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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)

RESIGNATION AND APPOINTMENT OF DIRECTORS

RESIGNATION OF DIRECTORS

The Board wishes to announce that with effect from 30 July 2009, Mr. Ying has resigned as executive Director due to work reasons, Ms. Gao has resigned as executive Director due to work reasons and Ms. Wang has resigned as non-executive Director and member of the audit committee, remuneration committee and nomination committee of the Company due to work reasons.

The Board would like to take this opportunity to express its appreciation to Mr. Ying, Ms. Gao and Ms. Wang for their past contribution to the Company.

APPOINTMENT OF DIRECTORS

The Board further announce that Mr. Sun and Mr. Ren have been appointed as executive Directors with effect from 30 July 2009 and Mr. Zhou has been appointed as a non-executive Director with effect from 30 July 2009. Ms. Li has been appointed as an independent non-executive Director, member of the audit committee, remuneration committee and nomination committee of the Company with effect from 30 July 2009.

The Board would like to take this opportunity to express its warmest welcome to Mr. Sun, Mr. Ren, Mr. Zhou and Ms. Li for their joining to the Board.

The board (the “**Board**”) of the directors (the “**Directors**”) of China Botanic Development Holdings Limited (the “**Company**”) announces that with effect from 30 July 2009, Mr. Ying Wei (“**Mr. Ying**”) has resigned as executive Director due to work reasons, Ms. Gao Jihong (“**Ms. Gao**”) has resigned as executive Director due to work reasons and Ms. Wang Fang (“**Ms. Wang**”) has resigned as non-executive Director and member of the audit committee, remuneration committee and nomination committee of the Company due to work reasons. Mr. Sun Zhen Yu (“**Mr. Sun**”) and Mr. Ren Qian (“**Mr. Ren**”) have been appointed as executive Directors with effect from 30 July 2009 and Mr. Zhou Kun (“**Mr. Zhou**”) has been appointed as a non-executive Director with effect from 30 July 2009. Ms. Li Ling (“**Ms. Li**”) has been appointed as an independent non-executive Director, member of the audit committee, remuneration committee and nomination committee of the Company with effect from 30 July 2009.

RESIGNATION OF DIRECTORS

Each of Mr. Ying, Ms. Gao and Ms. Wang has confirmed that there is no disagreement between each of them and the Board respectively and there are no matters relating to the resignation of each of them that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Mr. Ying, Ms. Gao and Ms. Wang for their past contribution to the Company.

APPOINTMENT OF DIRECTORS

Executive Directors

Mr. Sun Zhen Yu

Mr. Sun, aged 43, graduated from the Anhui University majoring in Mathematics in 1987 and obtained a Master Degree of Economics majoring in industrial economics management from the Renmin University of China in 1992. He has over sixteen years of experience in the real estate industry in the People’s Republic of China (the “**PRC**”). Mr. Sun was general manager of Sanya Yintai Real Property Limited# (海南三亞銀泰房地產有限公司) and the deputy general manager of Shenzhen Mount Lu Real Estate Limited# (深圳市廬山置業有限公司). Mr. Sun is currently the general manager of Jiangxi Nanchang Honggutan City Investment Group Limited# (江西省南昌市紅穀灘城市投資集團有限公司).

Mr. Sun is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As at the date of this announcement, Mr. Sun does not have any interests in the securities in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed, Mr. Sun did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and any other stock exchange in the three years preceding the date of this announcement.

Mr. Sun will enter into a letter of appointment with the Company with term of service to be determined, subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the articles of association (the “**Articles**”) of the Company. Mr. Sun will be entitled to an emolument which will be determined after arm’s length negotiation between both parties with reference to his duties and responsibilities with the Company. The details of Mr. Sun’s term of service and amount of emolument entitled to will be announced by separate announcement in due course.

