



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer C.P. Pokphand Co. Ltd.

Date Submitted 02/07/2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00043 Description : Ordinary Shares

| | No. of ordinary shares | Par value (US\$) | Authorised share capital (US\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>30,000,000,000</u> | <u>0.01</u> | <u>300,000,000</u> |
| Increase/(decrease) | <u>NIL</u> | | <u>NIL</u> |
| Balance at close of the month | <u>30,000,000,000</u> | <u>0.01</u> | <u>300,000,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------|---|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | | |
|-------------------------------------|------------|--------------------------|--------------------------------------|---------------------------------|
| Stock code : | <u>N/A</u> | Description : | <u>Convertible Preference Shares</u> | |
| | | No. of preference shares | Par value (US\$) | Authorised share capital (US\$) |
| Balance at close of preceding month | | <u>20,000,000,000</u> | <u>0.01</u> | <u>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>0.01</u> | <u>200,000,000</u> |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|------------|--------------------------------|----------------------------|---|
| Stock code : | <u>N/A</u> | Description : | <u></u> | |
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| 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\$) : 500,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 5,614,489,364 | N/A | 6,902,451,953 | N/A |
| Increase/ (decrease) during the month | NIL | N/A | NIL | N/A |
| Balance at close of the month | 5,614,489,364 | N/A | 6,902,451,953 | 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. Share Option Scheme (26/11/2002) | | | | | | |
| Ordinary shares (Note 1) | NIL | NIL | NIL | NIL | NIL | 647,544,234 |
| 2. N/A | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | NIL | |
| | | | (Preference shares) | | N/A | |
| | | | (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 (Date of expiry – dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value 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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (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 |
|--|--|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Convertible Preference Shares ("CPS") | | | | | | |
| | N/A | 6,902,451,953 CPS | - | 6,902,451,953 CPS | - | 6,902,451,953 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | One CPS converts into one Ordinary Share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (25/ 01/ 2010) | | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | Total C. (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | 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. Pursuant to the Acquisition Agreement dated 11 December 2009, a total of 7,188,940,092 ordinary shares and/or Convertible Preference Shares of the Company of US\$0.01 each will be issued by the Company to OSIL at an issue price of HK\$0.3255 each ("Consideration Shares") upon settlement of the Intercompany Debt by OSIL. As of 30 June 2010, a total of 6,907,351,681 Convertible Preference Shares (at the conversion ratio of one ordinary share for every one Convertible Preference Share, subject to adjustment) of the said 7,188,940,092 Consideration Shares had not yet been issued. For details, please refer to the Company's circular dated 31 December 2009. <div style="text-align: right;">(25 / 01 / 2010)</div> <div style="text-align: right;">Ordinary Shares (Note 1)</div> | Nil | Nil |
| 2. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (Note 1)</div> | | |
| 3. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (Note 1)</div> | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | N/A N/A 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>) (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) | N/A |
| 2. | Open offer At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) | N/A |
| 3. | Placing At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) | N/A |
| 4. | Bonus issue _____ | Class of shares issuable (<i>Note 1</i>) (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) | N/A |

For Main Board and GEM listed issuers

| | | 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 |
|---------------|--|--|---|
| Type of Issue | | | |
| | | N/A | |
| 5. | Scrip dividend At price : State currency | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) |
| | | N/A | |
| 6. | Repurchase of shares | Class of shares repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) |
| | | N/A | |
| 7. | Redemption of shares | Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) |
| | | N/A | |
| 8. | Consideration issue At price : State currency | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) |

For Main Board and GEM listed issuers

| | | 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 |
|----------------------------|--|--|---|
| Type of Issue | | | |
| 9. Capital reorganisation | | <u>N/A</u> | |
| | Class of shares issuable (<i>Note 1</i>) | (/ /) | |
| | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | EGM approval date: (dd/mm/yyyy) | | |
| | | | |
| 10. Other (Please specify) | At price : State currency _____ | <u>N/A</u> | |
| | Class of shares issuable (<i>Note 1</i>) | (/ /) | |
| | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | EGM approval date: (dd/mm/yyyy) | | |
| | | | |
| | | Total E. (Ordinary shares) | N/A |
| | | (Preference shares) | N/A |
| | | (Other class) | N/A |

| | | |
|---|-----|------------|
| 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 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> | | |

