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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 14 AUGUST 2013**

Reference is made to the circular of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) dated 26 July 2013 (the “**Circular**”) and the notice of special general meeting of the same date as set out in the Circular (the “**Notice**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE SGM**

The Board is pleased to announce that the resolutions as set out in the Notice were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the SGM held on 14 August 2013.

The Registrar, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the SGM.

As at the date of the SGM, the total number of issued Shares was 1,640,000,000 Shares. As disclosed in the Circular, the Vendors and/or their respective associates within the meaning of the Listing Rules; the Offeror and/or its associates, and their respective concert parties; and Shareholders who were interested or involved in the Special Deals were required to abstain from voting in respect of the resolutions to approve the Special Deals at the SGM. As at the date of the SGM, the Vendors and their associates, namely Mr. Lau Yau Bor, Mr. Lau Kin Tung, Madam Chan Hing Ming, LAUs Holding Co. Ltd., MINGS Development Holdings Limited and WHYS Holding Co. Ltd., collectively controlled 1,173,102,000 Shares, representing approximately 71.53% of the issued share capital of the Company. They have abstained from voting on the resolutions to approve the Special Deals at the SGM accordingly. The Offeror and/or its associates, and their respective concert parties, who did not control any Shares as at the date of the SGM, and Shareholders who were interested or involved in the Special Deals, have abstained from voting in respect of the resolutions to approve the Special

\* *for identification purpose only.*

Deals at the SGM. Accordingly, a total of 466,898,000 Shares held by the Independent Shareholders, representing approximately 28.47% of the issued share capital of the Company as at the date of the SGM, were entitled to attend and vote for or against the resolutions proposed to approve the Special Deals at the SGM.

No Shareholder was required to abstain from voting in respect of the resolution proposed to approve the Special Dividend at the SGM and therefore a total of 1,640,000,000 Shares held by Shareholders, representing all of the issued share capital of the Company as at date of the SGM, were entitled to attend and vote for or against the resolution proposed to approve the Special Dividend at the SGM.

There was no Share entitling the holder to attend and vote only against any resolution at the SGM.

The poll results of the resolutions are as follows:

Ordinary Resolutions <i>(Note)</i>		Number of shares (approximate % of total number of Shares)		Total number of Shares
		For	against	
1.	To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder.	3,728,000 (100%)	0 (0%)	3,728,000
2.	To approve, confirm and ratify the Property Disposal Agreement and the transactions contemplated thereunder.	3,728,000 (100%)	0 (0%)	3,728,000
3.	To approve, confirm and ratify the Property Option Deed and the transactions contemplated thereunder.	3,728,000 (100%)	0 (0%)	3,728,000
4.	To approve, confirm and ratify the Management Agreement and the transactions contemplated thereunder.	3,728,000 (100%)	0 (0%)	3,728,000
5.	To approve and authorise the declaration and payment of Special Dividend.	60,440,000 (100%)	0 (0%)	60,440,000

*Note:* The full text of the resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the resolutions, the resolutions were duly passed at the SGM.

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

Hong Kong, 14 August 2013

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

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