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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)

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that the Open Offer has become unconditional at 4:00 p.m. on Wednesday, 25 March 2009.

As at 4:00 p.m. on 20 March 2009, being the latest time for acceptance of and payment for the Offer Shares and application for excess Offer Shares, a total of 61 valid acceptances of Offer Shares have been received for a total of 178,279,649 Offer Shares, representing approximately 51.53% of the total number of the Offer Shares available for subscription under the Open Offer, and a total of 62 valid applications for excess Offer Shares have been received for a total of 36,404,739 Offer Shares. Accordingly, a total of 123 valid applications of 214,684,388 Offer Shares have been received. In aggregate, they represent approximately 62.05% of the total number of 345,968,750 Offer Shares offered under the Open Offer.

The share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares on the Application Forms and successful applications for excess Offer Shares, in their fully-paid form, will be despatched to the addresses (as shown on the register of members of the Company) by ordinary post on 1 April 2009 at the relevant Shareholders' own risks.

Dealings in the Offer Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:30 a.m. on 3 April 2009.

Reference is made to the prospectus of the Company dated 6 March 2009 (the “**Prospectus**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

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The Open Offer was under-subscribed and accordingly, the Underwriter has taken up additional of 131,284,362 Offer Shares pursuant to its underwriting obligation under the Underwriting Agreement.

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SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after completion of the Open Offer is as follows:

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Mr But Ka Wai and his associates	151,562,000	21.90	161,562,000	15.57
China Water and its concert parties	133,000,000	19.22	330,784,362	31.87
Other Shareholders	<u>407,375,500</u>	<u>58.88</u>	<u>545,559,888</u>	<u>52.56</u>
Total:	<u><u>691,937,500</u></u>	<u><u>100.00</u></u>	<u><u>1,037,906,250</u></u>	<u><u>100.00</u></u>

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

Hong Kong, 1 April 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.