

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy | /): <u>31/12/2012</u> | | | | | |
|-------------------------------------|---------------------------|----------------------------------|---|--|--|--|
| To: Hong Kong Exchanges and Clea | ring Limited | | | | | |
| Name of Issuer | C.P. Pokphand Co. Ltd. | | | | | |
| Date Submitted | 02/01/2013 | | | | | |
| I. Movements in Authorised Share Ca | apital | | | | | |
| 1. Ordinary Shares | | | | | | |
| (1) Stock code : 00043 Des | cription: 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 | <u>US\$0.01</u> | US\$360,000,000 | | | |
| Increase/(decrease) | Nil | | Nil | | | |
| Balance at close of the month | 36,000,000,000 | <u>US\$0.01</u> | US\$360,000,000 | | | |
| (2) Stock code : N/A Des | cription: | | | | | |
| | 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 Conver | tible Preferen | ce Shares | | | |
|---------------------|------------------|-------------------|----------------------|----------------------------------|---|
| Stock code: | N/A | Description: | Series | A Convertible | Preference Shares |
| | | - | reference ares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding mo | onth | ,000,000 | US\$0.01 | US\$200,000,000 |
| Increase/(decrease | N | J <u>il</u> | | Nil | |
| Balance at close of | f the month | 20,000, | 000,000 | US\$0.01 | US\$200,000,000 |
| 3. Series B Conver | tible Preferen | ce Shares | | | |
| Stock code: | N/A | Description: | Series | B Convertible | Preference Shares |
| | | | reference ares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding mo | onth4,000,0 | 000,000 | US\$0.01 | US\$40,000,000 |
| Increase/(decrease) |) | N | Vil | | Nil |
| Balance at close of | the month | 4,000,0 | 000,000 | <u>US\$0.01</u> | US\$40,000,000 |
| 4. Other Classes of | f Shares | | | | 4 |
| Stock code: | N/A | Description : | | | |
| | | | f other of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | preceding mo | onth | | | |
| Increase/(decrease) |) | | | | |
| Balance at close of | the month | | | | |
| Total authorised sh | are capital at t | he end of the mor | nth : | U | \$\$600,000,000 |

II. Movements in Issued Share Capital

| | No. of ordina | ary shares | No of Series A Convertible | No of Series B Convertible | No. of other classes of shares |
|-------------------------|----------------|------------|-------------------------------|-------------------------------|--------------------------------|
| | (1) | (2) | 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 | 1,135,916,667 | N/A | (1,135,916,667) | NIL | N/A |
| Balance at close of the | | | | | |
| month | 18,123,752,377 | N/A | 3,300,540,621 | 3,261,077,748 | N/A |
| | | | | | |

III. Details of Movements in Issued Share Capital

| Particulars of share option scheme including EGM | | , | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto | | |
|--|---------------|-----------------|----------------|--|--|--------------------------|--|
| approval date | | Movement dur | ing the month | | thereto | as at close of the month | |
| (dd/mm/yyyy) and — class of shares | | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | | |
| 1. Share | | | | P | | . | |
| Option Scheme | | | | | | | |
| (26/11/2002) | | | | | | | |
| (20,11,2002) | | | | | | | |
| (/ /) | | | | | | | |
| Ordinary | | | | | | | |
| shares | Nil | Nil | Nil | Nil | Nil | 647,544,234 | |
| (Note I) | | | | | | | |
| (-) | | | | | | | |
| 2. N/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| (/ /) | | | | | | | |
| shares | | | | | | | |
| (Note 1) | | | | | | | |
| (-, | | | | | | | |
| 3. N/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| (/ /) | | | | | | | |
| shares | | | | | | | |
| (Note 1) | | | | - | | | |
| | | To | otal A. (Ordin | arv shares) | NIL | | |
| | | | | nce shares) | N/A | | |
| | | | • | Other class) | N/A | | |
| Total funds raised dur | ing the month | from exercise o | • | -, | | | |
| options (State currenc | | | | 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 Currency of Nominal value at Exercised Nominal value month thereto as at close of Description of warrants nominal during the at close of the close of the pursuant (Date of expiry - dd/mm/yyyy) value preceding month month thereto month 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 1) Stock code (if listed) Class of shares issuable (Note 1) 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 EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A 1 1 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)

