



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)

CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application but it is expected that share certificate(s) for any Offer Shares in respect of which the application is accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to Tricor Tengis Limited or some person(s) nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the Memorandum of Association and Articles of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the procedures set out herein.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.05). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 7 October 2009. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a bank in Hong Kong, made payable to "China Botanic Development Holdings Limited – Open Offer Account" for Offer Shares under assured allotment and crossed "ACCOUNT PAYEE ONLY". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on 7 October 2009, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

FORCE MAJEURE

If at any time, prior to 4:00 p.m. on the third Business Day after the Latest Time for Acceptance:

- (1) in the sole and absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (5) the circular, prospectus or announcements of the Company published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to accept the Offer Shares provisionally allotted to it,

The Underwriter shall be entitled by notice in writing to the Company, served prior to 4:00 p.m. on the third Business Day after the Latest Time for Acceptance to terminate the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed.

It should be noted that the Shares have been dealt in on an ex-entitlement basis since 14 September 2009. Dealings in such Shares will take place while the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in such Shares up to date on which all conditions to which the Open Offer subject are fulfilled (which is expected to be 12 October 2009), will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

Investors may wish to obtain professional advice regarding the dealings in Shares during such period.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or cashier's order in payment for the Offer Shares accepted will constitute a warranty by the subscriber that the cheque or cashier's order will be honored on first presentation. Any Application Form in respect of which the accompanying cheque or cashier's order is dishonored on first presentation is liable to be rejected, and in that event the Offer Shares offered to the Qualifying Shareholders and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR OFFER SHARES

It is expected that certificates for fully-paid Offer Shares will be posted by ordinary post to subscribers who have been allotted the relevant Offer Shares at their own risk by 15 October 2009. You will receive one share certificate for all the Offer Share(s) allotted to you.

GENERAL

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Application Form and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.



中國植物開發控股有限公司

CHINA BOTANIC DEVELOPMENT HOLDINGS LIMITED
(於開曼群島註冊成立之有限公司)
(股份代號：2349)

條件

1. 受禁制股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權卓佳登捷時有限公司或彼等提名之其他人士代表認購人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必需或合宜之所有其他事宜以根據發售章程所述安排，將認購人所申請認購之數目或較少數目之發售股份登記在認購人名下。
4. 發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓認購人登記成為所申請認購之發售股份之持有人，惟須符合本公司之公司組織章程大綱及公司細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接受或拒絕任何未符合本表格所載手續之發售股份認購申請。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於申請表格乙欄所列 閣下獲保證配發之發售股份數目。

欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.05港元計算)。倘所收到之相應認購款項少於所填上之發售股份數目之所需股款，則認購人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零零九年十月七日下午四時正或之前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項。支票必須以香港銀行戶口開出，而銀行本票則須由香港銀行發出，並以「China Botanic Development Holdings Limited – Open Offer Account」為抬頭人認購保證配額之發售股份並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零零九年十月七日下午四時正或之前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

不可抗力事件

倘於最後接納時限後第三個營業日下午四時正前任何時間：

(1) 包銷商唯一及全權酌情認為公開發售之成功將因以下事件而受到重大不利影響：

- (a) 引入任何新法例或規例或更改任何現行法例或規例(或其司法詮釋)或發生任何性質事件而包銷商唯一及全權認為或會對本集團之整體業務或財務或營業狀況或前景或公開發售本身造成重大不利影響；或
- (b) 本地、國家或國際發生任何政治、軍事、金融、經濟或其他性質(不論是否與任何上述事件類似)之事件或變動(不論是否與該日之前及/或之後發生或持續之連串事件或變動有關)，或發生任何本地、全國性或國際性暴動或敵意升級或武裝衝突或影響本地證券市場之事件而包銷商唯一及全權認為或會對本集團之整體業務或財務或營業狀況或前景或公開發售之成功造成重大不利影響，又或使得進行公開發售變成不宜或不智；或
- (c) 本集團業務或財務或營業狀況整體出現任何重大不利變動；或

