# TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED 本申請表格必須整份交回方為有效

Application Form No. 申請表格編號

IMPORTANT

重要提示 THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON 7 OCTOBER 2009. 本申請表格(「申請表格」)具有價值・但不可轉讓,並僅供下列之合資格股東使用。二零零九年十月七日下午四時正後不得提出申請。

本申請表格(1申請表格))具有價值,但不可轉讓,並僅供下列之合資格股東使用。二零零九年十月七日下午四時正後不得提出申請。 IF YOU ARE IN ANY DOUBT ABOUBT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. 關下如對本申請表格有任何疑問,應諮詢 關下之持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。 Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settled through the Central Clearing and Settlement System ("CCASS") and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settled through the Central Clearing and Settlement System ("CCASS") and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests. 本公司股份之買賞可送他中火競算系就能行文收, 開下患部調 開下之持榨證券商, 銀行經理, 律師、專業會計師或其他專業顧問有關文收安換之評情, 以及該等安排對 関下享有之權和及權益所構成之影響。 A copy of this Application Form, together with a copy of the prospectus of Chapter 32 of the Laws of Hong Kong, Date Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordnance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong take no responsibility as to the contents of these documents. 本申請表格之印本裡同中國植物開發控股有限公司(「本公司」)於二零零九年九月二十二日刊發之售股章程」)<br/>
20年間之程助堂程」)<br/>
20年間之為用意登出 零進力, 自己依認用發生 此等文件之內容概不負責

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents

of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form. 香港交易及結算所有限公司、香港聯合交易所有限公司(聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不就本申請表格全部或任何 部价內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。 Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS and CCASS Operational Procedures in effect from time to time. (備若發費用使優批准在權劳死所上前人質更多,以及符合者能结算之股份收納規定。發售股份將優希浩結算接款為合貨格證券,自發售股份在聯交所開做完給結算指定之其他日期處,可於中央結算系統向寄存。結算 及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。所有中央結算系統之活動均依據不時生效之中央結算系統一般規則及中央結算系結算所指於 Shareholder or other person deally 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 tor the Open Offer is subject are fullifield (which is expected to be 12 October 2009), will accordingly bear the risk that the Open Offer may not become unconditional adviser.

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 doubl about his/her/its position is recommended to consult his/her/its won professional adviser. 譢請注意,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,均須因而產擔公開發售未能成為無條件或未能進行之風險 於此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。 Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires. 除文義另有所指外,本表格所用詞彙與售股章程所界定者具相同涵義。



