



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer C.P. Pokphand Co. Ltd.

Date Submitted 03/06/2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00043 Description : Ordinary Shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>36,000,000,000</u> | <u>US\$0.01</u> | <u>US\$360,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>36,000,000,000</u> | <u>US\$0.01</u> | <u>US\$360,000,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Series A Convertible Preference Shares

| | | | | |
|-------------------------------------|------------|--------------------------|---|---|
| Stock code : | <u>N/A</u> | Description : | <u>Series A Convertible Preference Shares</u> | |
| | | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | | <u>20,000,000,000</u> | <u>US\$0.01</u> | <u>US\$200,000,000</u> |
| Increase/(decrease) | | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | | <u>20,000,000,000</u> | <u>US\$0.01</u> | <u>US\$200,000,000</u> |

3. Series B Convertible Preference Shares

| | | | | |
|-------------------------------------|------------|--------------------------|---|---|
| Stock code : | <u>N/A</u> | Description : | <u>Series B Convertible Preference Shares</u> | |
| | | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | | <u>4,000,000,000</u> | <u>US\$0.01</u> | <u>US\$40,000,000</u> |
| Increase/(decrease) | | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | | <u>4,000,000,000</u> | <u>US\$0.01</u> | <u>US\$40,000,000</u> |

4. Other Classes of Shares

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

Total authorised share capital at the end of the month : US\$600,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares (1) | (2) | No of Series A Convertible Preference Shares | No of Series B Convertible Preference Shares | No. of other classes of shares |
|---------------------------------------|-------------------------------|-----|--|--|-----------------------------------|
| Balance at close of preceding month | 18,492,200,455 | N/A | 3,300,540,621 | 3,261,077,748 | N/A |
| Increase/ (decrease) during the month | NIL | 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 option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share Option Scheme (26/11/2002) | | | | | | |
| Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 279,096,156 |
| 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

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during 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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 2. N/A _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 4. N/A _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ 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 |
|--|---|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Series A Convertible | | | | | | |
| 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) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| | One Series A CPS converts into one Ordinary Share | | | | | |
| Subscription price | | | | | | |
| 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 issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| | One Series B CPS converts into one Ordinary Share | | | | | |
| Subscription price | | | | | | |
| 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) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | Total C. (Ordinary shares) | | N/A | |
| | | | (Preference 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 <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> | | |
| 2. N/A <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> | | |
| 3. N/A <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | N/A 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 |
|---------------|----------------|---------------------------------|--|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A _____ | _____ |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A _____ | _____ |
| 3. | Placing | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A _____ | _____ |
| 4. | Bonus issue | | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A _____ | _____ |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A _____ | _____ |

| 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 |
|---------------------------|---|--|---|
| 6. Repurchase of shares | Class of shares repurchased (<i>Note 1</i>) _____ N/A Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 7. Redemption of shares | Class of shares redeemed (<i>Note 1</i>) _____ N/A Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 8. Consideration issue | At price : State currency _____ Class of shares issuable (<i>Note 1</i>) _____ N/A Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | _____ | _____ |
| 9. Capital reorganisation | Class of shares issuable (<i>Note 1</i>) _____ N/A 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 |
|-------------------------------|------------------------------------|---|---|
| 10. Other (Please specify) | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A |
| | | Total E. (Ordinary shares) | <u>NIL</u> |
| | | (Series A Convertible Preference shares) | <u>NIL</u> |
| | | (Series B Convertible Preference shares) | <u>NIL</u> |
| | | (Other class) | <u>N/A</u> |

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

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.*