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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 INDEPENDENT NON-EXECUTIVE DIRECTORS

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board wishes to announce that with effect from 1 July 2009, Mr. Cheung has resigned as independent non-executive Director of the Company due to his increased commitment in the Legislative Council Service.

The Board would like to take this opportunity to express its appreciation to Mr. Cheung for his past contribution to the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tam, 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 1 July 2009.

The Board would like to take this opportunity to express its warmest welcome to Mr. Tam for his joining to the Board.

The board (the “**Board**”) of the directors (the “**Directors**”) of China Botanic Development Holdings Limited (the “**Company**”) announces that Mr. Cheung Yu Yan, Tommy (“**Mr. Cheung**”) has resigned as independent non-executive Director of the Company with effect from 1 July 2009 due to his increased commitment in the Legislative Council Service. Mr. Tam Pei Qiang (“**Mr. Tam**”), 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 1 July 2009.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheung has confirmed that there is no disagreement between him and the Board and there are no matters relating to the resignation of him that needs 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. Cheung for his past contribution to the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tam, aged 35, graduated from the Hong Kong Polytechnic University in 1999, he has over nine years of experience in accounting and finance. Mr. Tam is a member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants in the United Kingdom. Mr. Tam is the financial controller, company secretary of Green Energy Group Limited, a company listed on the main board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Tam is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). As at the date of this announcement, Mr. Tam 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. Tam 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. Tam 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. Mr. Tam 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. Tam’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 appointments of Mr. Tam 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. Tam for his joining to the Board.

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

Hong Kong, 30 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. Ip Shing Tong, Francis, Mr. Ku Siu Fung, Stephen, Mr. Chen Ziqiang and Mr. Tam Pei Qiang as independent non-executive Directors.