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If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities of **C.P. POKPHAND CO. LTD.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**C.P. POKPHAND CO. LTD.**

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME MANDATE
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of C.P. POKPHAND CO. LTD. to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 14 May 2010 at 2:30 p.m., is set out on pages 19 to 23 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting or any adjourned meeting should you so wish.

13 April 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 14 May 2010 at 2:30 p.m., notice of which is set out on pages 19 to 23 in this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	C.P. POKPHAND CO. LTD., a company incorporated in Bermuda whose shares are listed and traded on the Main Board of the Stock Exchange under Stock Code 43
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	any person who has the power, directly or indirectly, to secure: (i) by means of the holding of shares entitling him to exercise or control the exercise of 30% (or such lower amount as may from time to time be specified in the Takeovers Code (approved by the Securities and Futures Commission as amended from time to time) as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the Company; or (ii) by means of controlling the composition of a majority of the Board; or (iii) by virtue of any powers conferred by the constitutional document of the Company or any other corporation, that the affairs of the Company are conducted in accordance with the wishes of such person
“Director(s)”	the director(s) of the Company
“Eligible Person”	means: (i) (a) any director (whether executive or non-executive, including any independent non-executive director), employee (whether full time or part time) of, or

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(b) any individual for the time being seconded to work for,

any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board's opinion, has contribution or potential contribution to the Group); or

(ii) any holder of any securities issued by any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board's opinion, has contribution or potential contribution to the Group); or

(iii) (a) any business or joint venture partner, contractor, agent or representative of,

(b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services incident to the business of the Company and/or its subsidiaries to,

(c) any investor, vendor, supplier, producer, developer, agent, licensor or service provider of,

(d) any customer, licensee (including any sub-licensee), wholesaler, retailer, trader or distributor of goods or services of,

any member of the Group or any Controlling Shareholder or any company controlled by a Controlling Shareholder (who, in the Board's opinion, has contribution or potential contribution to the Group);

and, for the purposes of the Share Option Scheme, shall include any company controlled by one of more persons belonging to any of the above classes of participants

“Group” the Company and its subsidiaries

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	9 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information included therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Scheme Mandate”	the limit imposed under Rule 4(A) of the rules of the Share Option Scheme on the maximum number of Shares issuable upon the exercise of all options which may be granted under the Share Option Scheme
“Scheme Period”	the period commencing on the date on which the Share Option Scheme was adopted by Shareholders (i.e. 26 November 2002) and expiring at the close of business on the day immediately preceding the tenth anniversary thereof
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	The existing share option scheme of the Company adopted pursuant to an ordinary resolution of the Company passed on 26 November 2002
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount equal to up to a maximum of 20% of the aggregate nominal amount of the Shares in issue as at the date of passing of ordinary resolution set out as Resolution A in item 6 of the notice of the AGM
“Share Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to repurchase Shares with an aggregate nominal amount equal to up to 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of ordinary resolution set out as Resolution B in item 6 of the notice of the AGM

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of United States
“%”	per cent.

LETTER FROM THE BOARD



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

Directors:

Mr. Sumet Jiaravanon
Mr. Dhanin Chearavanont
Mr. Thanakorn Seriburi
Mr. Meth Jiaravanont
Mr. Soopakij Chearavanont
Mr. Anan Athigapanich
Mr. Damrongdej Chalongphuntarat
Mr. Bai Shanlin
Mr. Nopadol Chiaravanont
Mr. Chatchaval Jiaravanon
Mr. Narong Chearavanont
Mr. Suphachai Chearavanont
Mr. Robert Ping-Hsien Ho
Mr. Pang Siu Chik
Mr. Ma Chiu Cheung, Andrew*
Mr. Sombat Deo-isres*
Mr. Sakda Thanitcul*

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal office and Principal

place of business in Hong Kong:

21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

* *Independent non-executive Directors*

13 April 2010

To the Shareholders

Dear Sirs,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME MANDATE
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (1) the re-election of Directors, (2) the grant of the Share Repurchase Mandate, (3) the grant of the Share Issue Mandate; and (4) the refreshment of the Scheme Mandate.

This circular contains the explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions to be proposed at the AGM together with the notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 77 of the Bye-laws, the Board may appoint any person as a Director either to fill a casual vacancy or as addition to the Board. Any Director so appointed shall hold office only until the next general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to their number) and shall then be eligible for re-election. Messrs. Anan Athigapanich, Damrongdej Chalongphuntarat and Bai Shanlin, who were appointed as Directors on 28 February 2010, will retire at the AGM. Being eligible, each of Messrs. Anan Athigapanich, Damrongdej Chalongphuntarat and Bai Shanlin will offer himself for re-election at the AGM.

