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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)

### NOTICE OF THE EGM

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of China Botanic Development Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 31 July 2009 at Unit 1816-17, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wan Chai Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

**“THAT:**

- (a) “the deed of alteration dated 14 July 2009 entered into between the Company and the New Noteholders (the “**Deed of Alteration**”), a copy of which marked “**A**” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby authorised to allot and issue shares in the Company pursuant to the exercise at anytime of any and all of the conversion rights of the Convertible Notes referred to in the Deed of Alteration in accordance with the terms and conditions of the Convertible Notes as prescribed in the Instrument (as defined in the Deed of Alteration) and that of the Deed of Alteration; and

- (c) the directors of the Company be and are hereby authorised to take all actions and sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as the directors may consider necessary or desirable for the purpose of effecting or implementing the Deed of Alteration.

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

Hong Kong, 16 July 2009

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

2nd Floor, On Shing Industrial Building  
2-16 Wo Liu Hang Road  
Fo Tan, Shatin  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this Announcements, 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. Ip Shing Tong, Francis, Mr. Ku Siu Fung, Stephen, Mr. Chen Ziqiang and Mr. Tam Pei Qiang as independent non-executive Directors.*