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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 of Jiwa Bio-Pharm Holdings Limited (the “Company”) will be held at Room 2904, 29/F, Tower 1 Lippo Centre, 89 Queensway, Hong Kong on 12 March 2013 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

“To appoint RSM Nelson Wheeler as auditors of the Company and to authorize the board of directors to determine their remuneration.”

By order of the Board  
**JIWA BIO-PHARM HOLDINGS LIMITED**  
**Chan Hing Ming**  
*Executive Director and Chief Executive Officer*

Hong Kong, 21 February 2013

*Notes:*

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar, Tricor Standard Limited 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, and in default thereof the form of proxy shall not be treated as valid.

\* for identification purpose only

3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, members of the Board comprise three executive Directors, namely Mr. Lau Yau Bor, Madam Chan Hing Ming and Mr. Lau Kin Tung and three independent non-executive Directors, namely Mr. Chiu Wai Piu, Mr. Choy Ping Sheung and Mr. Fung Tze Wa.*