



# 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 10:00 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.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Ningbo Oil Edible Oil Supply (1) Agreement and the related caps		
2.	To approve the Ningbo Oil Edible Oil Supply (2) Agreement and the related caps		
3.	To approve the Qingdao Chia Tai Chicken and Processed Meat Supply (1) Agreement and the related caps		
4.	To approve the Qingdao Chia Tai Chicken and Processed Meat Supply (2) Agreement and the related caps		
5.	To approve the Qingdao Chia Tai Chicken and Processed Meat Supply (3) Agreement and the related caps		
6.	To approve the Xianghe Chia Tai Duck and Processed Meat Supply (1) Agreement and the related caps		
7.	To approve the Xianghe Chia Tai Duck and Processed Meat Supply (2) Agreement and the related caps		
8.	To approve the Shaanxi Chia Tai Eggs, Chicken and Processed Meat Supply (1) Agreement and the related caps		
9.	To approve the Shaanxi Chia Tai Eggs, Chicken and Processed Meat Supply (2) Agreement and the related caps		
10.	To approve the Shanghai Lotus Edible Oil Purchase Agreement and the related caps		
11.	To approve the Shanghai Lotus Chicken and Processed Meat Purchase (1) Agreement and the related caps		
12.	To approve the Shanghai Lotus Chicken and Processed Meat Purchase (2) Agreement and the related caps		
13.	To approve the Shanghai Lotus Duck and Processed Meat Purchase Agreement and the related caps		

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.