In accordance with Bye-law 82 of the Bye-laws, the following Directors, namely, Messrs. Thanakorn Seriburi, Meth Jiaravanont, Nopadol Chiaravanont, Pang Siu Chik and Ma Chiu Cheung, Andrew, will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

Details of each of the retiring Directors proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

3. SHARE REPURCHASE MANDATE

The existing general mandate to repurchase Shares granted to the Directors at the annual general meeting held on 3 June 2009 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders to grant the Share Repurchase Mandate to the Directors.

The Share Repurchase Mandate will, if granted, remain effective until the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda (under which the Company is incorporated) or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules, providing the requisite information regarding the grant of Share Repurchase Mandate is set out in Appendix II to this circular.

4. SHARE ISSUE MANDATE

The existing general mandate to deal with new Shares granted to the Directors at the annual general meeting held on 3 June 2009 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders to grant the Share Issue Mandate to the Directors in order to increase the flexibility for the Company to raise new capital as and when the Directors consider appropriate. If the resolution is passed, the exercise in full of the Share Issue Mandate (on the basis of 5,614,489,364 Shares in issue as at the Latest Practicable Date) would result in up to 1,122,897,872 new Shares being dealt with by the Company.

LETTER FROM THE BOARD

The Share Issue Mandate will, if granted, remain effective until the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by an applicable laws of Bermuda (under which the Company is incorporated) or by the Bye-laws; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In addition, if the Share Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

5. REFRESHMENT OF THE SCHEME MANDATE

The Company adopted the Share Option Scheme on 26 November 2002. The purpose of the Share Option Scheme is to enable the Board to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group.

Under the rules of the Share Option Scheme:

- (1) Subject to sub-paragraphs (2) and (3) below, the maximum number of Shares issued and issuable upon exercise of all options granted and to be granted under the Share Option Scheme and any other share option schemes of the Company as from the commencement of the Scheme Period (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed the Scheme Mandate. The Shares underlying any options granted under the Share Option Scheme or any other share option schemes of the Company which have been cancelled (but not options which have lapsed) are counted for the purpose of the Scheme Mandate.
- (2) The Scheme Mandate may be refreshed at any time by obtaining approval of the Shareholders in general meeting provided that the new limit under the refreshed Scheme Mandate must not exceed 10% of the Shares in issue at the date of the Shareholders' approval of such refreshed Scheme Mandate. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate.
- (3) The aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Based on the total number of Shares in issue as at 18 June 2004, being the date on which the Scheme Mandate was last refreshed, the maximum number of Shares which may be issued upon exercise of all options granted and to be granted under such Scheme Mandate is 215,848,078 shares of US\$0.05 each in the then issued share capital of the Company, representing 10% of the shares of the Company in issue as at 18 June 2004.

LETTER FROM THE BOARD

As at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 647,544,234 Shares, representing 11.53% of the total number of Shares in issue as at the same date, have been granted under the Share Option Scheme, and none of these options has been exercised. As at the Latest Practicable Date, no options were cancelled or lapsed in accordance with the terms of the Share Option Scheme. As at the Latest Practicable Date, the total number of options outstanding since the Company's adoption of the Share Option Scheme was 647,544,234, representing 11.53% of the total number of Shares in issue as at the same date.

Unless the Scheme Mandate is further refreshed, no further options may be granted under the Scheme Mandate. The Directors believe that their inability to grant new options is imposing a serious restriction on the Company's flexibility in incentivizing or rewarding Eligible Persons for their contribution or potential contribution to the Group.

It is therefore proposed that, subject to the approval of the Shareholders at the AGM and fulfillment of other applicable requirements under the Listing Rules, the limit on the number of new options which may be granted by the Directors under the Share Option Scheme be extended to 10% of the Shares in issue at the date of the approval of the Shareholders at the AGM; options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of the calculation of the limit as extended.

On the basis of 5,614,489,364 Shares in issue as at the Latest Practicable Date and assuming that no further allotment and issue of Shares and/or repurchase of Shares up to the date of the AGM, upon the approval of the refreshment of the Scheme Mandate by Shareholders in the AGM, the refreshed Scheme Mandate will allow the Company to grant options entitling holders thereof to subscribe of up to 561,448,936 Shares, being 10% of the Shares then issue in the AGM.

