



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROXY FORM FOR THE 2005 ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of
C.P. Pokphand Co. Ltd. (the "Company") hereby appoint³ the Chairman of the Meeting or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 21/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong on Tuesday, 7th June, 2005 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice convening the said Meeting and at such Meeting, or at any adjournment thereof, to vote for me/us and in my/our name(s) as indicated below in respect of the resolutions set below or, if no such indication is given, as my/our proxy thinks fit.

| | FOR ⁴ | AGAINST ⁴ |
|---|------------------|----------------------|
| 1. Resolution to adopt Audited Financial Statements and Reports of Directors and of Auditors | | |
| 2. Resolution to fix the number of Directors | | |
| 3. Resolutions to re-elect the following retiring Directors | | |
| a) Mr. Thirayut Phitya-Isarakul | | |
| b) Mr. Thanakorn Seriburi | | |
| c) Mr. Veeravat Kanchanadul | | |
| d) Mr. Budiman Elkana | | |
| 4. Resolution to appoint Ernst & Young as Auditors and authorise the Directors to fix the remuneration | | |
| 5. Resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with additional shares not exceeding 20 per cent. of the issued share capital of the Company | | |
| 6. Resolution to grant to the Directors a general mandate to repurchase not exceeding 10 per cent. of the issued share capital of the Company | | |
| 7. Resolution to extend the share allotment mandate by the addition thereto of the Company repurchased by the Company | | |

Dated this _____ day of _____ 2005

Signature⁵ _____

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 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". Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.**
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 Investors 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.