



# 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)

Proxy Form for use at the annual general meeting to be held  
on Monday, 28 August 2006 at 3:00 p.m. or any adjournment thereof

I/We (note 1), \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder of (note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of

**JIWA BIO-PHARM HOLDINGS LIMITED** (the “Company”) **HEREBY APPOINT** (note 3) **THE CHAIRMAN OF THE MEETING**

or \_\_\_\_\_ (name) of \_\_\_\_\_

\_\_\_\_\_ (address)

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Unit 3302, 33/F., Lippo Centre Tower Two, 89 Queensway, Admiralty, Hong Kong on Monday, 28 August 2006 at 3:00 p.m. and at any adjournment thereof in respect of the resolutions set out in the notice of such annual general meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)
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.	(a) To re-elect Mr. Lau Yau Bor as Chairman and executive director.		
	(b) To re-elect Mr. Fung Tze Wa as independent non-executive director		
	(c) To re-elect Mr. Seet Lip Chai as independent non-executive director.		
	(d) To authorize the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Grant Thornton as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
5.	To approve the general mandate for the issue of shares of the Company		
6.	To approve the general mandate for the repurchase of shares of the Company		
7.	Conditional upon the passing of items nos. 5 and 6 above, to approve the extension of the general mandate in item no. 5 above for the issue of shares to include any shares repurchased by the Company pursuant to the general mandate in item no. 6 above.		

Date this \_\_\_\_\_ day of \_\_\_\_\_, 2006

Signed (note 5): \_\_\_\_\_

Contact Telephone No.: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in the name of the holder and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in the name of the holder appearing in this form of proxy.
- Please insert the name and address of the proxy desired. **IF NO SUCH NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED IN THE COLUMN HEADED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED IN THE COLUMN HEADED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his discretion or abstain. **Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- This form of proxy must be signed by you or your agent duly authorized in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or agent duly authorized in writing.
- If more than one of the joint holders of any share be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- In order to be valid, the proxy form together with (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority, must be lodged with the Company’s principal place of business at Company’s branch share registrar and transfer agent 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 Meeting or any adjournment thereof.
- A proxy need not be a member of the Company.
- Any alterations made in this proxy form should be initialed by the person who signs it.

\* for identification purpose only