

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	C.P. Pokphand Co. Ltd.
Date Submitted	01/08/2012

I. Movements in Authorised Share Capital

1.	Orc	linary	Shares	

(1) Stock code : <u>00043</u> Descrip	tion : Ordinary Shares				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	36,000,000,000	US\$0.01	US\$360,000,000		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	36,000,000,000	US\$0.01	US\$360,000,000		
(2) Stock code : <u>N/A</u> Descri	ption :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

2. Series A Convertible Preference Shares

Stock code :	eription :	tion : Series A Convertible Preference Shares				
			No. of preference shares		Authorised share capital (State currency)	
Balance at close of	20,000,0	20,000,000,000		US\$200,000,000		
Increase/(decrease)		N	Nil		Nil	
Balance at close of	the month	20,000,0	000,000	US\$0.01	US\$200,000,000	

3. Series B Convertible Preference Shares

Stock code : <u>N/A</u> Desc		Descri	iption : Series		B Convertible Preference Shares			
			No. of preference shares		Par value (State currency)		thorised share capital <i>ate currency</i>)	
Balance at close of	preceding m	onth	4,000,0	00,000	US\$0.01	US\$	640,000,000	
Increase/(decrease)			N	il			Nil	
Balance at close of	the month		4,000,0	00,000	US\$0.01	US\$	540,000,000	

4. Other Classes of Shares

Stock code : N/A	Description :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	onth		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month :

US\$600,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of Series A Convertible	No. of other classes of shares	
	(1)	(2)	Preference Shares	Preference Shares	
Balance at close of preceding month	16,987,835,710	N/A	4,436,457,288	3,261,077,748	N/A
Increase/ (decrease) during the month	NIL	N/A	NIL	NIL	N/A
Balance at close of the month	16,987,835,710	N/A	4,436,457,288	3,261,077,748	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme (26/11/2002) / 1 (Ordinary Nil Nil Nil Nil Nil 647,544,234 shares (Note 1) 2. N/A / 1) shares (Note 1) 3. N/A / /) (shares (Note 1) Total A. (Ordinary shares) NIL (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) NIL

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal val nominal close of value preceding m	f du	xercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A						
(/ /)	·			<u> </u>		
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A	(,,,)					
· · · · ·	· ·					
(/ /) Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)	· ·					
(f_1)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
		Total B.	(Ordir	nary shares)	N/A	
		iotai D.		ence shares)	N/A N/A	
				Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

amount	Amount at close of preceding month	Converted during the month	Amount at close of the month	issuer issued during the month pursuant thereto	which may be issued pursuant thereto as at close of the month
atotanang			01 010 1110 1111		
	4.436.457.288		4,436,457,288		
N/A		-		-	4,436,457,288
N/A					
	<u> </u>				
25/01/2010)					
	3.261.077.748		3.261.077.748		
N/A		_		_	3,261,077,748
N/A					- , - , - , - ,
unitary private	<u> </u>				
22/07/2011)					
11)					
/ /)					
.,)	To	otal C. (Ordir	nary shares)	N/A	
		(Prefere	ence shares)	N/A	
		(0	Other class)	N/A	
	N/A N/A dinary Share Series A Cl werts into or dinary Share 25/01/2010) N/A N/A dinary Share Series B Cl werts into or dinary Share 22/07/2011)	4,436,457,288 N/A Series A CPS verts into one	4,436,457,288 N/A Series A CPS N/A	4,436,457,288 4,436,457,288 N/A Series A CPS - dinary Shares - Series A CPS Series A CPS - Series A CPS vverts into one - - dinary Share - - 25/01/2010) - - 1 3,261,077,748 3,261,077,748 N/A Series B CPS - N/A Series B CPS - N/A Series B CPS - Series B CPS - Series B CPS verts into one - - dinary Shares - - 22/07/2011) - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - -	4,436,457,288 4,436,457,288 N/A Series A CPS NVA Series A CPS Series A CPS Series A CPS verts into one 3,261,077,748 3,261,077,748 3,261,077,748 N/A Series B CPS N/A Series B CPS N/A Series B CPS Verts into one dinary Shares Series B CPS verts into one dinary Share 22/07/2011)

Full particulars including EGM approval date (dd/mm/yyyy),	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto
if applicable, and class of shares issuable:	uleieto	as at close of the month
1. <u>N/A</u>		
Ordinary shares (Note 1)		
_ ,,,,,,		
2. <u>N/A</u>		
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	Other Movemen	ts in Issued Share Capital				
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date:	N/A)	
			(dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
1						

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares redeemed (<i>Note 1</i>)	N/A			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (<i>Note 1</i>)	N/A			
8.	Consideration At price : State currency	Issue and allotment date : (dd/mm/yyyy)				
		EGM approval date: (dd/mm/yyyy)				
		Class of shares issuable (Note 1)	N/A			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

	Class of shares N/A issuable (Note 1)
10. Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy) (/ /)
	EGM approval date: (dd/mm/yyyy) (/ /)
	Total E. (Ordinary shares) NIL
	(Series A Convertible Preference shares) NIL
	(Series B Convertible Preference shares) NIL
	(Other class) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in Series A convertible preference shares during the month (i.e. Total of A to E):	-	NIL
Total increase / (decrease) in Series B convertible preference shares during the month (i.e. Total of A to E):	-	NIL
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: Lau Wing Yuen .
Title: Company Secretary (Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.