



# C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 21ST APRIL, 2005 (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) in  
the capital of C.P. Pokphand Co. Ltd. (the "Company"), hereby appoint<sup>3</sup> the Chairman of the Special General  
Meeting (the "Meeting") or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 21st  
Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Thursday 21st April, 2005 at 9:30 a.m., or  
any adjournment thereof, for the purpose of considering, if thought fit, passing with or without modifications, the  
proposed resolution as set out in the Notice convening the Meeting as hereunder indicated, and, if no such  
indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

	SPECIAL RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Capital Reorganisation and the relevant amendments to the Bye-laws of the Company		
	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
2.	To approve the subscription agreement between the Company and Worth Access Trading Limited, the allotment and issue of the subscription shares and the warrants pursuant to the said subscription agreement and the transactions contemplated thereunder		
3.	To approve the Whitewash Waiver		
4.	To grant the Share Issue Mandate		
5.	To grant the Repurchase Mandate		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2005 Signature<sup>5</sup> \_\_\_\_\_

### 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 form of proxy 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 is appointed, strike out "the Chairman of the Special General Meeting (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.
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". If no direction is given, the proxy will vote or abstain as he thinks fit.**
5. This form of proxy 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 order to be valid, this form of proxy, 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 Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said Meeting.
7. Any alteration made to this form of proxy must be initialled by the person who signs it.