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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) will be held at 2/F, Shenzhen Bauhinia Novotel Hotel, 2002 Qiaocheng East Road, Overseas Chinese Town, Shenzhen, Guangdong Province, China on Monday, 4 November 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Jiwa Bio-Pharm Holdings Limited” to “U-Home Group Holdings Limited” and that “宇業集團控股有限公司” be adopted as the secondary name of the Company to replace “積華生物醫藥控股有限公司” (which has been used for identification purpose only) and that any one of the directors of the Company be and hereby authorised to do all such acts and things and execute all such documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder.”

By the order of the Board

Jiwa Bio-Pharm Holdings Limited

Zhou Wen Chuan

Executive Director and Chief Executive Officer

Hong Kong, 11 October 2013

* *For identification purposes only*

Notes:

1. A form of proxy for use at the Meeting has been dispatched to the Shareholders together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member who is holder of more than one share may appoint more than one proxy to attend in his stead at the Meeting.
4. In order to be valid, the form of proxy, together with the power of attorney (if any) under which it is signed, or a certified copy of such power or authority, must be delivered at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Ltd. at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
7. As at the date of this notice, the board of directors of the Company comprises Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan as executive Directors, Mr. Chen Xuejun as non-executive Director and Mr. Gao Guanjiang, Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dannis as independent non-executive Directors.