### Monthly Return of Equity Issuer on Movements in Securities

**For the month ended (dd/mm/yyyy) : 31/03/2009**

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted  
01/04/2009

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### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

<table>
<thead>
<tr>
<th>Stock code</th>
<th>Description</th>
<th>No. of ordinary shares</th>
<th>Par value (US$)</th>
<th>Authorised share capital (US$)</th>
</tr>
</thead>
<tbody>
<tr>
<td>00043</td>
<td>Ordinary Shares</td>
<td>15,000,000,000</td>
<td>0.01</td>
<td>150,000,000</td>
</tr>
</tbody>
</table>

Balance at close of preceding month  
15,000,000,000  
0.01  
150,000,000

Increase/(decrease)  
NIL  
NIL

Balance at close of the month  
15,000,000,000  
0.01  
150,000,000

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#### 2. Stock code : N/A  
Description :

<table>
<thead>
<tr>
<th>No. of ordinary shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
</tr>
</thead>
</table>

Balance at close of preceding month  

Increase/(decrease)  

Balance at close of the month  

2. Preference Shares

<table>
<thead>
<tr>
<th>Stock code</th>
<th>N/A</th>
<th>Description</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>No. of preference shares</td>
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<tr>
<td>Balance at close of preceding month</td>
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<tr>
<td>Increase/(decrease)</td>
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<tr>
<td>Balance at close of the month</td>
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</tbody>
</table>

3. Other Classes of Shares

<table>
<thead>
<tr>
<th>Stock code</th>
<th>N/A</th>
<th>Description</th>
<th></th>
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</thead>
<tbody>
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<td>No. of other classes of shares</td>
</tr>
<tr>
<td>Balance at close of preceding month</td>
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<tr>
<td>Increase/(decrease)</td>
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<tr>
<td>Balance at close of the month</td>
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</tbody>
</table>

Total authorised share capital at the end of the month (US$) : 150,000,000
## II. Movements in Issued Share Capital

<table>
<thead>
<tr>
<th>No. of ordinary shares</th>
<th>No of preference shares</th>
<th>No. of other classes of shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at close of preceding month</td>
<td>2,889,730,786</td>
<td>N/A</td>
</tr>
<tr>
<td>Increase/ (decrease) during the month</td>
<td>NIL</td>
<td>N/A</td>
</tr>
<tr>
<td>Balance at close of the month</td>
<td>2,889,730,786</td>
<td>N/A</td>
</tr>
</tbody>
</table>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

<table>
<thead>
<tr>
<th>Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable</th>
<th>Movement during the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Granted</td>
<td>Exercised</td>
<td>Cancelled</td>
</tr>
</tbody>
</table>

1. Share Option Scheme (26/11/2002) *(Note 1)*

| Ordinary shares | NIL | NIL | NIL | NIL | NIL | 647,544,234 |

2. N/A *(Note 1)*

| ( / / ) shares | | | | |

3. N/A *(Note 1)*

| ( / / ) shares | | | | |

**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 |
<table>
<thead>
<tr>
<th>Description of warrants (Date of expiry – dd/mm/yyyy)</th>
<th>Currency of nominal value</th>
<th>Nominal value at close of preceding month</th>
<th>Exercised during the month</th>
<th>Nominal value at close of the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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</thead>
<tbody>
<tr>
<td>1. N/A</td>
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</tbody>
</table>
For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

<table>
<thead>
<tr>
<th>Class and description</th>
<th>Currency of amount outstanding</th>
<th>Amount at close of preceding month</th>
<th>Converted during the month</th>
<th>Amount at close of the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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</table>

Total C. (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A
<p>| | | | |</p>
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<tbody>
<tr>
<td>1.</td>
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<td>Total D.</td>
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<td>Ordinary shares</td>
<td>N/A</td>
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<td>Preference shares</td>
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<td>Other class</td>
<td>N/A</td>
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</tbody>
</table>
## Other Movements in Issued Share Capital

| Type of Issue | Class of shares issuable  
\textit{(Note 1)} | Issue and allotment date : (dd/mm/yyyy) | 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 | N/A  
( / / ) | ( / / ) | ( / / ) | ( / / ) |
| 2. Open offer At price : State currency | N/A  
( / / ) | ( / / ) | ( / / ) | ( / / ) |
| 3. Placing At price : State currency | N/A  
( / / ) | ( / / ) | ( / / ) | ( / / ) |
| 4. Bonus issue | N/A  
( / / ) | ( / / ) | ( / / ) | ( / / ) |
<table>
<thead>
<tr>
<th>Type of Issue</th>
<th>Class of shares issuable (Note 1)</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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<tbody>
<tr>
<td>5. Scrip dividend</td>
<td>N/A</td>
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<tr>
<td>At price : State currency</td>
<td>Issue and allotment date : (dd/mm/yyyy)</td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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<tr>
<td>6. Repurchase of shares</td>
<td>N/A</td>
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<td>Class of shares repurchased (Note 1)</td>
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<td>Cancellation date: (dd/mm/yyyy)</td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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<tr>
<td>7. Redemption of shares</td>
<td>N/A</td>
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<td>Class of shares redeemed (Note 1)</td>
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<tr>
<td>8. Consideration issue</td>
<td>N/A</td>
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<td>At price : State currency</td>
<td>Class of shares issuable (Note 1)</td>
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<td>Issue and allotment date : (dd/mm/yyyy)</td>
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<tr>
<td>Type of Issue</td>
<td>No. of new shares of issuer issued during the month pursuant thereto</td>
<td>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</td>
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<tr>
<td>9. Capital reorganisation</td>
<td>N/A</td>
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<tr>
<td>10. Other (Please specify)</td>
<td>N/A</td>
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<td>Total E.</td>
<td>(Preference shares) N/A</td>
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<td></td>
<td>Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)</td>
<td>NIL</td>
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<td>Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): (2)</td>
<td>N/A</td>
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<td>Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):</td>
<td>N/A</td>
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</table>

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)
For Main Board and GEM listed issuers

Remarks (if any):

______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________

Submitted by: Chan Pui Shan, Bessie

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.