



C. P. POKPHAND CO. LTD.

卜蜂國際有限公司

(Incorporated in Bermuda with limited liability)

RECEIVED

2010 JUL 22 A 8:55

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



10016041

Ref : BC/GH/PPP/10/076

BY AIRMAIL

2nd July, 2010

Securities and Exchange Commission
Division of Corporate Finance
450 Fifth Street,
Washington, DC 20549
United States of America

Attn : International Corporate Finance

Ladies and Gentlemen

RE : C.P. POKPHAND CO. LTD. RULE 12G3-2(b)
EXEMPTION FILE NO. 82-3260

Pursuant to Rule 12g3-2(b)(1)(iii) under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and on behalf of C.P. Pokphand Co. Ltd. (the "Company"), enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on March 16, 1992.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purpose that this Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2277 0286 in Hong Kong if you have any questions.

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Handwritten signature and date: 7/22

Please acknowledge receipt of this letter and the enclosed materials by date stamping the enclosed receipt copy of this letter (without Annex A) and returning it to the undersigned at C.P. Pokphand Co. Ltd., 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong in the enclosed self-addressed envelope.

Thank you for your attention to this matter.

Yours faithfully
For and on behalf of
C.P. POKPHAND CO. LTD.



Bessie P S Chan
Company Secretary

Encl

c.c. Ms Joanne Wang - The Bank of New York (w/o encl) (via fax no. 1 212 571 3050)
Ms Kammy Yuen / Ms Anna Jia - The Bank of New York, Hong Kong Branch
(w/o encl) (via fax no. 2877 0863)

File No. 82-3260

Annex A to Letter to the
SEC
dated 2nd July, 2010 of
C.P. Pokphand Co. Ltd.

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2(b), which exemption was established on March 16, 1992.

Description of Documents

Document : Monthly Return of Equity Issuer on Movements in Securities for the month ended 30th June, 2010

Date : 2nd July, 2010

Source of requirement : The Listing Rules Governing the Listing of Securities on
The Stock Exchange of Hong Kong Limited



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 30/06/2010
To : Hong Kong Exchanges and Clearing Limited
Name of Issuer C.P. Pokphand Co. Ltd.
Date Submitted 02/07/2010
I. Movements in Authorised Share Capital
1. Ordinary Shares
(1) Stock code : 00043 Description : Ordinary Shares

	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>

(2) Stock code : N/A Description : _____

	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 :	<u>N/A</u>	Description :	<u>Convertible Preference Shares</u>
		No. of preference shares	Par value (US\$)
			Authorised share capital (US\$)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>0.01</u>	<u>200,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>0.01</u>	<u>200,000,000</u>

3. Other Classes of Shares

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

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

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>5,614,489,364</u>	<u>N/A</u>	<u>6,902,451,953</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>NIL</u>	<u>N/A</u>
Balance at close of the month	<u>5,614,489,364</u>	<u>N/A</u>	<u>6,902,451,953</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share						
<u>Option Scheme</u>						
<u>(26/11/2002)</u>						
<u>Ordinary shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>647,544,234</u>
<i>(Note 1)</i>						
2. N/A						
<u>(/ /)</u>						
<u>shares</u>						
<i>(Note 1)</i>						
3. N/A						
<u>(/ /)</u>						
<u>shares</u>						
<i>(Note 1)</i>						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)			<u>NIL</u>			

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

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during 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						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
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 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)

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. Convertible Preference Shares ("CPS")						
	N/A	6,902,451,953 CPS	-	6,902,451,953 CPS	-	6,902,451,953
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	One CPS converts into one Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy)	(25/ 01/ 2010)					
2. N/A						
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. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

For Main Board and GEM listed issuers

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), 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
<p>1. Pursuant to the Acquisition Agreement dated 11 December 2009, a total of 7,188,940,092 ordinary shares and/or Convertible Preference Shares of the Company of US\$0.01 each will be issued by the Company to OSIL at an issue price of HK\$0.3255 each ("Consideration Shares") upon settlement of the Intercompany Debt by OSIL. As of 30 June 2010, a total of 6,907,351,681 Convertible Preference Shares (at the conversion ratio of one ordinary share for every one Convertible Preference Share, subject to adjustment) of the said 7,188,940,092 Consideration Shares had not yet been issued. For details, please refer to the Company's circular dated 31 December 2009.</p> <p style="text-align: right;">(25 / 01 / 2010)</p> <p style="text-align: right;">Ordinary Shares (Note 1)</p>	Nil	Nil
<p>2. N/A</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>3. N/A</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital			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
Type of Issue				
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>	
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>	
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
3. Placing	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>	
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
4. Bonus issue	_____	Class of shares issuable (Note 1)	<u>N/A</u>	
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	

