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中國植物開發控股有限公司
CHINA BOTANIC DEVELOPMENT HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2349)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China Botanic Development Holdings Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 4 March 2009 at 2nd Floor, On Shing Industrial Building, Nos. 2-16 Wo Liu Hang Road, Fo Tan, Shatin, New Territories, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the terms of the application for a waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission to China Water Affairs Group Limited (“**China Water**” or the “**Underwriter**”) and parties acting in concert with it pursuant to Note 1 on the Dispensations from Rule 26 of the Code (the “**Takeovers Code**”) on Takeovers and Mergers of Hong Kong from an obligation to make a general mandatory offer for the shares of the Company not already owned by them as a result of the Open Offer (as defined below) be and are hereby approved and the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to or in connection with the Whitewash Waiver.

For the purpose of the resolutions to be proposed at the EGM, “**Open Offer**” means the proposed issue by way of open offer of not less than 345,968,750 shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company and not more than 415,040,428 Shares (the “**Offer Shares**”) at a subscription price of HK\$0.08 per Offer Share to the shareholders of the Company subject to the fulfilment or waiver of the conditions and terms set out in the underwriting agreement dated 17 November 2008 (the “**Underwriting Agreement**”, including, if any, all supplemental

agreements or deeds relating thereto) entered into between the Company and China Water (a copy of the Underwriting Agreement having been produced to the meeting marked “A” and initialled by the chairman of the EGM for the purpose of identification).”

2. “**THAT** the Underwriting Agreement pursuant to which the aggregate subscription price for up to 345,968,750 Offer Shares at the subscription price of HK\$0.08 per Offer Share to be issued under the Open Offer payable by the Underwriter will be satisfied by way of full or partial capitalisation (the “**Loan Capitalisation**”) of the loan (the “**Loan**”) due from the Company to the Underwriter of up to HK\$27,677,500 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified and any of the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to or in connection with the Loan Capitalisation and the Underwriting Agreement.”

By the order of the Board
China Botanic Development Holdings Limited
But Ka Wai
Executive Director

Hong Kong, 16 February 2009

Registered Office:

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P.O. Box 2681
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KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

2nd Floor, On Shing Industrial Building
2 - 16 Wo Liu Hang Road
Fo Tan, Shatin
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Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Whether or not you intend to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises Mr. But Ching Pui (honorary Chairman), Mr. But Ka Wai (Chairman), Mr. But Chai Tong (Vice Chairman), Mr. Ying Wei and Ms. Gao Jihong as executive Directors, Ms. Leung Wai Ling and Ms. Wang Fang as non-executive Directors and Mr. Cheung Yu Yan, Tommy, Mr. Ip Shing Tong, Francis, Mr. Ku Siu Fung, Stephen and Mr. Chen Ziqiang as independent non-executive Directors.