C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROXY FORM FOR SPECIAL GENERAL MEETING

I/We *(note 1)* _____

of _____

being the registered holder(s) of *(note 2)* _____ share(s) of US$0.01 each in the share capital of C.P. POKPHAND CO. LTD. (the "**Company**"), hereby appoint CHAIRMAN OF THE MEETING or _____

of _____

as my/our proxy *(note 3)* to attend and vote for my/our behalf in my/our name(s) at the special general meeting of the Company to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Hong Kong on Monday, 1 December 2014 at 9:30 a.m. (or at any adjournment thereof) (the "**Meeting**") in respect of the resolutions set out in the notice of the Meeting (the "**Notice**") as hereunder indicated.

	ORDINARY RESOLUTIONS	**FOR** *(note 4)*	**AGAINST** *(note 4)*
1.	To declare a conditional special interim dividend to be satisfied by way of the Distribution (as defined in the Notice).		
2.	To approve the adoption of the CTEI Share Option Scheme.		

Date: _____ 2014 Signature *(note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in block capitals. The names of all joint holders should be stated.

2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

3. If any proxy other than the Chairman of the Meeting is appointed, strike out "CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

4. **IMPORTANT: If you wish to vote for a resolution, place a "✓" in the box marked "FOR", if you wish to vote against a resolution, place a "✓" in the box marked "AGAINST"**. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the Meeting and on any resolutions which have been properly put to the Meeting other than those referred to in the notice convening the Meeting.

5. This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person so authorised.

6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.

7. In order to be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.

8. Any alteration made to this proxy form must be initialed by the person who signs it.

9. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.