



# C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

## PROXY FORM FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of US\$0.01 each in the capital of C.P. POKPHAND CO. LTD. (the "Company") hereby appoint the chairman of the Special General Meeting (the "Meeting") or<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Friday, 22 July 2011 at 10:00 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 out below or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS |  | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------|--|------------------|----------------------|
| 1.                   | To approve the Acquisition Agreement, the issue of the New Ordinary Shares and the New Convertible Preference Shares.                                    |                  |                      |
| 2.                   | To grant a specific mandate for the allotment and issue of the New Ordinary Shares, the New Convertible Preference Shares and the CPS Conversion Shares. |                  |                      |
| 3.                   | To approve the Revised Master CPP Supply Agreement and the Revised Master CPP Purchase Agreement and the related annual caps.                            |                  |                      |
| SPECIAL RESOLUTIONS  |  | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
| 4.                   | To approve the increase in the authorised share capital of the Company.  |                  |                      |
| 5.                   | To approve the amendments of the Bye-Laws.   |                  |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature<sup>5</sup> \_\_\_\_\_

### 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 Special 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 registrars in Hong Kong, Computershare Hong Kong Investor 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.