

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyy	(y): 31/0	8/2012		
To: Hong Kong Exchanges and Cle	earing Limited	I		
Name of Issuer	C.P. Pokphand Co. Ltd.			
Date Submitted	03/09/2012			
I. Movements in Authorised Share (Capital			
1. Ordinary Shares				
(1) Stock code :00043De	escription:	Ordinary	Shares	
		ordinary ares	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	36,000,000,000		US\$360,000,000
(2) Stock code : N/A Des	scription:			
		ordinary ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month				
increase/(decrease)				
Balance at close of the month	,			

US\$600,000,000

2. Series A Convertible Preference Shares				
Stock code : N/A Descrip	ption: Series	A Convertible	Preference Shares	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	20,000,000,000	US\$0.01	US\$200,000,000	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	20,000,000,000	US\$0.01	US\$200,000,000	
3. Series B Convertible Preference Share	es		· · · · · · · · · · · · · · · · · · ·	
Stock code : N/A Descrip	otion: Series	B Convertible	Preference Shares	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	4,000,000,000	<u>US\$0.01</u>	US\$40,000,000	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	4,000,000,000	US\$0.01	US\$40,000,000	
4. Other Classes of Shares				
Stock code : N/A Descrip	otion:			
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)		-		
Balance at close of the month				

Total authorised share capital at the end of the month:

II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of Series A Convertible	No of Series B 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)Ordinary Nil Nil Nil Nil Nil 647,544,234 shares (Note 1) 2. N/A 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 No. of new No. of new shares of shares of issuer which issuer issued may be issued during the pursuant thereto as at Currency of Nominal value at Exercised Nominal value month Description of warrants close of nominal during the at close of the pursuant close of the (Date of expiry - dd/mm/yyyy) value preceding month month month thereto month 1. N/A) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A 1. 1 Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ / _) Total B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

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

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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
Series A Convertible	outstanding	month	month	or the month	thereto	month
Preference Shares						
("Series A CPS")		4,436,457,288		4,436,457,288		
	N/A	Series A CPS	-	Series A CPS	_	4,436,457,288
Stock code (if listed)	N/A					_1,130,137,200
Class of shares						
issuable (Note 1)	Ordinary Share					
	One Series A CI					
Subscription price	converts into on Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy))	(25/01/2010)	.				
2. Series B Convertible						
Preference Shares	-					
("Series B CPS")		3,261,077,748		3,261,077,748		
	N/A	Series B CPS	-	Series B CPS	-	3,261,077,748
Stock code (if listed)	N/A				-	
Class of shares	0 1' 01					
issuable (Note 1)	Ordinary Share One Series B CP					
	converts into on					
Subscription price	Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(22/07/2011)					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price				-		
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	_					
Stock code (if listed)		-				
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						7
(dd/mm/yyyy)	(/ /)					
	(' ')		al C. (Ordin	ary shares)	N/A	
		100		nce shares)	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)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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		
		9
Ordinary shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
2 27/4		
3. <u>N/A</u>		
(/ /)		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	

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

	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 (Note 1)	N/A			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	N/A	_		
8.	Consideration issue	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)	(/ /)		

	Class of shares issuable (Note 1)	J/A	
10. Other (Please specify) At price: State currency	Issue and allotment date: (dd/mm/yyyy) (/	/)	
	EGM approval date: (dd/mm/yyyy) (/	/)	
	T. (1. (0.1)	_	NIII.
	(Series A Convertible Preferent (Series B Convertible Preferent		NIL NIL NIL N/A
Total increase / (decrease) in ordinary shares during the	ne month (i.e. Total of A to E):	(1)	NIL
		(2)	N/A
Total increase / (decrease) in Series A convertible pref (i.e. Total of A to E):			NIL
Total increase / (decrease) in Series B convertible pref (i.e. Total of A to E):	ference shares during the month		NIL
Total increase / (decrease) in other classes of shares du		The second secon	N/A
(These figures should be the same as the relevant figure	res under II above ("Movements	s in Issued Sha	re Capital").)

Remarks (if any):
Submitted by: <u>Lau Wing Yuen</u> .
Title: Company Secretary (Director, Secretary or other duly authorised officer)
Notes:

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

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2.