

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Wah Yuen Holdings Limited** (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



## WAH YUEN HOLDINGS LIMITED 華園控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2349)

### PROPOSED CHANGE OF COMPANY NAME

---

A notice convening an extraordinary general meeting of 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 Friday, 9 May 2008 at 10:00 a.m. is set out on pages 7 to 8 of this circular. There is a form of proxy for use at the extraordinary general meeting accompanying this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

15 April 2008

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Proposed Change of Company Name .....	4
Responsibility statement .....	5
Actions to be taken .....	5
Procedures for demanding a poll .....	5
Recommendation .....	6
<b>Notice of EGM</b> .....	7

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Announcement”	the Company’s announcement dated 28 March 2008 regarding the Proposed Change of Company Name
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Wah Yuen Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 2nd Floor, On Shing Industrial Building, Nos. 2-16 Wo Liu Hang Road, Fo Tan, Shatin, New Territories, Hong Kong on Friday, 9 May 2008 at 10:00 a.m. to consider and approve the Proposed Change of Company Name
“EGM Notice”	notice of the EGM
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Proposed Change of Company Name”	the proposed change of the name of the Company 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”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

---

## DEFINITIONS

---

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## LETTER FROM THE BOARD

---



### **WAH YUEN HOLDINGS LIMITED** **華園控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2349)

*Executive Directors:*

Mr. But Ching Pui (*Honorary Chairman*)

Mr. But Ka Wai (*Chairman*)

Mr. But Chai Tong (*Vice Chairman*)

*Non-executive Directors:*

Madam Leung Wai Ling

Mr. Ngai Chun Kong, Stephen

*Independent non-executive Directors:*

Mr. Cheung Yu Yan, Tommy

Mr. Ip Shing Tong, Francis

Mr. Ku Siu Fung, Stephen

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

2nd Floor

On Shing Industrial Building

Nos. 2-16 Wo Liu Hang Road

Fo Tan, Shatin

New Territories

Hong Kong

15 April 2008

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the Proposed Change of Company Name and to give you the EGM Notice in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Proposed Change of Company Name.

---

## LETTER FROM THE BOARD

---

### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 28 March 2008 that it proposed to change the name of the Company 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”, subject to the conditions set out below being fulfilled.

### **Reasons for the change of name**

After the announcement of the acquisition of China Environmental Water Holdings Limited by the Group on 29 June 2007 (the “**Acquisition**”), the Board believes that the Proposed Change of Company Name will benefit its future business development as the new name will better reflect the recent expansion and diversification of the Company business. In addition, the new name can also refresh the Company’s corporate image and identity. Further details of the Acquisition are set out in the announcement of the Company dated 12 July 2007 and the circular dated 24 September 2007.

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **Conditions of the change of name**

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Name.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Effects on the change of name**

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

---

## LETTER FROM THE BOARD

---

The Company will make further announcements as and when appropriate to inform the Shareholder on the results of the EGM, the effective date of the change of the name of the Company and the new stock short name of the Shares.

### RESPONSIBILITY STATEMENT

This document includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### ACTIONS TO BE TAKEN

Your attention is drawn to the EGM Notice. At the EGM, a special resolution will be put forward to the Shareholders to approve the Proposed Change of Company Name. No shareholder will be required to abstain from voting on any resolution to be approved at the EGM.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned thereof should you so wish.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 72, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded. A poll may be demanded by:

- (i) the chairman of the meeting; or
- (ii) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

---

## LETTER FROM THE BOARD

---

- (iv) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Article 73A, notwithstanding any other provisions in the articles of association of the Company, if the aggregate proxies held by (i) the chairman of a particular meeting, and/or (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies, the chairman of the meeting and/or any Director holding proxies as aforesaid shall demand a poll.

### RECOMMENDATION

The Directors believe that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the proposed resolution set out in the EGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Wah Yuen Holdings Limited**  
**But Ka Wai**  
*Chairman*



**WAH YUEN HOLDINGS LIMITED**  
**華園控股有限公司**

*(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 of Wah Yuen Holdings Limited (the “Company”) will be held at 2nd Floor, On Shing Industrial Building, Nos. 2-16 Wo Liu Hang Road, Fo Tan, Shatin, New Territories, Hong Kong on Friday, 9 May 2008 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution:

**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.”

By order of the Board of  
**Wah Yuen Holdings Limited**  
**But Ka Wai**  
*Chairman*

Hong Kong, 15 April 2008

---

## NOTICE OF EGM

---

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place*

*of business in Hong Kong:*  
2nd Floor  
On Shing Industrial Building  
Nos. 2-16 Wo Liu Hang Road  
Fo Tan, Shatin  
New Territories  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrar and transfer office 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 for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Mr. But Ching Pui, Mr. But Ka Wai and Mr. But Chai Tong as executive directors; Ms. Leung Wai Ling and Mr. Ngai Chun Kong, Stephen as non-executive directors; and Mr. Cheung Yu Yan, Tommy, Mr. Ip Shing Tong, Francis and Mr. Ku Siu Fung, Stephen as independent non-executive directors.