



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

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

 Date Submitted 01/02/2012
I. Movements in Authorised Share Capital
1. Ordinary Shares

 (1) Stock code : 00043 Description : Ordinary Shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>36,000,000,000</u>	<u>US\$0.01</u>	<u>US\$360,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>36,000,000,000</u>	<u>US\$0.01</u>	<u>US\$360,000,000</u>

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

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

2. Series A Convertible Preference Shares

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

3. Series B Convertible Preference Shares

Stock code :	<u> N/A </u>	Description :	<u> Series B Convertible Preference Shares </u>	
		No. of preference shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month		<u> 4,000,000,000 </u>	<u> US\$0.01 </u>	<u> US\$40,000,000 </u>
Increase/(decrease)		<u> Nil </u>		<u> Nil </u>
Balance at close of the month		<u> 4,000,000,000 </u>	<u> US\$0.01 </u>	<u> US\$40,000,000 </u>

4. Other Classes of Shares

Stock code :	<u> N/A </u>	Description :	<u>_____</u>	
		No. of other classes of shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
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\$600,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of Series A Convertible Preference Shares	No of Series B Convertible Preference Shares	No. of other classes of shares
Balance at close of preceding month	<u>16,987,835,710</u>	<u>N/A</u>	<u>1,135,916,667</u>	<u>3,261,077,748</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>NIL</u>	<u>NIL</u>	<u>N/A</u>
Balance at close of the month	<u>16,987,835,710</u>	<u>N/A</u>	<u>1,135,916,667</u>	<u>3,261,077,748</u>	<u>N/A</u>

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	Nil	Nil	Nil	Nil	Nil	647,544,234
(Note 1)						
2. N/A (/ /) shares						
(Note 1)						
3. N/A (/ /) shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

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 (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
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 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. Series A Convertible						
Preference Shares						
("Series A CPS")		1,135,916,667		1,135,916,667		
	N/A	Series A CPS	-	Series A CPS	-	1,135,916,667
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
	One Series A CPS converts into one Ordinary Share					
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(25/01/2010)					
2. Series B Convertible						
Preference Shares						
("Series B CPS")		3,261,077,748		3,261,077,748		
	N/A	Series B CPS	-	Series B CPS	-	3,261,077,748
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
	One Series B CPS converts into one Ordinary Share					
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(22/07/2011)					
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
<p>1. Pursuant to the Acquisition Agreement dated 11 December 2009, a total of 7,188,940,092 ordinary shares and/or Series A 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 31 January 2012, a total of 3,300,540,621 ordinary shares and/or Series A Convertible Preference Shares (at the conversion ratio of one ordinary share for every one Series A Convertible Preference Share, subject to adjustment) of the said 7,188,940,092 Consideration Shares had not yet been issued.</p> <p>For details, please refer to the Company’s circular dated 31 December 2009.</p> <p style="text-align: right;">(25/01/2010)</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	NIL	NIL
<p>2.</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>3.</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p>		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	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> _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable <i>(Note 1)</i> _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable <i>(Note 1)</i> _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4.	Bonus issue		Class of shares issuable <i>(Note 1)</i> _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
5.	Scrip dividend	At price : State currency _____	Class of shares issuable <i>(Note 1)</i> _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

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
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)	N/A (/ /) (/ /)	_____ _____
9.	Capital reorganisation	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	_____ _____

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
10. Other (Please specify)	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
		Total E. (Ordinary shares)	Nil
		(Series A Convertible Preference shares)	Nil
		(Series B Convertible Preference shares)	Nil
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in Series A convertible preference shares during the month (i.e. Total of A to E):		NIL
Total increase / (decrease) in Series B convertible preference shares during the month (i.e. Total of A to E):		NIL
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Lau Wing Yuen.

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.