Registered office: 註冊辦事處: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

Branch share registrar and transfer affice in Hong Kong: <b>Tricor Tengis Limited</b> 26/F Tesbury Centre 28 Queen's Road East Wanchai Hong Kong <i>等港股份個戶登記分處</i> : <b>卓住登捷時有限公司</b> 香港 臺信大道東28號 全續匯中心26樓	中國植物開發推 CHINA BOTANIC DEVELOPM (Incorporated in the Cayman Isla (於開曼群島註冊成) (Stock Code (股份代號: OPEN OFFER SHARES FO HELD ON THE RE 公開發 比例為於記 每持有一股股句可範	ENT HOLDII ands with limit 立之有限公司, 2349) 2349) E PROPORTIC DR EVERY ON CORD DATE 書 錄日期	NGS LIMITED ed liabilities)	Head office and principal place of business in Hong Kong: 2nd Floor, On Shing Industrial Building 2-16 Wo Liu Hang Road Fo Tan, Shatin New Territorics Hong Kong 總辦事處暨香港主要營業地點: 香港 新界 沙田火炭 禾檗坑路2-16號 安盛工業大廈2字樓	
	APPLICATIO 申請表		Number of Shares registered in your name on	21 September 2009	
Name(s) and address(es) of the Qualifying Shareholder(s) $\Leftrightarrow$		112 Box A	於二零零九年九月二十一日以 閣下名義登記	之股份數目	
		甲欄			
			Number of Offer Shares offered to you subject to by not later than 4:00 p.m. on 7 October 2009 閣下獲要約認購之發售股份數目,須不遲於二 正前接納時繳足股款		
		Box B 乙欄			
		Box C	Amount payable when applied in full 全數申請認購時應繳款項		
		丙欄	HK\$ 港元		
		Box D	Number of Offer Shares applied for 申請認購之發售股份數目		
Application can only be made by the registered Qualifying SI Please enter in Box D the number of Offer Shares applied for (calculated as number of Offer Shares applied for multiplied 認識申請僅可由上述已登記之合資格股東作出。 請於丁欄填妥所申請證書之發情股份數目及隨期之股款金額()	and the amount of remittance enclosed by HK\$0.05)	丁欄	Remittance enclosed (HK\$0.05 x no. of Offe 隨附股款(0.05港元乘以所申請之發售股份數 HK\$ 港元	r Shares applied for) 目)	
You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Boor If you wish to apply for any Offer Shares, you should complete and sign this Application Form, and lodge the form togeth this Application Form must be in Hong Kong dollars and made payable to "Cham Botanic Development Holdings Limite	er with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with t	he Company's branch share registrar an	d transfer office in Hong Kong, Tricor Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road E	d allotment of five Offer Shares for every one Share held on 21 September 2009. ast, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares under	
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 abolate opinion of the Underwriter, the success of the Open Offer would be materially and ac (a) the introduction of any new law or regulation or any change in existing law or regulation (or the (b) the occurrence of any local, national or international even or change (whether or not forming per	versely affected by: affecial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absole or of a series of events or changes occurring or continuing before, and/or after the date thereof) of a political, materially and adversel affect the boiness or the funcacion of renting position perposets of the Group or a	ate opinion of the Underwriter material military, financial, economic or other 1	y and adversely affect the business or the financial or trading position or prospects of the Group ature (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	
(2) any adverse change in market conditions (including without limitation, any change in faced or monetary polic (3) there is any change in the circumstances of the Company or any member of the Group which in the sole and any material asset of the Group; or	, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs	which in the sole and absolute opinion ing the generality of the foregoing the p	of the Underwriter is likely to materially or adversely affect the success of the Open Offer or oth resentation of a petition or the passing of a resolution for the liquidation or winding up or simil	ierwise makes it inexpedient or inadvisable to proceed with the Open Offer; or ar event occurring in respect of any of member of the Group or the destruction of	
(4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a (5) the circular prospectus or announcements of the Company published since the dute of the Underwriting Appen- tation of the Underwriter is material to the Company as a whole and is likely to affect materially and adversely The Underwriter shall be entited by notice in writing to the Company, seved prior to 4:00 µm, on the trial Basiness Du H the Underwriter transitistic bulledwriting Appenents, the Open Offer will be proceed.	nent when published contain information (either as to business prospects or the condition of the Group or as the success of the Open Offer or might cause a prudent investor not to accept the Offer Shares provisionally i after the Latest Time for Acceptance to terminate the Underwriting Agreement.	to its compliance with any laws or the i allotted to it,	isting Rules or any applicable regulations) which has not prior to the date thereof been publicly		
Completions and return of this Application Form by (i) any person workide Hong Kong; or (ii) any person who is a becomplet with $x = b = 2\pi b^2 + b^2$	章程所述者规限下,上述要约乃向名列本公司股東名冊面屬合資格股東之人士作出,基準為按於	二零零九年九月二十一日所持每一日	股份獲保證配發五股發售股份。		
衛計量發展的再發展三個發展目下午四時正將任何時間: (1) 這前時處一及全備的結晶為公開發行之成功將因以下專作而受到進大工和影響: (a) 引人任何指定的成果的成果或公式的原因以下與作而受到進於「成果司法注釋」或發生任何性質事件 (b) 本地: 國家就需要生任何成法: 年寧 全静: 這個成果他性質(不确定否與任何三述 新影響。又是你是通知行助要你與出來了成本方: 這	而這個商庫一及全權認為或會對本集團之整體業務或財務或營業款爰或前是成公開發售本身是成当 行作類似)之事件或變動(不偏居占與該目之前及/或之優發主或持動之證中事件或變動有關),或	后大不利影響;或 發生任何本地、全國性或國際性暴;	物或敵意升額或武裝衝突或影響本地薩芬市獨之事件而包斷商唯一及全体認為或會對	<b>牛柴用之您</b> 糖果薛或时薛或偕果就说或前景或公问爱许之成功道或重大不	
(c) 本集構業最高度的構成構築構築設計構成化物量工作程度、「設計具業構成」 2011年1月1日本目標準約構成化物量現成物構成化物量成化物量が一個計算構成的構成化力量相互相的構成一個工作性理型工作工作相互構成、工程度同業的公開發展現成工程成不可;成 					

行。如果学校们开始和小学生的这次规则的学生。我们就是我们还是一些,我们还是一些,我们还是一个我们还是一个我们的是一个我们是一个我们是一个我们是一个我们是一个我们是 我们是我们是我们是我们是我们是我们是我们是我们还是我们还是我们还有我们们要我的人们是你没有这个我们们有我的是我们一个我们不是我们的人们不知道。" 本父司自己就是我们我就是不是你是我们是我们是我们是我们是你我们这个我们们就是你没有这个我们们有我们还能说,你是你有这么你,你不会问题!"你们的人们是你没有你是我们是我们是我们是我们是我们是我们是我们是我们

得包藏商兵上包霸盜臟,則公開發產兩不會進行。 (1)任何每春環境入上;或(1)任何募為書預保外地區之記民或編民之人士導妥並交回本申請表格,即構成有關人士向本公司保證及聲明,做已經或將會訪有關申請屬守有關司法屬區之所有登記、法律或監管旅定或任何其他特別手續(如有)。



# 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.
- 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.
- 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.

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
- 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 of 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)

用更群局社世成业之有限 (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。
- 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售股章程所述安排,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。
- 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兑現,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有法例或規例(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利影響,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兑現。倘付款支票或銀行本票在首次過戶時未能兑現,本公司有權局拒絕受理有關之 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。



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.

#### 敬韵者:

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 之。 送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/吾等謹此授權賞公司將本人/吾等注 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 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 H

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.

假设公开發售之條件獲達成,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。申請將被視作為申請認購完整之發售股份數目而作出。