

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 28/02/2013
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	C.P. Pokphand Co. Ltd.
Date Submitted	01/03/2013

I. Movements in Authorised Share Capital

(1) Stock code : <u>00043</u> Descri	ption : 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)				

2. Series A Convertible Preference Shares

Stock code : <u>N/A</u> Descript		eription :	Series	A Convertible	ble Preference Shares		
			No. of preference shares		Authorised share capital (State currency)		
Balance at close of	preceding month	20,000,0	000,000	US\$0.01	US\$200,000,000		
Increase/(decrease))	N	il		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> D		Descri	ption :	Series	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 ordina	ry 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	18,123,752,377	N/A	3,300,540,621	3,261,077,748	N/A
Increase/ (decrease) during the month	368,448,078	N/A	NIL	NIL	N/A
Balance at close of the month	18,492,200,455	N/A	3,300,540,621	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) (18/02/2013) Nil Ordinary shares Nil 368,448,078 Nil 368,448,078 279,096,156 (Note 1) 2. N/A / / () shares (Note 1) 3. N/A 1) shares (Note 1) Total A. (Ordinary shares) 368,448,078 N/A (Preference shares) N/A (Other class) Total funds raised during the month from exercise of options (State currency) HK\$140,562,750

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)

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
1. Series A Convertible	outstanding	monun	month	of the month	thereto	montin
Preference Shares						
("Series A CPS")		3,300,540,621		3,300,540,621		
	N/A	Series A CPS		Series A CPS		3,300,540,621
Stock code (if listed)	<u> </u>	Selies A CI 5		Series A CI S		5,500,540,021
Class of shares						
issuable (Note 1)	Ordinary Share					
	One Series A CI					
Sector ministic manier	converts into or					
Subscription price EGM approval date	Ordinary Share	<u>e</u>				
(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						
issuable (Note 1)	Ordinary Share One Series B Cl					
	converts into or					
Subscription price	Ordinary Share					
EGM approval date	•					
(if applicable) (dd/mm/yyyy)	(22/07/2011)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		То	tal C. (Ordinary		N/A N/A	
			(Preference	er class)	N/A N/A	
			(Oui	<u> </u>	11/11	

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

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
0. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) N/A Issue and allotment date : (dd/mm/yyyy) Issue and allotment (//) Issue and allotment (//)		
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)	368,448,078
(2	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.