

Secretary's Certificate

Wah Yuen Holdings Limited

華園控股有限公司
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

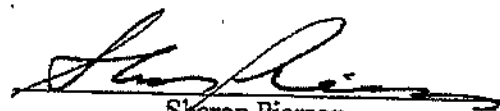
We, Codan Trust Company (Cayman) Limited, Assistant Secretary of Wah Yuen Holdings Limited 華園控股有限公司 (the "Company") DO HEREBY CERTIFY that the following is a true copy of the special resolution passed at an Extraordinary General Meeting of the shareholders of the Company held on 9th day of May, 2008 and that such resolution has not been modified.

5. SPECIAL RESOLUTION

It was proposed, seconded and resolved that the following resolution as set out in the Notice be passed as a special resolution:

"THAT subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from "Wah Yuen Holdings Limited 華園控股有限公司" to "China Botanic Development Holdings Limited 中國植物開發控股有限公司" with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company."

The Chairman declared that the resolution was duly passed as a special resolution.


Sharon Pierson
for and on behalf of
Codan Trust Company (Cayman) Limited
Assistant Secretary

Dated this 9th day of May, 2008.