| | amount | Amount at close of preceding | Converted during the | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto as at close of the |
|--|---|------------------------------|----------------------|---------------|---|--|
| Class and description | outstanding | month | month | of the month | thereto | month |
| 1. Series A Convertible | <u>—</u> | | | | | |
| Preference Shares | <u>—</u> | 4 40 6 45 7 000 | 1 105 016 665 | 2 200 540 621 | 1 125 017 77 | |
| ("Series A CPS") | | 4,436,457,288 | 1,135,916,667 | 3,300,540,621 | 1,135,916,667 | 2 200 540 621 |
| Stool- and a (if listed) | <u>N/A</u> N/A | Series A CPS | Series A CPS | Series A CPS | Ordinary Shares | 3,300,540,621 |
| Stock code (if listed) Class of shares | IV/A | | | | | |
| issuable (Note 1) | Ordinary Share | es . | | | | |
| | One Series A CI | | | | | |
| | converts into or | | • | | | |
| Subscription price | Ordinary Share | 2 | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | (25/01/2010) | | | | | |
| 2. Series B Convertible | (23/01/2010) | · · · · · | | | | |
| Preference Shares | | | | | | |
| ("Series B CPS") | | 3,261,077,748 | | 3,261,077,748 | | |
| (Belles B et 8) | N/A | Series B CPS | _ | Series B CPS | _ | 3,261,077,748 |
| Stock code (if listed) | $\frac{10/A}{N/A}$ | | | 00110313 0115 | | 3,201,071,710 |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Share | | | | | |
| | One Series B CI | | | | | |
| Subscription price | converts into or Ordinary Share | | | | | |
| EGM approval date | Ordinary Share | | | | | |
| (if applicable) (dd/mm/yyyy) | (22/07/2011) | | | | | |
| 3. N/A | (22/07/2011) | | | | | |
| 3, 1421 | | | | | | |
| ••• | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | <u>, , , , , , , , , , , , , , , , , , , </u> | | | | | |
| | | | | | | |
| *** | | | | | | |
| Stock code (if listed) | | | | | | M. |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| (000,000,000) | | | otal C. (Ordinary | shares) 1.13 | 35,916,667 | |
| | | | (Preference | shares) (1,1) | 35,916,667) | |
| | | | (Oth | er 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. <u>N/A</u> | | |
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| Ordinary shares (Note 1) | | |
| 2. N/A | | |
| | | |
| | | |
| shares (Note 1) | | |
| 3. N/A | | |
| 5. <u>IVA</u> | | |
| | | |
| shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) (Preference shares) | N/A N/A | |
| (Other class) | N/A N/A | |
| | | |

Other Movements 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 |
|----|----------------|-----------------------------|---|-------|---|---|--|
| | | | Class of shares issuable (Note 1) | N/A | | | |
| 1. | Rights 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 | _ | | |
| 2. | Open offer | At price : State currency | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | • |
| | | <u> </u> | Class of shares issuable (Note 1) | N/A | _ | | |
| 3. | Placing | 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 | | | |
| 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) | (/ / |) | | |
| | | | | | | | _ |

| | 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) | (/ / |) | | |
| | | | | | | | |

| 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 issuable (Note 1) 10. Other (Please specify) At price: State (Please specify) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| Total E. (Ordinary shares) (Series A Convertible Preference shares) (Series B Convertible Preference shares) (Other class) | NIL NIL NIL N/A | |
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1)1,1 | 35,916,667 N/A |
| Total increase / (decrease) in Series A convertible preference shares during the month (i.e. Total of A to E): Total increase / (decrease) in Series B convertible preference shares during the month (i.e. Total of A to E): | | 35,916,667) NIL |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E (These figures should be the same as the relevant figures under II above ("Movements in | | N/A |

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