



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

FORM OF PROXY FOR USE AT THE COURT MEETING TO BE HELD ON WEDNESDAY, 15 DECEMBER 2021 AT 10:00 A.M. (HONG KONG TIME) (AND ANY ADJOURNMENT THEREOF)

Form of proxy for use by the Scheme Shareholders (as defined in the Scheme Document hereinafter mentioned) of C.P. POKPHAND CO. LTD. (the "Company") at the meeting convened by the direction of the Supreme Court of Bermuda to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Wednesday, 15 December 2021 at 10:00 a.m. (Hong Kong time) and at any adjournment thereof (the "Court Meeting"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the notice of the Court Meeting dated 23 November 2021 (the "Notice of Court Meeting").

No. of Shares to which this form of proxy relates ^(Note 1)	
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IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT 2021: No. 344 IN THE MATTER OF C.P. POKPHAND CO. LTD. AND

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA, AS AMENDED

I/We ^(Note 2) _____
of _____
being the Scheme Shareholder(s) of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING** ^(Note 3)
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting, for the purpose of considering and, if thought fit, approving, with or without modifications, the scheme of arrangement (the "Scheme") between the Company and the Scheme Shareholders as set out in the composite scheme document dated 23 November 2021 (the "Scheme Document") to vote for me/us and in my/our name(s) for or against the Scheme as indicated below ^(Note 4), and if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Court Meeting.

FOR the Scheme ^(Note 5)	AGAINST the Scheme ^(Note 5)

Dated this _____ day of _____ 2021 Shareholder's signature(s) ^(Note 6):

Contact Phone Number: _____

Notes:

- Please insert the number of Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Any Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the chairman of the Court Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. A Scheme Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "AGAINST the Scheme".** You must vote all of the Shares of the Company registered in your name(s) either FOR the Scheme or AGAINST the Scheme and you cannot vote some Shares of the Company registered in your name(s) FOR the Scheme and some Shares AGAINST the Scheme. If more than one form of proxy is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the forms of proxy will not be accepted. If more than one form of proxy is submitted and the voting instructions require the proxies to vote either FOR and AGAINST the Scheme but not both FOR and AGAINST the Scheme, the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept the forms of proxy. Failure to tick either box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice of Court Meeting or abstain.
- The Scheme will be voted upon by way of poll at the Court Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint registered holders of any Share(s), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of 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 of the Company in respect of the relevant joint holding.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than 10:00 a.m. (Hong Kong time) on Monday, 13 December 2021. If this form of proxy is not so deposited, it may, however, be handed to the chairman of the Court Meeting at the Court Meeting before taking of the poll and the chairman of the Court Meeting shall have absolute discretion whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending and voting at the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
- The full text of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme appears in the Scheme Document.
- In line with the prevailing practices and guidelines on the prevention of COVID-19, the Company may, depending on the development with regard to COVID-19, implement additional precautionary measures at the Court Meeting. Scheme Shareholders are advised to read page ii of the Scheme Document for details of the precautionary measures and monitor the development of COVID-19.
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the Court Meeting as their proxy to vote on the resolutions as an alternative to attending the Court Meeting in person.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address.