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## 中國植物開發控股有限公司

CHINA BOTANIC DEVELOPMENT HOLDINGS LIMITED

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

(Stock Code: 2349)

### CLARIFICATION ANNOUNCEMENT AND FURTHER DELAY IN DESPATCH OF THE CIRCULAR

#### **Clarification**

The Board announces that due to inadvertent clerical error of the Company, the undated cheque of HK\$12,677,500 issued by China Water, being part of the Loan, was not collected by the Company until 23 January 2009 and will be deposited into the accounts of the Company.

#### **Further delay in despatch of the Circular**

As additional time is required to ascertain and revise the financial information in the Circular including the indebtedness statement as a result of the clerical error disclosed herein to confirm the accuracy of the information in the Circular, the despatch of the Circular is to be postponed to on or before 16 February 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 delayed to on or before 16 February 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 postponed to on or before 16 February 2009.

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 9 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.

### **Clarification**

The Board announces that due to inadvertent clerical error of the Company, the undated cheque of HK\$12,677,500 issued by China Water, being part of the Loan, was not collected by the Company until 23 January 2009 and will be deposited into the accounts of the Company.

### **Further Delay in despatch of circular**

As set out in the Announcements, 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 23 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 announcements of the Company dated 10 December 2008 and 9 January 2009, applications have 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.

As additional time is required to ascertain and revise the financial information in the Circular including the indebtedness statement as a result of the clerical error disclosed herein to confirm the accuracy of the information in the Circular, the despatch of the Circular is to be postponed to on or before 16 February 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 delayed to on or before 16 February 2009.

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The Company will announce that revised expected timetable for the Open Offer soon.

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

Hong Kong, 23 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.*