



中國植物開發控股有限公司

CHINA BOTANIC DEVELOPMENT HOLDINGS LIMITED

(to be renamed as "China Water Property Group Limited")

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of China Botanic Development Holdings Limited (the "Company") to be convened at Room 1816-17, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Wednesday, 18 November 2009 at 10:00 a.m.

I/We ^(note a) _____ of _____
_____ being the registered holder(s) of ^(note b) _____
ordinary shares of 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 at Room 1816-17, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Wednesday, 18 November 2009 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(note d).

	Ordinary Resolutions	For	Against
1.	To grant a general mandate to directors to allot, issue and otherwise deal with the Company's shares		
2.	To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution no. 1		

Dated this _____ day of _____ 2009

Signature: _____ ^(notes e to h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- 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 **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- 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 resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- Corporations must execute this form of proxy under common seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Any alteration made to this form should be initialled by the person who signs the form.**