(2) 市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場有變，或證券買賣被暫停或大受限制)而包銷商唯一及全權認為可能對公開發售之成功造成重大或不影響，又或使得進行公開發售變成不宜或不智；或

(3) 本公司或本集團任何成員公司之情況有變而包銷商唯一及全權認為將對本公司之前景造成不利影響，包括在不限制前述原則下就本集團任何成員公司提出清算或清盤呈請或通過有關決議案或發生類似事件或銷毀本集團任何重大資產；或

(4) 一般證券或本公司證券在聯交所連續暫停買賣超過十個營業日(惟涉及審批該公佈或章程文件或有關公開發售之其他公佈或通函而暫停買賣者除外)；或

(5) 本公司自包銷協議日期起為公佈若干資料(關於本集團之業務前景或狀況，或關於本集團遵守任何法例或上市規則或任何適用規例之情況)而刊發之通函、售股章程或公佈，而本公司於該日前尚未加以公開宣佈或公佈，且包銷商唯一及全權認為此或會對本集團整體而言屬重大，並可能對公開發售之成功構成重大不利影響，或可能致令審慎投資者不接納其獲暫定配發之發售股份。

包銷商有權於最後接納時限後第三個營業日下午四時正前，向本公司發出書面通知，以終止包銷協議。

倘包銷商終止包銷協議，則公開發售將不會進行。

謹請注意，股份由二零零九年九月十四日起按除權基準買賣，該等股份將會在規限公開發售之條件尚未達致時進行買賣。任何股東或其他人士凡於截至規限公開發售之所有條件達致當日前(預期為二零零九年十月十二日)買賣該等股份，均須因而承擔公開發售未能成為無條件或未能進行之風險。

於該段期間有意買賣股份之任何股東或其他人士如對其狀況有任何疑問，務請諮詢其本身之專業顧問。

支票及銀行本票

所有付款支票及銀行本票於收取後將立即過戶，而有關款項所得之一切利息將撥歸本公司。填妥並交回申請表格連同就所接納發售股份之付款支票或銀行本票後，將代表申請人保證該支票或銀行本票將可於首次過戶時兌現。倘付款支票或銀行本票在首次過戶時未能兌現，本公司有權拒絕受理有關之申請表格。在此情況下，合資格股東獲要約認購之發售股份及所有附帶之權利將被視作遭拒絕而予以註銷。

發售股份之股票

預期繳足股款發售股份之股票將於二零零九年十月十五日或之前以平郵方式寄予獲配發有關發售股份之認購人，郵誤風險由彼等自行承擔。 閣下將就向 閣下配發之所有發售股份獲發一張股票。

一般事項

所有文件(包括本公司退還款項之支票)將以平郵方式寄至有權收取者之登記地址，郵誤風險由彼等自行承擔。

本申請表格及接納其中所載之要約均須受香港法例監管，並按其詮釋。



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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 2349)

(股份代號: 2349)

To: China Botanic Development Holdings Limited
致: 中國植物開發控股有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.05 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 22 September 2009 and subject to the Memorandum and Articles of Association of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address(es) specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人,現申請認購乙欄(或倘已填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.05港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此依照日期為二零零九年九月二十二日之售股章程所載之條款及條件,以及貴公司之公司組織章程大綱及公司細則所載各項規定,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為有關數目或數目較少之發售股份之持有人,並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等自行承擔。本人/吾等已詳閱背頁所載各項條件及申請手續,並同意全部遵守。

Please insert daytime
contact telephone
number
請填上日間聯絡電話號碼

Signature(s) of shareholder(s)
(all joint shareholder(s) must sign)
股東簽署(所有聯名股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2009

日期: 二零零九年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下資料:

Number of Offer Shares applied for (being the total specified in Box D, failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D or, failing which the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/Banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier orders should be crossed "ACCOUNT PAYEE ONLY" and made payable to "China Botanic Development Holdings Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線並以「China Botanic Development Holdings Limited — Open Offer Account」為抬頭人開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成,認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收到款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。