



Jiwa Bio-Pharm Holdings Limited
積華生物醫藥控股有限公司*

(incorporated in Bermuda with limited liability)

Stock Code: 2327

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) will be held at Unit 3302, 33rd Floor, Lippo Centre Tower Two, 89 Queensway, Admiralty, Hong Kong on Monday, 28 August 2006 at 3:00 p.m. for the following purposes:

- (1) To receive and consider the audited financial statements of the Company and the reports of the board of directors and auditors of the Company for the year ended 31 March 2006.
- (2) To declare a final dividend.
- (3) To re-elect the retiring directors of the Company and to authorize the board of directors of the Company to fix their remuneration.
- (4) To re-appoint Grant Thornton as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

(5) “**THAT:**

- (a) subject to paragraph (5)(b) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (5)(a) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined), (ii) the exercise of options granted under the share option scheme of the Company or (iii) any scrip dividend scheme or similar arrangements, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (5)(a) shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

(6) **“THAT:**

- (a) subject to paragraph (6)(b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the issued capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which any shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase for this purpose as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (6)(a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(7) “**THAT:**

conditional upon the passing of the ordinary resolutions (5) and (6) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to ordinary resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution (6) set out in the notice convening this meeting provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution.”

By Order of the Board

Lau Kin Tung

Vice Chairman and Chief Executive Officer

Hong Kong, 28 July 2006

Notes:

- (i) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company. To be valid, all proxy forms must be deposited at the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (ii) The register of members will be closed from Tuesday, 22 August 2006 to Monday, 28 August 2006, both days inclusive, during which period no transfer of shares will be registered. To qualify for the proposed final dividend, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 21 August 2006.
- (iii) The translation into Chinese language of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

As at the date of this announcement, the Board comprises Mr. Lau Yau Bor, Mr. Lau Kin Tung and Madam Chan Hing Ming as executive directors of the Company and Mr. Choy Ping Sheung, Mr. Fung Tze Wa and Mr. Seet Lip Chai as independent non-executive directors of the Company.

** for identification purpose only*

“Please also refer to the published version of this announcement in China Daily”