



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)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of China Botanic Development Holdings Limited (the “Company”) to be held at 2nd Floor, On Shing Industrial Building, Nos. 2-16 Wo Liu Hang Road, Fo Tan, Shatin, New Territories, Hong Kong on Wednesday, 4 March 2009 at 9:30 a.m. and at any adjournment thereof.

I/We (*note a*) _____
of _____
being the holder(s) of _____ (*note b*) shares of HK\$0.01 each in the Company hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (*note c*) at the Meeting to be held on Wednesday, 4 March 2009 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) (*note d*).

	Ordinary Resolutions	For	Against
1.	To approve the Whitewash Waiver in favour of China Water and parties acting in concert with it from making a mandatory offer under the Takeovers Code as a result of the Open Offer of the Company on the basis of one Offer Share for every two Shares held on the Record Date at a subscription price of HK\$0.08 per Offer Share and the transactions contemplated thereunder		
2.	To approve the Loan Capitalisation of the Loan due from the Company to the Underwriter of up to HK\$27,677,500 and the transactions contemplated thereunder		

Dated the _____ day of _____ 2009

Shareholder’s signature _____ (*notes e, f, g and h*)

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolutions. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.