

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	C.P. Pokphand Co. Ltd.
Date Submitted	02/04/2013

I. Movements in Authorised Share Capital

1.	Ord	inary	Shares	
				ī

(1) Stock code : <u>00043</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	36,000,000,000	US\$0.01	US\$360,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	36,000,000,000	US\$0.01	US\$360,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
	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. Series A Convertible Preference Shares

Stock code :	<u>N/A</u> Descriptio		Series A Convertible Preference Shares				
			No. of preference shares		Authorised share capital (State currency)		
Balance at close of	20,000,0	20,000,000,000		US\$200,000,000			
Increase/(decrease)		N	Nil		Nil		
Balance at close of	the month	20,000,0	000,000	US\$0.01	US\$200,000,000		

3. Series B Convertible Preference Shares

Stock code : <u>N/A</u> Descri		ption : Series B Convertible Preference Share					
			No. of preference shares		Par value (State currency)		thorised share capital <i>ate currency</i>)
Balance at close of	preceding m	onth	4,000,0	00,000	US\$0.01	US\$	640,000,000
Increase/(decrease)			N	il			Nil
Balance at close of	the month		4,000,0	00,000	US\$0.01	US\$	540,000,000

4. Other Classes of Shares

Stock code : N/A	Description :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	onth		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month :

US\$600,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of Series A Convertible	No. of other classes of shares	
	(1)	(2)	Preference Shares	Preference Shares	
Balance at close of preceding month	18,492,200,455	N/A	3,300,540,621	3,261,077,748	N/A
Increase/ (decrease) during the month	NIL	N/A	NIL	NIL	N/A
Balance at close of the month	18,492,200,455	N/A	3,300,540,621	3,261,077,748	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM		, ,		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto	
approval date		Movement durin	g the month		thereto	as at close of the month
(dd/mm/yyyy) and			-			
class of shares		F · 1	C 11 1	T 1		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme (26/11/2002)						
(20/11/2002)						
(18/02/2013)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	279,096,156
(Note 1)	INII	INII	1111	INII	INII	279,090,130
(Ivole I)						
2. N/A						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
		7	Fotal A. (Ordi	nary shares)	NIL	
				ence shares)	N/A	
			,	Other class)	N/A N/A	
Total funds raised dur	ing the month	from avaraise of		Guier class)	11/17	
Total funds raised dur options (State currence		i nom exercise of		NIL		
options (State current	y)			INIL		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal val nominal close of value preceding m	f du	xercised uring 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						
(if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A						
(/ /)	·			<u> </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 (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)	· ·					
(f_1)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
		Total B.	(Ordir	nary shares)	N/A	
		iotai D.		ence shares)	N/A 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	outstanding	monun	month	of the month	thereto	montin
Preference Shares						
("Series A CPS")		3,300,540,621		3,300,540,621		
	N/A	Series A CPS		Series A CPS		3,300,540,621
Stock code (if listed)	<u> </u>	Selies A CI 5		Series A CI S		5,500,540,021
Class of shares						
issuable (Note 1)	Ordinary Share					
	One Series A CI					
Sector ministic manier	converts into or					
Subscription price EGM approval date	Ordinary Share	<u>e</u>				
(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 Share One Series B Cl					
	converts into or					
Subscription price	Ordinary Share					
EGM approval date	•					
(if applicable) (dd/mm/yyyy)	(22/07/2011)					
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)	(/ /)					
<u>4. 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)	(/ /)					
		То	tal C. (Ordinary		N/A N/A	
			(Preference	er class)	N/A N/A	
			(Oui	<u> </u>	11/11	

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
if applicable, and class of shares issuable:	uleieto	as at close of the month
1. <u>N/A</u>		
Ordinary shares (Note 1)		
_ ,,,,,,		
2. <u>N/A</u>		
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A 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)

	Other Movemen	ts 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	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date:	N/A)	
			(dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A		
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
1						

	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
		Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		<u> </u>
		Class of shares redeemed (<i>Note 1</i>)	N/A			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares	N/A			
8.	Consideration At price : State currency	issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)				
		EGM approval date: (dd/mm/yyyy)				
		Class of shares issuable (Note 1)	N/A			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

Type of Issue	No. of new shares of issue which may be issued pursua thereto as at close of the pursuant thereto month
10. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: ()	I/A /) /)
(Series A Convertible Preference (Series B Convertible Preference	
Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to	E): (1) NIL

(/-	(2) N/A	Δ		
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	1		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

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.