



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer C.P. Pokphand Co. Ltd.  
 Date Submitted 02/03/2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|  |                           |  |  |
|--|---------------------------|--|--|
| (1) Stock code : <u>00043</u> Description : <u>Ordinary Shares</u> |                           |  |  |
|  | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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 : <u>N/A</u> Description : _____                    |                           |  |  |
|  | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>( <i>State currency</i> )        | Authorised share capital<br>( <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<br>( <i>State currency</i> )        | Authorised share capital<br>( <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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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<br>(1) | No. of ordinary shares<br>(2) | No of Series A<br>Convertible<br>Preference Shares | No of Series B<br>Convertible<br>Preference Shares | No. of other<br>classes of shares |
|---------------------------------------|-------------------------------|-------------------------------|--|--|-----------------------------------|
| Balance at close of preceding month   | 24,071,837,232                | N/A                           | 0  | 1,261,077,748                                      | N/A                               |
| Increase/ (decrease) during the month | NIL                           | N/A                           | NIL  | NIL  | N/A                               |
| Balance at close of the month         | 24,071,837,232                | N/A                           | 0  | 1,261,077,748                                      | 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. N/A   |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| _____ shares   |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 2. N/A   |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| ( / / )  |                           |           |                            |        |  |   |
| _____ shares   |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 3. N/A   |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| _____  |                           |           |                            |        |  |   |
| ( / / )  |                           |           |                            |        |  |   |
| _____ shares   |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | NIL  |   |
|  |                           |           | (Preference shares)        |        | NIL  |   |
|  |                           |           | (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<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| Total B.   |                                 |   |                                  |   | (Ordinary shares)  | NIL  |
|  |                                 |   |                                  |   | (Preference shares)  | NIL  |
|  |                                 |   |                                  |   | (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 |
|--|---|------------------------------------|----------------------------|------------------------------|--|---|
| <b>1. Series A Convertible</b>                 |   |                                    |                            |                              |  |   |
| Preference Shares<br>("Series A CPS")          | N/A   | -                                  | -                          | -                            | -  | -   |
| Stock code (if listed)                         | N/A   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary Shares                                   |                                    |                            |                              |  |   |
| Subscription price                             | One Series A CPS converts into one Ordinary Share |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (25/01/2010)                                      |                                    |                            |                              |  |   |
| <b>2. Series B Convertible</b>                 |   |                                    |                            |                              |  |   |
| Preference Shares<br>("Series B CPS")          | N/A   | 1,261,077,748                      | -                          | 1,261,077,748                | -  | 1,261,077,748   |
| Stock code (if listed)                         | N/A   | Series B CPS                       |                            | Series B CPS                 |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary Shares                                   |                                    |                            |                              |  |   |
| Subscription price                             | One Series B CPS converts into one Ordinary Share |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (22/07/2011)                                      |                                    |                            |                              |  |   |
| <b>3. N/A</b>                                  |   |                                    |                            |                              |  |   |
| Stock code (if listed)                         |   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |   |                                    |                            |                              |  |   |
| Subscription price                             |   |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )   |                                    |                            |                              |  |   |
| <b>4. N/A</b>                                  |   |                                    |                            |                              |  |   |
| 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)                     |   |                                    |                            |                              | NIL  |   |
| (Preference shares)                            |   |                                    |                            |                              | NIL  |   |
| (Other class)                                  |   |                                    |                            |                              | 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> )      N/A<br>_____<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / ) | _____   | _____ |
| 2.            | Open offer     | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> )      N/A<br>_____<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / ) | _____   | _____ |
| 3.            | Placing        | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> )      N/A<br>_____<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / ) | _____   | _____ |
| 4.            | Bonus issue    |                                 | Class of shares issuable ( <i>Note 1</i> )      N/A<br>_____<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>EGM approval date: (dd/mm/yyyy)      ( / / ) | _____   | _____ |
| 5.            | Scrip dividend | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> )      N/A<br>_____<br>Issue and allotment date : (dd/mm/yyyy)      ( / / )<br>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 |
|---------------------------|---|--|---|
| 6. Repurchase of shares   | Class of shares repurchased ( <i>Note 1</i> ) _____ N/A<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                        | _____  | _____   |
| 7. Redemption of shares   | Class of shares redeemed ( <i>Note 1</i> ) _____ N/A<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                             | _____  | _____   |
| 8. Consideration issue    | At price : State currency _____<br>Class of shares issuable ( <i>Note 1</i> ) _____ N/A<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | _____  | _____   |
| 9. Capital reorganisation | Class of shares issuable ( <i>Note 1</i> ) _____ N/A<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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<br>(Please specify) | At price : State<br>currency _____ | Class of shares<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | N/A   |
|                               |                                    | Total E. (Ordinary<br>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> |                |

