



# C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

## FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 15 DECEMBER 2021 AT 10:30 A.M. (HONG KONG TIME) (AND ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary shares <sup>(Note 2)</sup> of par value US\$0.01 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE SGM** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the SGM (or at any adjournment thereof) to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Wednesday, 15 December 2021 at 10:30 a.m.. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 23 November 2021 convening the SGM (the "Notice of SGM") and at such SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Notice of SGM.

SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares <sup>(Note 9)</sup> .		
ORDINARY RESOLUTIONS			
2.	To approve (i) the contemporaneous maintenance of the issued share capital of the Company by the allotment and issue to the Offeror of such number of new Shares, credited as fully paid, as is equal to the number of the Scheme Shares cancelled; (ii) the application by the Company of the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par the new Shares; and (iii) the authorization of the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme <sup>(Note 9)</sup> .		
3.	To approve the Rollover Arrangement <sup>(Note 9)</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021 Shareholder's signature(s) <sup>(Note 5)</sup>:

Contact Phone Number: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the Shares registered in your name(s).
- Any Shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the chairman of the SGM is preferred, please strike out the words "THE CHAIRMAN OF THE SGM or" and insert the name and address of the proxy desired in the space provided. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the SGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE ALL OF YOUR SHARES FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR SHARES AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box in relation to any of the resolutions will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the Notice of the SGM or abstain.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint registered holders of any Share(s), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than 10:30 a.m. (Hong Kong time) on Monday, 13 December 2021 and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the SGM (or any adjournment thereof) and voting in person at the SGM (or any adjournment thereof) if you so wish, but in the event of your attending and voting at the SGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- The full text of the resolutions appears in the Notice of SGM dated 23 November 2021.
- In line with the prevailing practices and guidelines on the prevention of COVID-19, the Company may, depending on the development with regard to COVID-19, implement additional precautionary measures at the SGM. Shareholders are advised to read page ii of the Scheme Document for details of the precautionary measures and monitor the development of COVID-19.
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the SGM as their proxy to vote on the resolutions as an alternative to attending the SGM in person.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address.