



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ share(s) of US\$0.01 each in the share capital of C.P. POKPHAND CO. LTD. (the "Company"), hereby appoint the CHAIRMAN OF THE MEETING or _____ of _____ as my/our proxy ^(note 3) to attend and vote for my/our behalf in my/our name(s) at the the annual general meeting of the Company to be held at Peak Suite, 45/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 June 2012 at 10:00 a.m. (or at any adjournment thereof) (the "Meeting") in respect of the resolutions set out in the notice of the Meeting as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 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 2011.		
2.	To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2011.		
3.	a) To re-elect Mr. Dhanin Chearavanont as an executive director.		
	b) To re-elect Mr. Adirek Sripratak as an executive director.		
	c) To re-elect Mr. Soopakij Chearavanont as an executive director.		
	d) To re-elect Mr. Sooksunt Jiumjaiswanglerg as an executive director.		
	e) To re-elect Mr. Anan Athigapanich as an executive director.		
	f) To re-elect Mrs. Arunee Watcharananan as an executive director.		
	g) To re-elect Mr. Ma Chiu Cheung, Andrew as an independent non-executive 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 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 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 issue mandate by the addition thereto of the issued share capital of the Company repurchased by the Company.		
7A.	To adopt the new share option scheme of the Company.		
7B.	To terminate the existing share option scheme of the Company.		

Date: _____ 2012 Signature^(note 5) _____

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 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.