

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	28/02/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	C.P. Pokphand Co. Ltd.
Date Submitted	04/03/2010

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00043</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	30,000,000,000	0.01	300,000,000
Increase/(decrease)	NIL		NIL
Balance at close of the month	30,000,000,000	0.01	300,000,000
(2) Stock code : <u>N/A</u> Descrip	ption :		
	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 :	N/A	Description :	Convertib	le Preference	Shares
			f preference shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of	preceding mo	nth),000,000,000	0.01	200,000,000
Increase/(decrease)			NIL		NIL
Balance at close of	the month	20),000,000,000	0.01	200,000,000

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (US\$): 500,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other classes	
	(1)	(1) (2)		of shares	
Balance at close of preceding month	2,889,730,786	N/A	NIL	N/A	
Increase/ (decrease) during the month	2,724,758,578	N/A	6,620,863,542	N/A	
Balance at close of the month	5,614,489,364	N/A	6,620,863,542	N/A	

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme						
(26/11/2002)						
<u> </u>						
Ordinary						
shares	NIL	NIL	NIL	NIL	NIL	647,544,234
(Note 1)						
(1000 1)						
2. N/A						
<u>2. IN/A</u>						
(/ /)						
shares						
(Note 1)						
3. N/A						
shares						
(Note 1)		T			NII	
		10	otal A. (Ordin		NIL	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ring the month	from exercise o	of			
options (State currence	cy)			NIL		

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised Nominal value during the at close of the month 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)	(/ /)			
<u>2. N/A</u>				
(/ /) 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	

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the pursuant month thereto as at pursuant Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month outstanding month month month Stock code (if listed) issuable (Note 1) Subscription price EGM approval date (/ /)

Class and description

Class of shares

(if applicable) (dd/mm/yyyy))

N/A

1. N/A

2.

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. (Ordi	nary shares)	N/A	
			(Prefer	ence 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),	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
if applicable, and class of shares issuable:		
1. N/A		
	1	
shares (Note 1)		
2. N/A		
]	
]	
shares (Note 1)	1	
3. N/A		
	1	
	1	
shares (Note 1)	1	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
	1.011	
	l	

			No. of new shares of issuer issued during the month pursuant thereto	No. of new share: of issuer which may be issued pursuant thereto as at close of the month
Type of Issue	,			
1. Rights issue	At price : State	N/A Class of shares issuable (Note 1) (/ / Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	
2. Open offer	At price : State currency	N/AClass of shares issuable (Note 1)(/ /Issue and allotment date : (dd/mm/yyyy)(/ /EGM approval date: (dd/mm/yyyy))	
3. Placing	At price : State	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	
4. Bonus issue		Class of shares issuable (<i>Note 1</i>) - Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	

			For 1	Main Board and GE No. of new shares of issuer issued during the month pursuant thereto	
	Type of Issue				
5.	Scrip At price : State dividend	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 At price : HKD <u>0.3255</u>	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary (28 / 02 / 2010) (25 / 01 / 2010)		

						For M	Main Board and GE No. of new shares of issuer issued during the month pursuant thereto	M listed issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue	At price :	HKD	0.3255	Class of share issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Shares (28 / 02 / 2010)		6,620,863,542 (no. of ordinary shares which may be issued upon conversion of the convertible preference
9.	Capital reorganisation				Class of share issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	2010) N/A (//) (//)	6,620,863,542	shares)
10.	Other (Please specify)	At price :	State currency		Class of share issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//)		
					Total E.	(Ordinary share Preference share (Other classifier)	es) 6,620,863,542	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	2,724,758,578					
	(2)	N/A					
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	_	6,620,863,542					
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	_	N/A					
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)							

Remarks (if any):

Submitted by: <u>Chan Pui Shan, Bessie</u>

 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.