

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*



**U-HOME GROUP  
INTERNATIONAL LIMITED**  
*(Incorporated in British Virgin Islands with  
limited liability)*

**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)*

### **JOINT ANNOUNCEMENT**

#### **(1) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER BY**



**HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED  
FOR AND ON BEHALF OF U-HOME GROUP INTERNATIONAL LIMITED  
FOR ALL THE ISSUED SHARES IN  
JIWA BIO-PHARM HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR  
AGREED TO BE ACQUIRED BY  
U-HOME GROUP INTERNATIONAL LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

#### **(2) RESULTS OF THE OFFER**

#### **(3) RESIGNATION OF DIRECTORS AND CHANGE OF MEMBERS OF VARIOUS BOARD COMMITTEES**

#### **(4) CHANGE OF AUTHORISED REPRESENTATIVES**

#### **(5) APPOINTMENT OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

**Financial adviser to  
U-Home Group International Limited**



**Haitong International Capital Limited**

**Financial adviser to  
Jiwa Bio-Pharm Holdings Limited**



\* For identification purpose only

## **CLOSE OF THE OFFER**

The Offer made by Haitong Securities, on behalf of the Offeror, closed on Monday, 23 September 2013.

## **RESULTS OF THE OFFER**

On Monday, 23 September 2013, being the latest date for acceptance of the Offer, the Offeror has received valid acceptances in respect of a total of 150,000 Shares under the Offer, representing approximately 0.009% of the issued share capital of the Company as at the date of this joint announcement. The Offeror and parties acting in concert with it are interested in an aggregate of 1,173,252,000 Shares, representing approximately 71.54% of the issued share capital of the Company on 23 September 2013. The Offer has not been revised or extended.

## **RESIGNATION OF DIRECTORS AND CHANGE OF MEMBERS OF VARIOUS BOARD COMMITTEES**

The Board hereby announces that with effect from the close of the Offer on 23 September 2013:

1. Mr. Lau Yau Bor, Mr. Lau Kin Tung and Madam Chan Hing Ming resigned as the executive Directors; and
2. Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa resigned as the independent non-executive Directors.

With effect immediately following the change in directorship as mentioned above:

- (a) the audit committee of the Company comprises Mr. Lee Cheuk Yin, Dannis (Chairman), Mr. Gao Guanjiang and Mr. Chen Xuejun;
- (b) the remuneration committee of the Company comprises Mr. Gao Guanjiang (Chairman), Professor Wilton Chi Wai Chau and Mr. Liu Lailin; and
- (c) the nomination committee of the Company comprises Mr. Zhou Xuzhou (Chairman), Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dannis.

## **CHANGE OF AUTHORISED REPRESENTATIVES**

With effect from the close of the Offer on 23 September 2013:

- (a) Mr. Lau Yau Bor and Mr. Lau Kin Tung ceased to be the Authorised Representatives; and
- (b) Mr. Zhou Xuzhou and Ms. Zhou Wen Chuan have been appointed as the Authorised Representatives at the same time.

## APPOINTMENT OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

With effect from the close of the Offer on 23 September 2013:

- (i) Mr. Zhou Xuzhou, an executive Director, has been appointed as chairman of the Board; and
- (ii) Ms. Zhou Wen Chuan, an executive Director, has been appointed as chief executive officer of the Company.

Reference is made to the composite offer and response document dated 30 August 2013 jointly issued by the Offeror and the Company (the “**Composite Document**”) in connection with, among other things, the Offer. Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

## CLOSE OF THE OFFER

The Offer made by Haitong Securities, on behalf of the Offeror, closed on Monday, 23 September 2013.

## RESULTS OF THE OFFER

On Monday, 23 September 2013, being the latest date for acceptance of the Offer, the Offeror has received valid acceptances in respect of a total of 150,000 Shares under the Offer, representing approximately 0.009% of the issued share capital of the Company as at the date of this joint announcement. The Offeror and parties acting in concert with it are interested in an aggregate of 1,173,252,000 Shares, representing approximately 71.54% of the entire issued share capital of the Company on 23 September 2013. The Offer has not been revised or extended.

## SHAREHOLDING OF THE COMPANY

Immediately before the commencement of the offer period (as defined under the Takeovers Code), the Offeror and parties acting in concert with it did not hold, control or have direction over any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. On 23 August 2013, the Offeror completed the acquisition of 1,173,102,000 Shares from the Vendors, representing approximately 71.53% of the existing issued share capital of the Company as at the date of this joint announcement.

During the period of the Offer, there were valid acceptances in respect of a total of 150,000 Shares, representing approximately 0.009% of the issued share capital of the Company, tendered under the Offer. Upon the close of the Offer, taking into account the 150,000 Shares transferred to the Offeror under the Offer, the Offeror and parties acting in concert with it hold, control or direct an aggregate of 1,173,252,000 Shares, representing approximately 71.54% of the issued share capital of the Company as at the date of this joint announcement.

