the remuneration of Auditors.		
6A.	To grant to the Board of Directors a general mandate to allot, issue and otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company.		
6B.	To grant to the Board of Directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company.		
6C.	To extend the share allotment mandate by the addition thereto of the Company repurchased by the Company.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
7.	To approve the reduction of share premium of the Company.		

Dated this _____ day of _____ 2011

Signature⁵ _____

Notes :

- Full name(s) and address(es) to be inserted in block capitals. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is appointed, strike out "the Chairman of the Annual General Meeting (the "Meeting") or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- IMPORTANT: If you wish to vote for a Resolution, place a "✓" in the box marked "FOR". If you wish to vote against a Resolution, place a "✓" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the Meeting and on any resolutions which have been properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person so authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- For the purpose of ascertaining entitlement to the final dividend, the register of members of the Company will be closed from Monday, 13 June 2011 to Wednesday, 15 June 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the proposed final dividend for the year ended 31 December 2010, all share transfer forms, accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 10 June 2011.