

16 February 2009

The Directors
China Botanic Development Holdings Limited
Rm 1816-17, 18F,
Sun Hung Kai Centre,
30 Harbour Road,
Wanchai,
Hong Kong

Dear Sirs

We hereby consent to the issue of the circular dated 16 February 2009 for the Proposed Open Offer in the Proportion of One Offer Share for Every Two Shares Held on the Record Date; Connected Transaction: Loan Capitalization and Application for Whitewash Waiver ("the Circular"), with the inclusion therein of our report dated 16 February 2009 on the statement of unaudited pro forma consolidated net tangible assets of the Group and the references thereto, and the references to our name, in the form and context in which they appear.

Yours faithfully,

HLM & Co.

HLM & Co.
Certified Public Accountants
Hong Kong