Save as disclosed above, there are no other matters about the appointment of Mr. Sun as an executive Director which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Ren Qian

Mr. Ren, aged 49, graduated from the North China University of Water Conservancy And Electronic Power majoring in Agricultural Water (農水系) in 1983 and obtained a Master of Business Administration from the Beijing Normal University in 2001. He has nearly thirty years of experience in the water resources management industry, the housing and urban-rural development industry and the real estate industry in the PRC. Mr. Ren was the secretary of the office minister of The Ministry of Water Resources of the PRC and The Ministry of Housing and Urban-Rural Development of the PRC respectively. Mr. Ren was also the deputy mayor of The People’s Government of Hebei Province, Langfang City and the deputy general manager of The Housing and Urban-Rural Development Huatong Real Estate Limited# (建設部華通置業有限公司) from 1995 to 2003. Mr. Ren is currently the senior advisor of the board chairman of Beijing Yinghe Real Property Company# (北京盈和房地產公司).

Mr. Ren is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the date of this announcement, Mr. Ren does not have any interests in the securities in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed, Mr. Ren did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the date of this announcement.

Mr. Ren will enter into a letter of appointment with the Company with term of service to be determined, subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles. Mr. Ren will be entitled to an emolument which will be determined after arm’s length negotiation between both parties with reference to his duties and responsibilities with the Company. The details of Mr. Ren’s term of service and amount of emolument entitled to will be announced by separate announcement in due course.

Save as disclosed above, there are no other matters about the appointment of Mr. Ren as an executive Director which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Non-Executive Director

Mr. Zhou Kun

Mr. Zhou, aged 42, graduated from the Xian Institute of Industry[#] majoring in fine arts technology in 1987. He has over twenty years of experience in media, advertising and real estate industry in Shenzhen of the PRC. Mr. Zhou was the art director of Shenzhen Legal System Newspaper[#] (深圳法制報) and the general manager of Shenzhen Xinli Chuanren Advertising Limited[#] (深圳市信立傳人廣告有限公司). Mr. Zhou is currently the board chairman of Shenzhen Juzhitang Property Consulting Limited[#] (深圳市聚智堂地產顧問有限公司).

Mr. Zhou is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the date of this announcement, Mr. Zhou does not have any interests in the securities in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed, Mr. Zhou did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the date of this announcement.

Mr. Zhou will enter into a letter of appointment with the Company with term of service to be determined, subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles. Mr. Zhou will be entitled to an emolument which will be determined after arm's length negotiation between both parties with reference to his duties and responsibilities with the Company. The details of Mr. Zhou's term of service and amount of emolument entitled to will be announced by separate announcement in due course.

Save as disclosed above, there are no other matters about the appointment of Mr. Zhou as a non-executive Director which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Independent Non-Executive Director

Ms. Li Ling

Ms. Li, aged 35, was qualified as a lawyer in the PRC in 1995 and obtained a Master in Professional Laws in Civil Action (民事訴訟法專業法學碩士學位) from the Henan University in 2001. Ms. Li was the research officer in the Institute of Social Sciences of the Henan Province (河南省社會科學院). She worked in the real property management office (房地產業管理處) of the Shenzhen Municipal Bureau of Land Resources and Housing Management Office (深圳市國土資源和房產管理局) and was responsible for real property marketing management. Ms. Li currently works in the Shenzhen Municipal Bureau of Land Resources and Housing Management Office[#] (深圳市國土資源和房產管理局辦公室).

Ms. Li is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the date of this announcement, Ms. Li does not have any interests in the securities in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed, Ms. Li did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the date of this announcement.

Ms. Li will enter into a letter of appointment with the Company with term of service to be determined, subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles. Ms. Li will be entitled to an emolument which will be determined after arm's length negotiation between both parties with reference to her duties and responsibilities with the Company. The details of Ms. Li's term of service and amount of emolument entitled to will be announced by separate announcement in due course.

Save as disclosed above, there are no other matters about the appointment of Ms. Li as an independent non-executive Director which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its warmest welcome to Mr. Sun, Mr. Ren, Mr. Zhou and Ms. Li for their joining to the Board.

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

Hong Kong, 30 July 2009

The English translation of Chinese names or words in this announcement is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

As at the date of this announcement, the Board comprises Mr. But Ka Wai (Chairman), Mr. But Chai Tong (Vice Chairman), Mr. Sun Zhen Yu and Mr. Ren Qian as executive Directors, Mr. Zhou Kun as non-executive Director and Mr. Ku Siu Fung, Stephen, Mr. Chen Ziqiang, Mr. Tam Pei Qiang and Ms. Li Ling as independent non-executive Directors.