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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)

POLL RESULTS OF SPECIAL GENERAL MEETING

The resolutions as set out in the notice of the SGM were duly passed by the Shareholders as ordinary resolutions of the Company at the SGM held on 29 March 2011 by way of poll.

Reference is made to the circular of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) dated 14 March 2011 in relation to (i) the Disposal comprising the Proposed Capital Injection, Jiangsu Jiwa Disposal and Yunnan Jiwa Disposal pursuant to the Agreements; (ii) the Specific Mandate to issue new Shares, (iii) the change of auditors (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the resolutions as set out in the notice of the SGM were duly passed by the Shareholders as ordinary resolutions of the Company at the SGM held on 29 March 2011 by way of poll.

As at the date of the SGM, there were a total of 1,610,000,000 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions proposed at the SGM. As such, there were a total of 1,610,000,000 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM, entitling Shareholders to attend and vote for or against the resolutions proposed at the SGM. None of the Shareholders was entitled to attend and vote only against the resolutions proposed at the SGM.

* For identification purpose only

Full text of the resolutions has been set out in the notice of the SGM. The poll results for the resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, ratify and confirm the Agreements comprising each of the Capital Injection Agreements, the Shareholder Agreements, Jiangsu Jiwa Disposal Agreement and Yunann Jiwa Disposal Agreement and the transactions contemplated thereunder (including the Repurchase Obligation)	1,023,258,000 Shares (100%)	Nil (0%)
2.	To approve and grant a specific mandate to the Directors to allot, issue and deal with additional Shares not exceeding 241,500,000 new Shares at a minimum issue price of HK\$0.65 per Share if the Company exercises its right to fulfill its obligations to repurchase the Subscribers' equity interest in Kunming Jida by the issue of new Shares and in accordance with the terms of the relevant Shareholder Agreements, in the event that Kunming Jida does not obtain a listing on a stock exchange within 48 months from the date of the completion of the capital injection under the Capital Injection Agreements	1,023,258,000 Shares (100%)	Nil (0%)
3.	To approve and appoint BDO Limited as the auditors of the Company	1,023,258,000 Shares (100%)	Nil (0%)

As more than 50% of the votes were cast in favour of each of the resolutions, the resolutions proposed at the SGM were duly passed by the Shareholders as an ordinary resolutions of the Company.

The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person, by authorised corporate representative or by proxy.

Tricor Standard Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

By order of the Board
Jiwa Bio-Pharm Holdings Limited
Lau Kin Tung
Vice Chairman and Chief Executive Officer

Hong Kong, 29 March 2011

As at the date of this announcement, the executive Directors are Mr. Lau Yau Bor (the Chairman), Mr. Lau Kin Tung (Vice Chairman and Chief Executive Officer) and Madam Chan Hing Ming; and the independent non-executive Directors are Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website for at least seven days from the day of its posting and on the website of the Company at www.jiwa.com.hk.