On the same assumption, the Directors expect that the grant of options in full under the refreshed Scheme Mandate hereof will not cause the Shares to be issued upon the full exercise of the then outstanding options granted and available to be granted under the Share Option Scheme to be in exceed of 30% of the Shares in issue from time to time.

The refreshment of the Scheme Mandate is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshed Scheme Mandate at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed Scheme Mandate.

Application will be made to the Stock Exchange for the listing of and permission to deal in 10% of the Shares in issue at the AGM, which may fall to be issued upon the exercise of any options that may be granted under the refreshed Scheme Mandate.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

Set out on pages 19 to 23 is a notice convening the AGM to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 14 May 2010 at 2:30 p.m. at which resolutions will be proposed for the purpose of considering and, if thought fit, approving the ordinary business of an annual general meeting, the re-election of Directors, the grant of Share Repurchase Mandate, the grant of Share Issue Mandate and the refreshment of the Scheme Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

7. RECOMMENDATION

The Board considers that the re-election of Directors, the grant of Share Repurchase Mandate, the grant of Share Issue Mandate and the refreshment of the Scheme Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By Order of the Board
Robert Ping-Hsien Ho
Director

Details of the Directors who will retire at the AGM and being eligible, offer themselves for re-election at the AGM are set out below:

Mr. Thanakorn Seriburi, aged 64, has been an Executive Director of the Company since 1988. He was appointed as an Executive Vice Chairman in 2005 and the Chief Executive Officer and chairman of the Remuneration Committee of the Company in 2008. His titles of Executive Vice Chairman and Chief Executive Officer were subsequently changed to Vice Chairman and Chief Executive Officer (Industrial Division) with effect from 28 February 2010. He also holds directorship in several subsidiaries and jointly-controlled entities of the Group. Mr. Seriburi is also the chairman and CEO of the automotive and other industrial division of the Charoen Pokphand Group. He has been working on investment projects for the Charoen Pokphand Group in the PRC since 1979 and has extensive experience in industrial operations in Asia and elsewhere. Furthermore, Mr. Seriburi is the chairman of Zheng Xin Bank Co., Ltd., a licensed bank in China.

Save as disclosed above, as at the Latest Practicable Date, Mr. Seriburi had not held any other positions with the Company or its subsidiaries, does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, and did not have any other major appointments and professional qualifications. Mr. Seriburi did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at Latest Practicable Date, Mr. Seriburi held options granted under the Share Option Scheme to subscribe for 62,584,807 Shares. Saved as disclosed above, he has no other interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Seriburi and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emolument will be determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2009, Mr. Seriburi received emoluments of US\$543,000.

Saved as disclosed above, there is no other information for Mr Seriburi which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Seriburi's re-election.

Mr. Meth Jiaravanont, aged 51, has been an Executive Director and an Executive Vice Chairman of the Company since 2005. His title of Executive Vice Chairman was subsequently changed to Vice Chairman with effect from 28 February 2010. Mr. Jiaravanont obtained a Bachelor of Arts degree in Economics from Occidental College, California, USA and a Master degree in Business Administration from New York University, USA. He has extensive experience in investment, finance, banking and strategic business in Asia and USA. Mr. Jiaravanont is also an executive director of Chia Tai Enterprises International Limited, a company listed on the Main Board of the Stock Exchange. Save as disclosed above, as at the Latest Practicable Date, Mr. Jiaravanont had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mr. Jiaravanont did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Jiaravanont is a cousin of Mr. Soopakij Chearavanont (Vice Chairman of the Company), Mr. Nopadol Chiaravanont, Mr. Chatchaval Jiaravanon, Mr. Narong Chearavanont and Mr. Suphachai Chearavanont, all of whom are Directors. He is a son of Mr. Montri Jiaravanont, a nephew of Mr. Jaran Chiaravanont, Mr. Sumet Jiaravanon (Honorary Chairman and Executive Director of the Company) and Mr. Dhanin Chearavanont (Chairman and Executive Director of the Company), who together are regarded as the controlling shareholders of the Company. Saved as disclosed above, Mr. Jiaravanont does not have any other relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Jiaravanont held options granted under the Share Option Scheme to subscribe for 21,000,000 Shares. Saved as disclosed above, he has no other interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Jiaravanont and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emoluments will be determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2009, Mr. Jiaravanont did not receive any emoluments for his directorship in the Company.

Saved as disclosed above, there is no other information for Mr. Jiaravanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Jiaravanont's re-election.

