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U-HOME GROUP HOLDINGS LIMITED 宇業集團控股有限公司

(Formerly known as 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 an special general meeting of the shareholders of U-Home Group Holdings Limited (the “**Company**”) will be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Thursday, 2 January 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company, with or without modification:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into of the investment agreement dated 26 November 2013 (the “**JV Agreement**”) between U-Home Enterprise Development Company Limited, Chizhou City Yucheng Co., Ltd.*, Shenzhen Lingnan Group Co., Ltd.* and Mr. Zhu Yunzhao, a copy of which has been produced to the meeting and signed by the Chairman of the meeting for identification purposes, and transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated 13 December 2013, be and are hereby approved, confirmed and ratified; and
- (b) any one Director, or any two Directors if the affixation of the common seal is necessary, of the Company be and is hereby authorised for and on behalf of the Company to execute any such other documents, instruments and agreements and to do any such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the JV Agreement and transactions contemplated thereunder.”

By Order of the Board
U-Home Group Holdings Limited
Zhou Wen Chuan
Executive Director and Chief Executive Officer

Hong Kong, 13 December 2013

* *For identification purposes only*

Notes:

- (1) A form of proxy for use at the meeting is enclosed herewith.
- (2) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint in writing one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. The proxies of a member who has appointed more than one proxy may only vote on a poll.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. If that instrument is signed by an attorney of the appointor, the power of attorney authorising the attorney to sign, or other documents of authorisation, must be notarially certified.
- (4) In order to be valid, the 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 or authority, must be deposited at the branch registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (5) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- (6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board 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.