Save for the aforesaid, neither the Offeror nor parties acting in concert with it has acquired or agreed to acquire any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or rights over the Shares during the offer period (as defined under the Takeovers Code). The Offeror and parties acting in concert with it have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the offer period (as defined under the Takeovers Code).

Set out below is the shareholding structure of the Company prior to the commencement of the Offer and immediately upon the close of the Offer and as at the date of this joint announcement.

<b>Name of Shareholders</b>	<b>Prior to the commencement of the Offer</b>		<b>Immediately upon the close of the Offer and as at the date of this joint announcement</b>	
	<i>Number of Shares held</i>	<i>% of Shares in issue</i>	<i>Number of Shares held</i>	<i>% of Shares in issue</i>
The Offeror ( <i>Note 1</i> )	840,000,000	51.22	840,150,000	51.23
U-Home Group Investment Limited ( <i>Note 2</i> )	<u>333,102,000</u>	<u>20.31</u>	<u>333,102,000</u>	<u>20.31</u>
The Offeror and parties acting in concert with it	1,173,102,000	71.53	1,173,252,000	71.54
Public Shareholders	<u>466,898,000</u>	<u>28.47</u>	<u>466,748,000</u>	<u>28.46</u>
Total	<u><u>1,640,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,640,000,000</u></u>	<u><u>100.00</u></u>

*Notes:*

1. All of the total 840,150,000 Shares comprising, (i) 840,000,000 Shares held by the Offeror prior to commencement of the Offer and (ii) 150,000 Offer Shares tendered for acceptance under the Offer and accepted by Haitong Securities on behalf of the Offeror, were charged by the Offeror in favour of Haitong Securities pursuant to a share pledge agreement dated 4 March 2013 executed by the Offeror in favour of Haitong Securities.
2. Such 333,102,000 Shares held by U-Home Group Investment Limited prior to the commencement of the Offer and immediately upon the close of the Offer and as at the date of this joint announcement were charged by U-Home Group Investment Limited in favour of Haitong Securities pursuant to a share pledge agreement dated 20 August 2013 executed by U-Home Group Investment Limited in favour of Haitong Securities.

## **SETTLEMENT OF THE OFFER**

A cheque for the amount representing the cash consideration due to the accepting Independent Shareholders in respect of the Offer Shares tendered by them under the Offer, less seller's ad valorem stamp duty payable by them, will be despatched to the accepting Independent Shareholders to the addresses specified on the Form of Acceptance and Transfer by ordinary post at their own risk as soon as possible but in any event within seven Business Days of the date on which all the relevant documents which render such acceptance complete and valid are received by the Registrar.

## **RESIGNATION OF DIRECTORS AND CHANGE OF MEMBERS OF VARIOUS BOARD COMMITTEES**

The Board hereby announces that with effect from the close of the Offer on 23 September 2013:

1. Mr. Lau Yau Bor, Mr. Lau Kin Tung and Madam Chan Hing Ming resigned as the executive Directors; and
2. Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa resigned as the independent non-executive Directors.

With effect immediately following the change in directorship as mentioned above:

- (a) the audit committee of the Company comprises Mr. Lee Cheuk Yin, Dennis (Chairman), Mr. Gao Guanjiang and Mr. Chen Xuejun;
- (b) the remuneration committee of the Company comprises Mr. Gao Guanjiang (Chairman), Professor Wilton Chi Wai Chau and Mr. Liu Lailin; and
- (c) the nomination committee of the Company comprises Mr. Zhou Xuzhou (Chairman), Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dennis.

The resignation of the resigning Directors was due to the change in control of the Company upon completion of the Share Purchase Agreement. Each of the resigning Directors confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders. The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

## **CHANGE OF AUTHORISED REPRESENTATIVES**

With effect from the close of the Offer on 23 September 2013:

- (a) Mr. Lau Yau Bor and Mr. Lau Kin Tung ceased to be the authorised representatives ("Authorised Representatives") of the Company under Rule 3.05 of the Listing Rule; and

(b) Mr. Zhou Xuzhou and Ms. Zhou Wen Chuan have been appointed as the Authorised Representatives at the same time.

## **APPOINTMENT OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

With effect from the close of the Offer on 23 September 2013:

(a) Mr. Zhou Xuzhou, an executive Director, has been appointed as chairman of the Board; and

(b) Ms. Zhou Wen Chuan, an executive Director, has been appointed as chief executive officer of the Company.

By order of the board of directors of  
**U-Home Group International Limited**  
**Zhou Xuzhou**  
*Director*

By order of the Board  
**Jiwa Bio-Pharm Holdings Limited**  
**Zhou Wen Chuan**  
*Executive Director and Chief Executive Officer*

Hong Kong, 23 September 2013

*As at the date of this joint announcement, the executive Directors are Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan, and the non-executive Director is Mr. Chen Xuejun, and the independent non-executive Directors are Mr. Gao Guanjiang, Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dennis.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Zhou Xuzhou and Ms. Zhou Wen Chuan.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed by the Group in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*