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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 liability)

(Stock Code: 2349)

(1) RESIGNATION OF DIRECTORS; AND (2) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 JUNE 2009

The Board announces that Mr. But Ching Pui and Ms. Leung Wai Ling have retired at the AGM held on 19 June 2009 and did not offer themselves for re-election as executive Director and non-executive Director respectively due to their plan to retirement.

The Board is also pleased to announce that at the AGM, all the proposed resolutions were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of China Botanic Development Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 30 April 2009. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

RETIREMENT OF DIRECTORS

The Board announces that Mr. But Ching Pui (“**Mr. But**”) and Ms. Leung Wai Ling (“**Ms. Leung**”) have retired and did not offer themselves for re-election as executive Director and non-executive Director respectively at the AGM due to their plan to retirement. Mr. But has also tendered his resignation as the honorary chairman of the Company with effect from 19 June 2009 due to his retirement.

Each of Mr. But and Ms. Leung confirmed that he/she has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there are no matters relating to his/her retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. But and Ms. Leung for their valuable contributions to the Company during the past years.

RESULTS OF THE AGM

At the AGM held on 19 June 2009, all proposed resolutions as set out in the Notice were taken by poll. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of AGM, the total number of issued shares in the Company (the "Share") was 1,037,906,250 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2008	481,506,362 (100.00%)	0 (0.00%)
2. (a) To re-elect Mr. Ying Wei as executive Director	475,974,362 (98.85%)	5,532,000 (1.15%)
(b) To re-elect Ms. Gao Jihong as executive Director	475,974,362 (98.85%)	5,532,000 (1.15%)
(c) To re-elect Ms. Wang Fang as non-executive Director	475,974,362 (98.85%)	5,532,000 (1.15%)
(d) To re-elect Mr. Ip Shing Tong, Francis as independent non-executive Director	472,084,362 (98.04%)	9,422,000 (1.96%)
(e) To re-elect Mr. Chen Ziqiang as independent non-executive Director	475,974,362 (98.85%)	5,532,000 (1.15%)
(f) To authorise the Board to fix the Directors' remuneration	481,506,362 (100.00%)	0 (0.00%)
3. To re-appoint Messrs. HLM & Co. as the Company's auditors and authorise the Board to fix their remuneration	475,974,362 (98.85%)	5,532,000 (1.15%)
4. To grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares	481,506,362 (100.00%)	0 (0.00%)

Ordinary Resolutions	Number of Votes (%)	
	For	Against
5. To grant a general mandate to the Directors to repurchase the Shares	481,506,362 (100.00%)	0 (0.00%)
6. To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.4	481,506,362 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 19 June 2009

As at the date of this announcement, the Board comprises Mr. But Ka Wai (Chairman), Mr. But Chai Tong (Vice Chairman), Mr. Ying Wei and Ms. Gao Jihong as executive Directors, Ms. Wang Fang as non-executive Director 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.