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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)

RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 4 March 2009, the Resolutions have been duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 16 February 2009 relating to, among others, the Open Offer, the Whitewash Waiver and the Loan Capitalisation. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 4 March 2009, the resolutions (the “**Resolutions**”) approving the Whitewash Waiver, the Loan Capitalisation and the transactions contemplated thereunder have been duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, the total number of issued shares in the Company was 691,937,500 Shares. Pursuant to the Listing Rules and the Takeovers Code, China Water, its parties acting in concert and those who are involved in or interested in the Open Offer and the Whitewash Waiver are required to abstain from voting for the Resolutions approving the Whitewash Waiver and the Loan Capitalisation at the EGM and have been so abstained. As at the date of the EGM, China Water and its concert parties is holding 133,000,000 Shares, representing approximately 19.22% of the issued share capital of the Company. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save for China Water and its concert parties, there are no other Shareholders who are involved in or interested in the Open Offer and the Whitewash Waiver who are required to abstain from voting in respect of the Resolution under the Listing Rules and the Takeovers Code.

The Underwriter has confirmed that no dealings in the relevant securities (as defined under Note 4 of Rule 22 of the Takeovers Code) of the Company have been made by the Underwriter and parties acting in concert with it during the period between the date of the Announcement and the date of this announcement.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM was 558,937,500 Shares. There was no Share entitling the holder to attend and vote only against the Resolutions at the EGM. The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The voting result for the Resolutions was as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve the Whitewash Waiver in favour of China Water and parties acting in concert with it from making a mandatory offer under the Takeovers Code as a result of the Open Offer of the Company on the basis of one Offer Share for every two Shares held on the Record Date at a subscription price of HK\$0.08 per Offer Share and the transactions contemplated thereunder	233,834,000 (100%)	Nil (0%)
2. To approve the Loan Capitalisation of the Loan due from the Company to the Underwriter of up to HK\$27,677,500 and the transactions contemplated thereunder	233,834,000 (100%)	Nil (0%)

DESPATCH OF PROSPECTUS

The Prospectus Documents containing further information regarding, among other thing, the Open Offer, including information on acceptances of the Offer Shares and other information in respect of the Group are expected to be despatched to the Qualifying Shareholders on 6 March 2009. The Prospectus is also expected to be despatched to the Prohibited Shareholders (if any), for their information only, on the same day.

The latest time for acceptance of and payment for the Offer Shares is expected at 4:00 p.m. on 20 March 2009.

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

Hong Kong, 4 March 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.