Mr. Anan Athigapanich, aged 58, has been appointed an Executive Director and Vice Chairman of the Company with effect from 28 February 2010. Mr. Athigapanich obtained a Bachelor's degree in Agriculture from Sukhothai Thammarat University, Thailand and received his Doctor of Agriculture Management from Maejo University, Thailand. He joined the Charoen Pokphand Group in 1977 and is currently the vice chairman of the Group's feed business, responsible for the operation of its feedmill business in Jiangsu, Zhejiang, Yunnan, Guangxi, Fujian and Jiangxi. Mr. Athigapanich has extensive experience in the management of agribusiness operations. He also holds directorships in several subsidiaries of the Group. Mr. Athigapanich had previously served as executive director and executive vice chairman of the Company from 2005 to 2008. Save as disclosed above, as at the Latest Practicable Date, Mr. Athigapanich had not held any other positions with the Company or its subsidiaries, did not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, did not have any other major appointments and professional qualifications and did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Athigapanich had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Athigapanich and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. Mr. Athigapanich's emolument will be determined with reference to his duties and responsibilities within the Group. The Company will disclose his emolument in its annual report once the amount of his emolument has been determined.

Saved as disclosed above, there is no other information for Mr. Athigapanich which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Athigapanich's re-election.

Mr. Damrongdej Chalongphuntarat, aged 57, has been appointed as an Executive Director, Vice Chairman and member of the Remuneration Committee of the Company with effect from 28 February 2010. Mr. Chalongphuntarat obtained a degree in Commerce from Assumption Commercial College, Bangkok, Thailand. He joined the Charoen Pokphand Group in 1974 and is currently the vice chairman of the Group's feed business, responsible for the operation of its feedmill business in Sichuan, Chongqing, Hubei, Hunan and Anhui. Mr. Chalongphuntarat has extensive experience in the management of agribusiness operations. He also holds directorships in several subsidiaries of the Group. Mr. Chalongphuntarat had previously served as executive director and chief executive officer of the Company from 2005 to 2008. Save as disclosed above, as at the Latest Practicable Date, Mr. Chalongphuntarat had not held any other positions with the Company or its subsidiaries, did not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, did not have any other major appointments and professional qualifications and did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Chalongphuntarat had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Chalongphuntarat and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. Mr. Chalongphuntarat's emolument will be determined with reference to his duties and responsibilities within the Group. The Company will disclose his emolument in its annual report once the amount of his emolument has been determined.

Saved as disclosed above, there is no other information for Mr. Chalongphuntarat which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chalongphuntarat's re-election.

Mr. Bai Shanlin, aged 50, has been appointed as Executive Director and Chief Executive Office (Feed Division) of the Company with effect from 28 February 2010. Mr. Bai obtained a Professional Diploma in Animal Science, Gansu College of Animal Husbandry, the Governmental Exchange Specialist in Agricultural Management from the Australian Ministry of Foreign Affairs and a Specialist Certificate in Livestock Management in the PRC. He joined the Charoen Pokphand Group in 1991 and is currently the vice chairman of the Group's feed business, responsible for the operation of its feedmill business in Xinjiang, Ningxia, Gansu, Shaanxi, Shanxi and Neimenggu. Mr. Bai has extensive experience in the management of agribusiness operations. He is also a part time professor honored by Agricultural University of Gansu and People's University of China. Mr. Bai also holds directorships in several subsidiaries of the Group. He had previously served as executive director and chief operating officer of the Company from 2005 to 2008. Save as disclosed above, as at the Latest Practicable Date, Mr. Bai had not held any other positions with the Company or its subsidiaries, did not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, did not have any

other major appointments and professional qualifications and did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Bai had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Bai and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. Mr. Bai's emolument will be determined with reference to his duties and responsibilities within the Group. The Company will disclose his emolument in its annual report once the amount of his emolument has been determined.

Saved as disclosed above, there is no other information for Mr. Bai which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Bai's re-election.

