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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Botanic Development Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME**

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A notice convening the EGM to be held at Unit 1816-17, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong at 10:00 a.m. on Monday, 28 September 2009 is set out on pages 5 to 6 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrars of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                  |   |
|------------------|---|
| “Announcement”   | the announcement of the Company dated 10 August 2009 in relation to, among others, the Change of Name   |
| “Board”          | the board of Directors  |
| “Change of Name” | the Change of Name of the Company “China Botanic Development Holdings Limited” to “China Water Property Group Limited”, and a new Chinese name “中國水務地產集團有限公司” will be adopted to replace “中國植物開發控股有限公司” |
| “Company”        | China Botanic Development Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange               |
| “Director(s)”    | director(s) of the Company  |
| “EGM”            | the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and approve the Change of Name and the transactions contemplated thereunder                   |
| “Group”          | the Company and its subsidiaries  |
| “Hong Kong”      | Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Listing Rules”  | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Share(s)”       | ordinary share(s) of HK\$0.01 in the share capital of the Company   |
| “Shareholder(s)” | holder(s) of the share(s)   |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited   |

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. But Ka Wai (*Chairman*)  
Mr. But Chai Tong (*Vice Chairman*)  
Mr. Sun Zhen Yu  
Mr. Ren Qian

*Non-executive Director:*

Mr. Zhou Kun

*Independent non-executive Directors:*

Mr. Ku Siu Fung, Stephen  
Mr. Chen Ziqiang  
Mr. Tam Pei Qiang  
Ms. Li Ling

*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

4 September 2009

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED CHANGE OF COMPANY NAME**

### **INTRODUCTION**

Reference is made to the Announcement of the Company dated 10 August 2009 in relation to, among other matters, the Change of Name.

The purpose of this circular is to give (i) details of the Change of Name; and (ii) notice convening the EGM.

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## LETTER FROM THE BOARD

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### CHANGE OF NAME OF THE COMPANY

#### The Proposal

The Board announces that it intends to put forward a proposal to the Shareholders to approve the Change of Name of the Company “China Botanic Development Holdings Limited” to “China Water Property Group Limited”, and a new Chinese name “中國水務地產集團有限公司” will be adopted to replace “中國植物開發控股有限公司”.

#### Conditions

The proposed change of name is subject to the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders approving the change of name of the Company at the EGM of the Company; and
2. if necessary, the Registrar of Companies in the Cayman Islands approving the change of the Company’s name.

#### Reasons for the Change of Name

Reference is made to the profit warning announcement of the Company dated 6 August 2009. Given the deteriorating economic conditions, the Board considers that it is necessary for the Group to diversify its investments and it is intended that the Company will engage in the purchase and development of properties located in the PRC. Despite the proposed diversification of its business, the Company intends to continue to carry out its existing business and given the expertise of Mr. Sun Zhen Yu and Mr. Ren Qian, both being executive Directors, in the property development business field, the Company is of the view that it has sufficient management expertise to carry out the property development business. The Board is of the opinion that the Change of Name will more precisely reflect the expansion of business scope of the Company.

The Board is therefore of the opinion that the proposed Change of Name of the Company is in the interests of the Company and the Shareholders as a whole.

#### Effects on change of name

The proposed Change of Name of the Company will not affect any of the rights of the Shareholder. Once the change of name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the change of name has become effective, continue to be effective as documents of title to and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

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## LETTER FROM THE BOARD

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Further announcement will be made by the Company to inform the Shareholders of the effective date of the change of name of the Company and the relevant trading arrangements (if any) contemplated thereby.

### **EGM**

The Change of Name is subject to, among other matters, the approval of the Shareholders at the EGM. To the best of the Directors' knowledge, none of the Shareholders has a material interest in the Change of Name and are required to abstain from voting at the EGM.

A notice convening the EGM at Unit 1816-17, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Monday, 28 September 2009 at 10:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof (as the case may be) should you so desire.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### **RECOMMENDATION**

The Board considers that the Change of Name are in the interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the resolution approving the Change of Name at the EGM.

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

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## NOTICE OF EGM

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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 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 Monday, 28 September 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 resolution:

### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “China Botanic Development Holdings Limited” to “China Water Property Group Limited”, and a new Chinese name “中國水務地產集團有限公司” will be adopted to replace “中國植物開發控股有限公司” with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 4 September 2009

*Registered Office:*

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

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## NOTICE OF EGM

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*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.