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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 Rooms 3 and 4, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 14 August 2013 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the sale and purchase agreement dated 12 March 2013 (the “**Disposal Agreement**”) entered into between the Company, through Jiwa Development Company Limited (“**Jiwa Development**”) as Vendor, and Goldvault Limited (the “**JW Purchaser**”) as purchaser regarding the proposed disposal of the entire issued share capital of Jiwa Pharmaceuticals Limited (“**Jiwa Pharm**”) at a consideration of HK\$512,000,000 (a copy of which is marked “A” and tabled before the Meeting and initialled by the chairman of the meeting for identification purposes and details of which are described in the circular of the Company dated 26 July 2013 (the “**Circular**”), a copy of which is marked “B” and tabled before the Meeting and initialled by the chairman of the meeting for identification purposes) and all transactions contemplated thereunder which constitute a special deal under Rule 25 of the Hong Kong Code on Takeovers and Merger (the “**Takeovers Code**”) be hereby approved, confirmed and ratified and **THAT** any one director of the Company (a “**Director**”), or any two Directors if the affixation of the common seal is necessary, be hereby authorised to execute any other documents for and on behalf of the Company, and to sign all documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Disposal Agreement and the transactions contemplated thereunder which constitute the special deal, or deemed by him/ them to be necessary or desirable to give effect to the matters and resolutions herein resolved.”

* for identification purpose only

2. “**THAT** the sale and purchase agreement dated 12 March 2013 (the “**Property Disposal Agreement**”) entered into between Jiwa International Limited (“**Jiwa International**”) as vendor and Sunny Enterprise Limited (“**Sunny Enterprise**”) as purchaser in relation to the sale and purchase of a non-residential property located at the 2905, Tower One, Lippo Centre, 89 Queensway, Central, Hong Kong (the “**Property**”) at a consideration of HK\$22,000,000 (a copy of which is marked “C” and tabled before the Meeting and initialled by the chairman of the meeting for identification purposes and details of which are disclosed in the Circular) and all transactions contemplated thereunder which constitute a special deal under Rule 25 of the Takeovers Code be hereby approved, confirmed and ratified and **THAT** any one Director, or any two Directors if the affixation of the common seal is necessary, be hereby authorised to execute any other documents for and on behalf of the Company, and to sign all documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Property Disposal Agreement and the transactions contemplated thereunder which constitute the special deal, or deemed by him/ them to be necessary or desirable to give effect to the matters and resolutions herein resolved.”
3. “**THAT** the property option deed dated 12 March 2013 (the “**Property Option Deed**”) entered into between Sunny Enterprise Limited (“**Sunny Enterprise**”) as grantor and Tech-Medi Development Limited as grantee (“**Tech-Medi**”), pursuant to which an option was granted to Tech-Medi, at its sole discretion, to require Sunny Enterprise to purchase from Tech-Medi a non-residential property located at the 2906, Tower One, Lippo Centre, 89 Queensway, Central, Hong Kong (a copy of which is marked “D” and tabled before the Meeting and initialled by the chairman of the meeting for identification purposes and details of which are disclosed in the Circular) and all transactions contemplated thereunder which constitute a special deal under Rule 25 of the Takeovers Code be hereby approved, confirmed and ratified and **THAT** any one Director, or any two Directors if the affixation of the common seal is necessary, be hereby authorised to execute any other documents for and on behalf of the Company, and to sign all documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Property Option Deed and the transactions contemplated thereunder which constitute the special deal, or deemed by him/ them to be necessary or desirable to give effect to the matters and resolutions herein resolved.”

4. “**THAT** the management agreement dated 12 March 2013 (the “**Management Agreement**”) entered into between the Company and Sunny Enterprise Limited (“**Sunny Enterprise**”) for the provision of management services to the Company and its subsidiaries by Sunny Enterprise (a copy of which is marked “E” and tabled before the Meeting and initialled by the chairman of the meeting for identification purposes and details of which are disclosed in the Circular) and all transactions contemplated thereunder which constitute a special deal under Rule 25 of the Takeovers Code be hereby approved, confirmed and ratified and **THAT** any one Director, or any two Directors if the affixation of the common seal is necessary, be hereby authorised to execute any other documents for and on behalf of the Company, and to sign all documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Management Agreement and the transactions contemplated thereunder which constitute the special deal, or deemed by him/ them to be necessary or desirable to give effect to the matters and resolutions herein resolved.”
5. “**THAT** the proposed declaration and payment of Special Dividend (as defined in the circular dated 26 July 2013) be hereby approved and authorised and **THAT** the Directors be hereby authorised to effect the payment of the Special Dividend and to do all acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

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

Hong Kong, 26 July 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.
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 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.