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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 liabilities)

(Stock Code: 2349)

RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 21 September 2009, the Resolutions have been duly passed by the Independent Shareholders and the Shareholders respectively by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 4 September 2009 relating to, among others, the Open Offer and the Increase in Authorised Share Capital. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless otherwise defined.

RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 21 September 2009, the resolution (the “**Open Offer Resolution**”) approving the Open Offer and the transactions contemplated thereunder has been duly passed by the Independent Shareholders by way of poll and the resolution (the “**Increase Share Capital Resolution**”, together with the Open Offer Resolution as the “**Resolutions**”) approving the Increase in Authorised Share Capital and the transactions contemplated thereunder has been duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total number of issued Shares in the Company was 1,155,406,249 Shares. Pursuant to the Listing Rules, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour for the Open Offer Resolution approving the Open Offer at the EGM and have been so abstained. As at the date of EGM, save for 60,000,000 Shares held by Mr. But Ka Wai, an executive Director, through a corporation controlled by him, none of the Directors, the chief executive of the Company and their respective associates have any shareholding in the Company. To the best of the Directors’ knowledge, information and belief, no Shareholders have a material interest in the Increase in Authorised Share Capital and accordingly no Shareholders are required to abstain from voting at the EGM on the Increase Share Capital Resolution.

The total number of Shares entitling the Shareholders to attend and vote for or against the Open Offer Resolution at the EGM was 1,095,406,249 Shares. Save for the 60,000,000 Shares held by Mr. But Ka Wai, there was no Share entitling the holder to attend and vote only against the Open Offer Resolution at the EGM.

The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The voting result for the Resolutions was as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve, confirm and ratify the Underwriting Agreement and the Open Offer and the transactions contemplated thereby and to authorise any Directors to do all acts and things in connection with the Open Offer	455,182,383 (100%)	Nil (0%)
2. To approve the Increase in the Authorised Share Capital of the Company from HK\$40,000,000 divided into 4,000,000,000 Shares of HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 Shares of HK\$0.01 and the transactions contemplated thereunder	455,182,383 (100%)	Nil (0%)

DESPATCH OF PROSPECTUS

The Prospectus Documents containing further information regarding, among other things, the Open Offer, including information on acceptances of the Offer Shares and other information in respect of the Group are expected to be despatched to the Qualifying Shareholders on 22 September 2009.

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

Hong Kong, 21 September 2009

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.