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中國水務地產集團有限公司
CHINA WATER PROPERTY GROUP LIMITED

(Formerly known as China Botanic Development Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Water Property Group Limited (the “**Company**”) will be held at Room 1816, 18/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 18 December 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT**

- (a) the conditional agreement (the “**Agreement**”, details of which are disclosed in the circular of the Company dated 30 November 2009 (the “**Circular**”)) dated 19 October 2009 entered into between Mega Famous Investment Limited, a wholly-owned subsidiary of the Company, as purchaser and Highest Growth Holdings Limited, as vendor in relation to (i) the sale and purchase of one (1) share of US\$1.00 each in the issued share capital of Wealth Full Global Investments Limited, representing its entire issued share capital; and (ii) all obligations, liabilities and debts owing or incurred by the BVI Subsidiary to the Vendor for a total consideration of RMB200,000,000 (equivalent to approximately HK\$227,272,727) (a copy of the Agreement is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;

- (c) the allotment and issue of the Consideration Shares (First Tranche) (as defined in the Circular) credited as fully paid at the Issue Price (First Tranche) (as defined in the Circular) to the Vendors in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (d) the allotment and issue of the Consideration Shares (Second Tranche) (as defined in the Circular) credited as fully paid at the Issue Price (Second Tranche) (as defined in the Circular) to the Vendors in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and is hereby approved.”

By order of the Board
China Water Property Group Limited
But Ka Wai
Chairman

Hong Kong, 30 November 2009

<i>Registered office:</i>	<i>Head office and principal place of business in</i>
Cricket Square	<i>Hong Kong:</i>
Hutchins Drive	Room 1816-17, 18/F
P.O. Box 2681	Sun Hung Kai Centre
Grand Cayman	30 Harbour Road
KY1-1111	Wanchai, Hong Kong
Cayman Islands	

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Amounts denominated in RMB in this notice has been converted into HK\$ at the rate of HK\$1 = RMB0.88 for illustration purpose.

As at the date of this notice, the Board comprises Mr. But Ka Wai (Chairman), Ms. Wang Wen Xia (Vice 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. Chen Ziqiang, Mr. Tam Pei Qiang and Ms. Li Ling as independent non-executive Directors.