

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.

This joint announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Jiwa Bio-Pharm Holdings Limited.



**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) Conditional agreement to acquire a controlling interest in
Jiwa Bio-Pharm Holdings Limited**
 - (2) Special deal, very substantial disposal and connected transaction in relation to
the disposal of assets by Jiwa Bio-Pharm Holdings Limited**
 - (3) Special deal and connected transaction in relation to
the disposal of a property by Jiwa Bio-Pharm Holdings Limited**
 - (4) Special deal in relation to the potential disposal of a property by Jiwa Bio-
Pharm Holdings Limited pursuant to an option**
 - (5) Special deal and continuing connected transaction
of Jiwa Bio-Pharm Holdings Limited**
- and**
- (6) Possible 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)**

Financial adviser to

U-Home Group International Limited



Haitong International Capital Limited

Financial adviser to

Jiwa Bio-Pharm Holdings Limited



Quam Capital Limited

* *For identification purpose only*

Reference is made to the joint announcement dated 22 April 2013 in respect of, among others, the Share Purchase, the Special Deals and the Share Offer, jointly issued by the Company and the Offeror (the “**Joint Announcement**”). Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement, unless the context requires otherwise.

On 21 August 2013, the Company was advised by the Vendors that they received a letter of direction from the Offeror, being the purchaser of the Share Purchase Agreement, that the Offeror intended to nominate U-Home Group Investment Limited (“**UHG Investment**”, a company indirectly wholly owned by the Purchaser’s Warrantor) to be the transferee of the 96,390,000, 41,712,000, 15,000,000, 75,000,000 and 105,000,000 (being an aggregate of 333,102,000) Sale Shares from Mr. Lau Yau Bor, Madam Chan Hing Ming, Mr. Lau Kin Tung, MINGS Development Holdings Limited and WHYS Holding Co. Ltd., respectively, in accordance with the terms and conditions of the Share Purchase Agreement. The remaining 840,000,000 Sale Shares will be transferred from LAUs Holding Co. Ltd. to the Offeror upon completion of the Share Purchase Agreement.

Accordingly, immediately upon completion of the Share Purchase Agreement, (i) the Offeror will hold 840,000,000 Shares (which represents approximately 51.22% of the issued share capital of the Company as at the date of this joint announcement); and (ii) UHG Investment will hold 333,102,000 Shares (which represents approximately 20.31% of the issued share capital of the Company as at the date of this joint announcement).

The table below sets out the shareholding structure of the Company as at the date of this joint announcement and after completion of the Share Purchase Agreement (assuming there is no change to the issued share capital of the Company up to the date of completion of the Share Purchase Agreement):

| Name of Shareholders | As at the date of this joint announcement | | Immediately upon completion of the Share Purchase Agreement | |
|-------------------------------------------------------------------|-------------------------------------------------|---------------------------------|-------------------------------------------------------------------|---------------------------------|
| | <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 | — | — | 840,000,000 | 51.22 |
| UHG Investment | — | — | 333,102,000 | 20.31 |
| Sub-total of the Offeror and parties acting in concert with it | — | — | 1,173,102,000 | 71.53 |
| Mr. Lau Yau Bor | 96,390,000 | 5.88 | — | — |
| Madam Chan Hing Ming | 41,712,000 | 2.54 | — | — |
| Mr. Lau Kin Tung | 15,000,000 | 0.91 | — | — |
| LAUs Holding Co. Ltd. | 840,000,000 | 51.22 | — | — |
| MINGS Development Holdings Limited | 75,000,000 | 4.57 | — | — |
| WHYS Holding Co. Ltd. | 105,000,000 | 6.41 | — | — |

| Name of Shareholders | As at the date of this joint announcement | | Immediately upon completion of the Share Purchase Agreement | |
|----------------------------------------------------------------------------|-------------------------------------------------|---------------------------------|-------------------------------------------------------------------|---------------------------------|
| | <i>Number of Shares held</i> | <i>% of Shares in issue</i> | <i>Number of Shares held</i> | <i>% of Shares in issue</i> |
| Sub-total of the Vendors and parties acting in concert with any of them | 1,173,102,000 | 71.53 | — | — |
| Public Shareholders | 466,898,000 | 28.47 | 466,898,000 | 28.47 |
| Total | <u>1,640,000,000</u> | <u>100.00</u> | <u>1,640,000,000</u> | <u>100.00</u> |

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

By order of the Board of
Jiwa Bio-Pharm Holdings Limited
Chan Hing Ming
*Executive Director and
Chief Executive Officer*

Hong Kong, 22 August 2013

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.

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

As at the date hereof, the directors of the Offeror are Mr. Zhou Xuzhou and Ms. Zhou Wenchuan.