積華

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 FRIDAY, 28 AUGUST 2009 AT 3:00 P.M. AND ANY ADJOURNMENT THEREOF

I/We[1] ____

of ____

being the registered holder(s) of[2] ____________________ shares ("**Shares**") of HK$0.01 each in the capital of Jiwa Bio-Pharm Holdings Limited (the "**Company**"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING[3],

or ____

of ____

or failing him/her ____

of ____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 20th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on Friday, 28 August 2009 at 3:00 p.m. and at any adjournment thereof (the "**Meeting**") for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

	ORDINARY RESOLUTIONS	FOR[4]	AGAINST[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 2009.		
2.	To declare a final dividend.		
3.	(a) To re-elect Mr. Lau Kin Tung as an executive director.		
	(b) To re-elect Mr. Chiu Wai Piu as an independent non-executive director.		
	(c) To re-elect Mr. Choy Ping Sheung as an 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 repurchase of shares of the Company		
6.	To approve the general mandate for the issue 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. 6 above for the issue of shares to include any shares repurchased by the Company pursuant to the general mandate in item no. 5 above.		

Signature[5] ____________________ Date ____________________

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* *For identification purpose only*