

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	C.P. Pokphand Co. Ltd.
Date Submitted	01/04/2015

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 (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 :	Stock code : <u>N/A</u> Descript			Series A Convertible Preference Shares					
		No. of pr sha		Par value (State currency)	Authorised share capital (State currency)				
Balance at close of	preceding month	n <u>20,000,0</u>	000,000	US\$0.01	US\$200,000,000				
Increase/(decrease)		N	il		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 : N/A		Descrip	otion :	Series	B Convertible Preference Shares				
			No. of prosta		Par value (State currency)		Authorised share capital (State currency)		
Balance at close of	preceding n	nonth	4,000,0	00,000	US\$0.01	U	JS\$40,000,000		
Increase/(decrease))		Ni	il			Nil		
Balance at close of	the month		4,000,0	00,000	US\$0.01	U	JS\$40,000,000		

4. Other Classes of Shares

Stock code : <u>N/A</u> Descr	iption :		
	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\$600,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of Series A Convertible	No of Series B Convertible	No. of other classes of shares
	(1)	(2)	Preference Shares	Preference Shares	
Balance at close of preceding month	24,071,837,232	N/A	0	1,261,077,748	N/A
Increase/ (decrease) during the month	NIL	N/A	NIL	NIL	N/A
Balance at close of the month	24,071,837,232	N/A	0	1,261,077,748	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share	•		,		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 durin	g the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
shares	_		·			
(Note 1)						
<u>2. N/A</u>						
shares			· - <u></u>	· ·		
(Note 1)						
2 11/4						
<u>3. N/A</u>						
shares			·	<u> </u>		
(Note 1)						
		Т	otal A. (Ordi	nary shares)	NIL	
			(Prefer	ence shares)	NIL	
				Other class)	N/A	
Total funds raised dur	h from exercise of	· · · · · · · · · · · · · · · · · · ·				
Total funds raised during the month from exercise of options (State currency)				NIL		
options (State current	5)			1112		

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

1. N/A	Description of warrants (Date of expiry - dd/mm/yyyy)		ose of du	xercised pring 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
Stock code (if listed)	<u>1. N/A</u>						
Stock code (if listed)							
(d/mm/yyyy) (/ /) 2. N/A	Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/nm/yyyy) (/ /) 4. N/A (/ /) Subscription price EGM approval date (if applicable) (class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (id/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (id/mm/yyyy) (/ /) Total B. (Ordinary shares)		(/ /)					
Stock code (if listed)	2. N/A						
Stock code (if listed)							
issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) 3. N/A 	Stock code (if listed)	· ·					
EGM approval date (if applicable) (dd/mm/yyyy) (/ / /) 3. N/A							
3. N/A	EGM approval date (if applicable)	(/ /)					
Stock code (if listed)							
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)							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	Class of shares						
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A			<u> </u>				
(dd/mm/yyyy) (/ / /) 4. N/A	EGM approval date						
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) NIL		(/ /)					
Stock code (if listed)							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total B. (Ordinary shares) NIL	(/ /)	· ·					
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total B. (Ordinary shares) NIL							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total B. (Ordinary shares)							
(if applicable) (dd/mm/yyyy) (/ /) Total B. (Ordinary shares) NIL	Subscription price						
	(if applicable)	(/ /)					
			Total B	(Ordin	ary shares)	NIL	
(Preference shares) NIL			Loui Di				
(Other class) N/A				(0	Other class)	N/A	

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

	amount	Amount at close of preceding	Converted during the	Amount at close of the	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the
Class and description	outstanding	month	month	month	thereto	month
1. Series A Convertible						
Preference Shares						
("Series A CPS")						
	N/A		-	-		
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary Share					
	One Series A Cl converts into or					
Subscription price	Ordinary Shar					
EGM approval date	Ordinary Shar					
(if applicable) (dd/mm/yyyy))	(25/01/2010)					
2. Series B Convertible						
Preference Shares						
("Series B CPS")		1,261,077,748		1,261,077,748		
	N/A	Series B CPS	-	Series B CPS	-	1,261,077,748
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary Share					
	One Series B Cl					
	converts into or					
Subscription price	Ordinary Shar	e				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(22/07/2011)					
	(22/07/2011)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price EGM approval date						
(if applicable)						
	(/ /)					
4. N/A	(' ')					
<u></u>						
Stock code (if listed)				·		
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u></u>	<u> </u>		al C. (Ordinary	y shares)	NIL	
		200		e shares)	NIL	
				er class)	N/A	-
				·		-

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
1. <u>N/A</u>		
Ordinary shares (<i>Note 1</i>)		
2. <u>N/A</u>		
(/ /)		
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares) (Preference shares)	NIL NIL	
(Other class)	NIL 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 S	Share Capital				No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue						pursuant thereto	month
				Class of shares issuable (<i>Note 1</i>)	N/A			
1.	Rights issue		State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A			
2.	Open offer		State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)			
				Class of shares issuable (Note 1)	N/A			
3.	Placing		State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)			
				Class of shares issuable (<i>Note 1</i>)	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	ALDITCE ·	State currency ———	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
			Class of shares repurchased (Note 1)	N/A	_	
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	_
			Class of shares	N/A		
7.	Redemption of shares		redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			Class of shares issuable (Note 1)	N/A	_	
8.	Consideration At price	State currency	Issue and allotment date : (dd/mm/yyyy)			
			EGM approval date: (dd/mm/yyyy)			
			Class of shares issuable (<i>Note 1</i>)	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 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 Issue and allotment date : (dd/mm/yyyy) N/A 10. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /)		
Total E. (Ordinary shares)_ (Series A Convertible Preference shares)_ (Series B Convertible Preference shares)_ (Other class)_	NIL NIL NIL 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
(These figures should be the same as the relevant figures under II above ("Movements in Issued Sha	re Capital").)

Remarks (if any):

Submitted by: <u>Lau Wing Yuen</u> .
Title: <u>Company Secretary</u> .
(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.