Mr. Nopadol Chiaravanont, aged 49, has been an Executive Director of the Company since 2005. He obtained a Bachelor's degree from The Virginia Intermont College in USA and has extensive experience in business management. Mr. Chiaravanont is also an executive director of Chia Tai Enterprises International Limited, a company listed on the Main Board of the Stock Exchange. Save as disclosed above, as at the Latest Practicable Date, Mr. Chiaravanont had not held any other positions with the Company or its subsidiaries and did not have any other major appointments and professional qualifications. Mr. Chiaravanont did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Chiaravanont is a cousin of Mr. Meth Jiaravanont (Vice Chairman of the Company), Mr. Soopakij Chearavanont (Vice Chairman of the Company), Mr. Chatchaval Jiaravanon, Mr. Narong Chearavanont and Mr. Suphachai Chearavanont, all of whom are Directors of the Company. He is a son of Mr. Jaran Chiaravanont, a nephew of Mr. Montri Jiaravanont, Mr. Sumet Jiaravanon (Honorary Chairman and Executive Director of the Company) and Mr. Dhanin Chearavanont (Chairman and Executive Director of the Company), who together are regarded as the controlling shareholders of the Company. Saved as disclosed above, Mr. Chiaravanont does not have any other relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Chiaravanont had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Chiaravanont and the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emoluments will be determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2009, Mr. Chiaravanont did not receive any emoluments for his directorship in the Company.

Saved as disclosed above, there is no other information for Mr. Chiaravanont which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chiaravanont's re-election.

Mr. Pang Siu Chik, aged 59, has been an Executive Director and the Chief Financial Officer of the Company since 2008. Mr. Pang joined the Group in 1987 and currently, he is also the executive vice president of finance division of the Company and holds directorships in several subsidiaries and jointly-controlled entities of the Group. Mr. Pang received his bachelor's degree in business administration from The Chinese University of Hong Kong and obtained a Graduate Diploma in Business Computing from Nepean College, University of Western Sydney, New South Wales in Australia. He is a fellow member of both the Association of Chartered Certified Accountants and CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, as at the Latest Practicable Date, Mr. Pang had not held any other positions with the Company or its subsidiaries, did not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, and did not have any other major appointments and professional qualifications. Mr. Pang did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Pang had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr. Pang and the Company in relation to his appointment as Executive Director and Chief Financial Officer of the Company. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at general meetings in accordance with the Bye-laws. His emolument will be determined with reference to his duties and responsibilities within the Group. For the year ended 31 December 2009, Mr. Pang received emoluments of US\$341,000.

Saved as disclosed above, there is no other information for Mr. Pang which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Pang's re-election.

Mr. Ma Chiu Cheung, Andrew, aged 68, has been an Independent Non-Executive Director of the Company since 2005. He is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Ma is a founder and former director of Andrew Ma DFK (CPA) Limited and is presently a director of Mayee Management Limited. He has more than 30 years' experience in the field of accounting, auditing and finance. Mr. Ma received his bachelor's degree in economics from the London School of Economics and Political Science (University of London) in the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England & Wales, the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong. In addition to his directorship in the Company, Mr. Ma is also an independent non-executive director of Asia Financial Holdings Limited, Beijing Properties (Holdings) Limited (formerly known as Peaktop International Holdings Limited), Tanrich Financial Holdings Limited, China Resources Power Holdings Company Limited and Chong Hing Bank Limited, all of which are companies listed on the Main Board of the Stock Exchange. Furthermore, he is also an independent non-executive director of Asian Citrus Holdings Limited, a company listed on both the Main Board of the Stock Exchange and the AIM

Board of The London Stock Exchange. Save as disclosed above, as at the Latest Practicable Date, Mr. Ma had not held any other positions with the Company or its subsidiaries, did not have any relationship with any director, senior management, substantial or controlling shareholder of the Company, did not have any other major appointments and professional qualifications and did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Ma had no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Ma and the Company. He is appointed for a term of one year and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws. For the year ended 31 December 2009, Mr. Ma received director's fee of US\$31,000 which was determined with reference to his duties and responsibilities within the Company.

Based on the confirmation of independence received from Mr. Ma, he is considered as independent pursuant to Rule 3.13 of the Listing Rules and therefore recommended to be re-elected at the AGM.

Saved as disclosed above, there is no other information for Mr. Ma which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Ma's re-election.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Repurchase Mandate. The Shares proposed to be repurchased by the Company are fully paid-up.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restriction. The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its own shares.

EXERCISE OF THE GENERAL MANDATE TO REPURCHASE SHARES

The Resolution set out as Resolution B in item 6 of the notice convening the AGM will, if passed, give a general unconditional mandate to the Directors to repurchase Shares on the Stock Exchange representing up to 10% of its share capital in issue at the date of passing of such resolution at any time until the next annual general meeting of the Company or any earlier date as referred to in that resolution (the "Relevant Period"). All repurchases of Shares on the Stock Exchange by the Company must be approved in advance by an ordinary resolution either by way of a general mandate or by specific approval in relation to a specific transaction.

