



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

PROXY FORM FOR THE SPECIAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s)
of US\$0.01 each in the capital 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 Special General Meeting of the Company to be held at 21/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong on Wednesday, 25 October, 2006 at 10:00 a.m. (or soon thereafter as the special general meeting of the Company scheduled to be held at 9:30 a.m. on the same date shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing the resolution 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 resolution set below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To approve the Agreement		

Dated this _____ day of _____, 2006 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 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.