For Main Board and GEM listed issuers

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

For Main Board and GEM listed issuers

		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
Type of Issue		N/A	
9. Capital reorganisation	Class of shares issuable (Note 1)	(/ /)	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)		
10. Other (Please specify)	At price : State currency _____		
	Class of shares issuable (Note 1)	(/ /)	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)		
Total E. (Ordinary shares)		N/A	
		(Preference shares)	
		N/A	
		(Other class)	
		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 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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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.*



C. P. POKPHAND CO. LTD.

卜蜂國際有限公司

(Incorporated in Bermuda with limited liability)

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2010 JUL 22 A 8:55

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Ref : BC/GH/PPP/10/077

BY AIRMAIL

8th July, 2010

Securities and Exchange Commission
Division of Corporate Finance
450 Fifth Street,
Washington, DC 20549
United States of America

Attn : International Corporate Finance

Ladies and Gentlemen

RE : C.P. POKPHAND CO. LTD. RULE 12G3-2(b)
EXEMPTION FILE NO. 82-3260

Pursuant to Rule 12g3-2(b)(1)(iii) under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and on behalf of C.P. Pokphand Co. Ltd. (the "Company"), enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on March 16, 1992.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purpose that this Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2277 0286 in Hong Kong if you have any questions.

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Thank you for your attention to this matter.

Yours faithfully
For and on behalf of
C.P. POKPHAND CO. LTD.



Bessie P S Chan
Company Secretary

Encl

c.c. Ms Joanne Wang - The Bank of New York (w/o encl) (via fax no. 1 212 571 3050)
Ms Kammy Yuen / Ms Anna Jia - The Bank of New York, Hong Kong Branch
(w/o encl) (via fax no. 2877 0863)

File No. 82-3260

Annex A to Letter to the
SEC
dated 8th July, 2010 of
C.P. Pokphand Co. Ltd.

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2(b), which exemption was established on March 16, 1992.

Description of Documents

Document : Voluntary Announcement - Sale of Convertible Preference Shares by a
Controlling Shareholder

Date : 8th July, 2010

Source of requirement : The Listing Rules Governing the Listing of Securities on
The Stock Exchange of Hong Kong Limited

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

**VOLUNTARY ANNOUNCEMENT - SALE OF CONVERTIBLE PREFERENCE
SHARES BY A CONTROLLING SHAREHOLDER**

This announcement is made by C.P. Pokphand Co. Ltd. (the "Company") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Company has been informed by its controlling shareholder Orient Success International Limited ("OSIL") that it has entered into conditional agreements for the placement of certain convertible preference shares of US\$0.01 each in the capital of the Company ("CPS"):-

1. OSIL will place with Burnside Asia Holdings Limited, an affiliate of Carlyle Asia Partners III L.P. ("Carlyle") 2,270,916,667 CPS (the "Carlyle Shares"). Following the closing of this transaction, the board of directors of the Company (the "Board") will invite a person designated by Carlyle to join the Board.
2. OSIL will place with certain other independent investors a further 385,243,902 CPS.

The above transactions will, upon completion, result in a placement by OSIL of an aggregate of 2,656,160,569 CPS (the "Placement Shares"), each of which is convertible into one ordinary share of US\$0.01 in the capital of the Company ("Ordinary Share"). As of the date of this announcement, the issued share capital of the Company comprises 5,614,489,364 Ordinary Shares and 6,902,451,953 CPS in aggregate. The 2,656,160,569 Ordinary Shares into which the Placement Shares can be converted represent, on a fully diluted basis, approximately 13.23% (of which the 2,270,916,667 Ordinary Shares into which the Carlyle Shares can be converted will represent approximately 11.31%) of the total number of Ordinary Shares in issue assuming full exercise of all of the 647,544,243 outstanding share options granted under the Company's share option scheme, full conversion of all CPS currently outstanding, and full issuance of and conversion of the additional 6,907,351,681 CPS to be issued by the Company to OSIL upon full repayment of certain balances owed by OSIL and/or its affiliates to the Company and/or its subsidiaries (and approximately 20.18% of the total number of Ordinary Shares in issue assuming full exercise of the outstanding share options and full conversion of all CPS currently outstanding). Under the terms of the CPS, conversion of CPS into Ordinary Shares would not be permitted if the Company cannot meet the public float requirement under the Listing Rules.

By Order of the Board
Robert Ping-Hsien Ho
Director

Hong Kong, 8 July 2010

As at the date of this announcement, the Board comprises nine executive directors, namely, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Meth Jiaravanont, Mr. Soopakij Chearavanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Bai Shanlin, Mr. Suphachai Chearavanont and Mr. Robert Ping-Hsien Ho, and three independent non-executive directors, namely, Mr. Ma Chiu Cheung, Andrew, Mr. Sombat Deo-isres and Mr. Sakda Thanitcul.