Accordingly, exercise in full of the Shares Repurchase Mandate (on the basis of 5,614,489,364 Shares in issue as at the Latest Practicable Date) would result in up to 561,448,936 Shares being repurchased by the Company during the Relevant Period.

REASONS FOR THE REPURCHASES

The Directors believe that the flexibility afforded to them by the Share Repurchase Mandate would be beneficial to the Company and the Shareholders. Repurchases pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Shares and/or its earnings per share and the liquidity of the Shares on the Stock Exchange.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda (under which the Company is incorporated). The Directors propose that any Shares repurchased under the Share Repurchase Mandate would be financed from the capital paid up on the repurchased Shares, the profits of the Company which would otherwise be available for dividend, the Company's share premium account and/or its contributed surplus account.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

If the Share Repurchase Mandate is exercised in full, there may be a material adverse effect on the working capital requirements of the Company or the gearing levels, as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2009 (the most recent published audited accounts). The Directors will consider the financial conditions of the Company

prevailing at the time whenever they consider exercising the Share Repurchase Mandate and do not propose to exercise such mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant repurchases unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company.

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the issue of this explanatory statement were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	0.210	0.170
May	0.295	0.198
June	0.290	0.221
July	0.247	0.210
August	0.410	0.217
September	0.355	0.275
October	0.455	0.290
November	0.540	0.305
December	0.750	0.495
2010		
January	0.680	0.530
February	0.640	0.530
March	0.630	0.550
April (up to the Latest Practicable Date)	0.630	0.550

EFFECT OF THE TAKEOVER CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company's exercise its powers to repurchase Shares pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of his or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on information available to the Company, Orient Success International Limited, Worth Access Trading Limited and CPI Holding Co., Ltd., which are regarded as parties acting in concert for the purposes of the Takeovers Code, and parties acting in concert with them (as defined in the Takeovers Code) were interested in an aggregate of 4,210,867,023 Shares, representing 75% of the total number of Shares currently in issue. On the basis that no further Shares are issued or repurchased prior to the AGM and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate, the aggregate shareholding interest held by the above-named companies and parties acting in concert with them would be increased to approximately 83.33% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors do not presently intend to exercise the Share Repurchase Mandate to such extent.

In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of repurchase, an exercise of the Share Repurchase Mandate whether in whole or in part will result in less than 25% of the issued share capital of the Company, being the prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has any present intention to sell Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected person (as defined in the Listing Rules) that he has a present intention to sell Shares to the Company or has undertaken not to sell Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda (under which the Company is incorporated) and the Memorandum of Association and Bye-laws.

SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

NOTICE is hereby given that the Annual General Meeting of C.P. POKPHAND CO. LTD. (the “Company”) will be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 14 May 2010 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2009;
2. To declare a final dividend for the year ended 31 December 2009;
3. To re-elect retiring directors of the Company;
4. To authorize the board of directors of the Company to fix the remuneration of the directors;
5. To re-appoint the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:
 - A. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval of paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of the options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the time of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of securities of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the time of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon the resolutions set out as Resolutions A and B in paragraph 6 of the notice convening this Meeting being duly passed, the general mandate granted to the directors of the Company (the “Directors”) and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to the resolution set out as Resolution A in paragraph 6 of the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out as Resolution B in paragraph 6 of the notice convening this Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the said resolutions.”
7. As special business, to consider, and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares in the capital of the Company issuable upon exercise of the options to be granted pursuant to the authority hereby given, the board of directors of the Company be and is hereby authorized (i) to grant options under the share option scheme of the Company adopted on 26 November 2002 to such extent that the total number of shares in the capital of the Company which may be issued upon the exercise of such options shall represent up to 10 per cent. of the number of shares in the capital of the Company in issue as at the date of the passing of this resolution (the “Refreshed Scheme Mandate”); and (ii) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Mandate.”

By Order of the Board
Chan Pui Shan, Bessie
Company Secretary

Hong Kong, 13 April 2010

As at the date of this notice, the Board comprises fourteen executive Directors, namely, Mr. Sumet Jiaravanon, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Meth Jiaravanont, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Bai Shanlin, Mr. Nopadol Chiaravanont, Mr. Chatchaval Jiaravanon, Mr. Narong Chearavanont, Mr. Suphachai Chearavanont, Mr. Robert Ping-Hsien Ho and Mr. Pang Siu Chik, and three independent non-executive Directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. The Register of Members will be closed from Tuesday, 11 May 2010 to Friday, 14 May 2010, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for receiving the proposed final dividend, all transfers, accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 10 May 2010.
5. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the Meeting will be taken by way of poll.