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## 中國植物開發控股有限公司

CHINA BOTANIC DEVELOPMENT HOLDINGS LIMITED

*(formerly known as Wah Yuen Holdings Limited 華園控股有限公司)*

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

(Stock Code: 2349)

### **FURTHER DELAY IN DESPATCH OF THE CIRCULAR AND REVISED EXPECTED TIMETABLE FOR THE OPEN OFFER**

As additional time is required to finalise certain information to be included in the Circular, the despatch of the Circular is to be further postponed to on or before 23 January 2009. An application has been made by the Company to the Executive for the consent such that the despatch of the Circular is to be postponed to on or before 23 January 2009.

Pursuant to Rule 14A.49 of the Listing Rules, the Company is also required to despatch the Circular and a notice of the EGM of the Company to the Shareholders within 21 days after the publication of the announcement dated 19 November 2008, i.e. on or before 10 December 2008. The Company has also applied to the Stock Exchange for a waiver from strict compliance with Rule 14A.49 of the Listing Rules such that the despatch of the Circular is to be further postponed to on or before 23 January 2009.

The Board also announces that the expected time table for the Open Offer will be revised as set out in this announcement.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 19 November 2008, 27 November 2008, 10 December 2008, 11 December 2008 and 6 January 2009 in relation to, among other matters, the Open Offer, the Whitewash Waiver, the Special Deal and the Loan Capitalisation. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

## **DELAY IN DESPATCH OF CIRCULAR**

As set out in the announcement of the Company dated 10 December 2008, the date of despatch of the circular (the “**Circular**”) regarding, among other matters, the Open Offer, the Whitewash Waiver, the Special Deal and the Loan Capitalisation under the timetable is 9 January 2009. Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched by the Company to the Shareholders within 21 days of the date of the announcement of the Company dated 19 November 2008, i.e. on or before 10 December 2008. As disclosed in the announcement of the Company dated 10 December 2008, an application has been made by the Company to the Executive for the consent such that the despatch of the Circular is to be postponed to on or before 9 January 2009. Consent of the Executive has been granted on 17 December 2008.

As a result of the conversion price reset to the BOC Convertible Bonds and the entering into of the supplemental underwriting agreement as announced on the announcement of the Company dated 6 January 2009, additional time is required to finalise certain information to be included in the Circular including but not limited to the revised shareholding structure upon completion of the Open Offer, the supplemental underwriting agreement and revision of related financial figures, the despatch of the Circular is to be further postponed to on or before 23 January 2009. An application has been made by the Company to the Executive for the consent such that the despatch of the Circular is to be further postponed to on or before 23 January 2009.

Pursuant to Rule 14A.49 of the Listing Rules, the Company is also required to despatch the Circular and a notice of the EGM of the Company to the Shareholders within 21 days after the publication of the announcement dated 19 November 2008, i.e. on or before 10 December 2008. As disclosed in the announcement of the Company dated 11 December 2008, the Company has applied to the Stock Exchange such that the despatch of the Circular is to be postponed to on or before 9 January 2009. Application has been made by the Company to the Stock Exchange for a waiver from strict compliance with Rule 14A.49 of the Listing Rules such that the despatch of the Circular is to be postponed to on or before 23 January 2009.

## **REVISED EXPECTED TIMETABLE**

The Board also announces that the expected time table for the Open Offer will be revised as follows. The expected timetable for the Open Offer as set out below is indicative only and has been prepared on the assumption that the Open Offer will be approved by the Independent Shareholders at the EGM. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Despatch of Company’s circular with notice of EGM . . . . .	23 January 2009
Last day of dealings in Shares on a cum-entitlement basis . . . . .	4 February 2009
First day of dealings in Shares on an ex-entitlement basis . . . . .	5 February 2009

Latest time for lodging transfer of Shares in order to be qualified for the Open Offer . . . . .	4:00 p.m. on 6 February 2009
Register of members of the Company closed (both dates inclusive) . . . . .	9 February 2009 to 12 February 2009 (both dates inclusive)
Latest time for lodging forms of proxy for the purpose of the EGM. . . . .	9:30 a.m. on 10 February 2009
EGM. . . . .	9:30 a.m. on 12 February 2009
Announcement of results of EGM to be published on the Stock Exchange website . . . . .	12 February 2009
Record Date . . . . .	12 February 2009
Register of members of the Company re-opens . . . . .	13 February 2009
Despatch of the Prospectus Documents (in case of the Prohibited Shareholders, the Prospectus only) . . . . .	13 February 2009
Latest time for acceptance of, and payment of Offer Shares and application for excess Offer Shares . . . . .	4:00 p.m. on 27 February 2009
Latest time for the Open Offer to become unconditional (being the third Business Days following the Latest Acceptance Date). . . . .	4:00 p.m. on 4 March 2009
Announcement of results of acceptance of and excess application for the Offer Shares to be published on the Stock Exchange . . . . .	On or before 9 March 2009
Despatch of refund cheques in respect of unsuccessfully or partially unsuccessful excess applications for excess Offer Shares. . . . .	On or before 9 March 2009

Despatch of share certificates for Offer Shares ..... On or before 9 March 2009

Dealings in Offer Shares commence ..... 9:30 a.m. on 11 March 2009

By order of the Board  
**China Botanic Development Holdings Limited**  
**But Ka Wai**  
*Chairman*

Hong Kong, 9 January 2009

*As at the date of this announcement, the Board comprises Mr. But Ching Pui (honorary Chairman), Mr. But Ka Wai (Chairman), Mr. But Chai Tong (Vice Chairman), Mr. Ying Wei and Ms. Gao Jihong as executive Directors, Ms. Leung Wai Ling and Ms. Wang Fang as non-executive Directors and Mr. Cheung Yu Yan, Tommy, Mr. Ip Shing Tong, Francis, Mr. Ku Siu Fung, Stephen and Mr. Chen Ziqiang as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*