



C. P. POKPHAND CO. LTD.

卜蜂國際有限公司

(Incorporated in Bermuda with limited liability)

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Ref : BC/PPP/060/08

BY AIRMAIL

20th June, 2008

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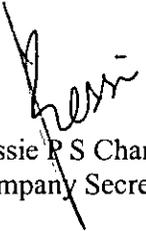
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Please acknowledge receipt of this letter and the enclosed materials by date stamping the enclosed receipt copy of this letter (without Annex A) and returning it to the undersigned at C.P. Pokphand Co. Ltd., 21st Floor, Far East Finance Centre, 16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

Annex A to Letter to the SEC
dated 20th June, 2008 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 : Announcement relating to Results of the Special General Meeting held on
19th June, 2008

Date : 19th June, 2008

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



C.P. POKPHAND CO. LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 43)

RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 19 JUNE 2008

The Board is pleased to announce that the ordinary resolutions approving the Disposal and the Continuing Connected Transactions have been duly passed by way of poll at the Special General Meeting held on 19 June 2008.

Reference is made to the circular of the Company dated 27 May 2008 (the "Circular") in relation to the Disposal and the Continuing Connected Transactions. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolutions approving the Disposal and the Continuing Connected Transactions have been duly passed by way of poll at the special general meeting of the Company (the "Special General Meeting") held on 19 June 2008.

As at the date of the Special General Meeting, the number of issued shares of the Company was 2,889,730,786 shares. In accordance with the Listing Rules and as disclosed in the Circular, the Chearavanont Shareholders and their respective associates (who collectively are interested in 1,486,108,445 shares representing approximately 51.43% of the total issued share capital of the Company as at the date of the Special General Meeting) abstained from voting in relation to all the resolutions proposed at the Special General Meeting. The total number of shares entitling the Independent Shareholders to attend and vote for or against all the resolutions proposed at the Special General Meeting was 1,403,622,341 shares, representing approximately 48.57% of the total issued share capital of the Company as at the date of the Special General Meeting. No shareholder of the Company who is eligible to attend the Special General Meeting but is only entitled to vote against the resolutions.

Details of the poll results in respect of the ordinary resolutions proposed at the Special General Meeting are as follows:

Ordinary Resolutions	FOR	AGAINST	Total number of votes
	Votes (%)	Votes (%)	
1. To approve the Disposal Agreement	599,948,245 (90.84%)	60,478,000 (9.16%)	660,426,245
2. To approve the CP China-CCT Agreement and the related caps	599,948,245 (93.16%)	44,040,000 (6.84%)	643,988,245
3. To approve the CPP-CCT Agreement and the related caps	599,948,245 (93.16%)	44,040,000 (6.84%)	643,988,245
4. To approve the CPP Supply Agreement and the related caps	599,948,245 (93.16%)	44,040,000 (6.84%)	643,988,245

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the Special General Meeting for the purposes of taking and monitoring the poll voting.

On behalf of the Board
Robert Ping-Hsien Ho
Director

Hong Kong, 19 June 2008

As at the date of this announcement, the Board comprises twelve executive Directors, namely, Mr. Sumet Jiaravanon, Mr. Dhanin Chearavanont, Mr. Thanakorn Seriburi, Mr. Meth Jiaravanont, Mr. Anan Athigapanich, Mr. Damrongdej Chalongphuntarat, Mr. Robert Ping-Hsien Ho, Mr. Bai Shanlin, Mr. Soopakij Chearavanont, Mr. Nopadol Chiaravanont, Mr. Benjamin Jiaravanon, and Mr. Narong Chearavanont and three independent non-executive Directors, namely, Mr. Kowit Wattana, Mr. Sombat Deo-isres and Mr. Ma Chiu Cheung, Andrew.