
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiwa Bio-pharm Holdings Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SGM

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the SGM to be held at 2/F, Shenzhen Bauhinia Novotel Hotel, 2002 Qiaocheng East Road, Overseas Chinese Town, Shenzhen, Guangdong Province, China on Monday, 4 November 2013 at 3:00 p.m. is set out on pages 7 to 8 of this circular. A proxy form for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Branch Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, capitalized terms used shall have the following meanings:

| | |
|--------------------------|--|
| “Announcement” | the announcement of the Company dated 4 October 2013 in relation to the Change of Company Name |
| “Board” | the board of Directors |
| “Branch Registrar” | the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong |
| “Change of Company Name” | proposed change of the English name of the Company from “Jiwa Bio-Pharm Holdings Limited” to “U-Home Group Holdings Limited” and adoption of the Chinese name “宇業集團控股有限公司” as the secondary name of the Company to replace the existing Chinese name “積華生物醫藥控股有限公司” which has been used for identification purposes only |
| “Company” | Jiwa Bio-Pharm Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange |
| “Directors(s)” | director(s) of the Company |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of Share(s) |

DEFINITIONS

“SGM” the special general meeting of the Company to be convened for the Shareholders to consider, and if thought fit, approving the Change of Company Name

“Stock Exchange” The Stock Exchange of Hong Kong Limited

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhou Xuzhou (*Chairman*)

Ms. Zhou Wen Chuan (*Chief Executive Officer*)

Mr. Liu Lailin

Non-Executive Director:

Mr. Chen Xuejun

Independent non-executive Directors:

Mr. Gao Guanjiang

Professor Wilton Chi Wai Chau

Mr. Lee Cheuk Yin, Dannis

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit 01, 12/F

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

11 October 2013

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the Announcement in relation to the Change of Company Name.

The purpose of this circular is to provide you with further information in respect of (i) the Change of Company Name; and (ii) SGM to be convened and held for the purpose of considering and, if thought fit, approving the resolution to implement the proposal of the Change of Company Name.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Jiwa Bio-Pharm Holdings Limited” to “U-Home Group Holdings Limited” and to adopt the Chinese name “宇業集團控股有限公司” as the secondary name of the Company to replace the existing Chinese name “積華生物醫藥控股有限公司” which has been used for identification purposes only.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the proposed new name and secondary name of the Company would symbolize a fresh start of the Company following the completion of the Share Purchase Agreement (as defined in the joint announcement issued by the Company and U-Home Group International Limited dated 22 April 2013) on 23 August 2013. The Board is of the view that the new name and secondary name of the Company can refresh the corporate image and identity of the Company.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Change of Company Name at the SGM; and
2. the approval of the Registrar of Companies in Bermuda having been obtained for the Change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM. Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new name and secondary name of the Company on the register in place of the existing English name of the Company. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name, once approved and after becoming effective, will not in any way affect any of the rights of any Shareholders and all existing share certificates of the Company in issue bearing the present name of the Company will, even after the change has become effective, continue to be effective as documents of title to the shares of the Company and will be valid for trading, settlement and registration purposes. The Company will make arrangement for free exchange of existing share certificates, within a specific period of time, for new share certificates under the new English and Chinese names of the Company. Should the Change of Company Name become effective, all new share certificates of the Company will be issued in the new English and Chinese names of the Company thereafter and the English and Chinese stock short names of the Company will also be changed.

In addition, the stock short name of the Company for trading in the Shares (subject to the confirmation of the Stock Exchange), the logo and the website of the Company will also be changed after the Change of Company Name becomes effective. Further announcement(s) in relation to such changes and the arrangement on free exchange of existing share certificates will be published as and when appropriate.

THE SGM

The SGM will be held to consider and, if thought fit, approve, among other matters, the Change of Company Name. The votes of the Shareholders regarding the resolution for approval of the Change of Company Name will be taken by way of poll at the SGM. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the resolution relating to the above at the SGM.

A notice of convening the SGM to be held at 2/F, Shenzhen Bauhinia Novotel Hotel, 2002 Qiaocheng East Road, Overseas Chinese Town, Shenzhen, Guangdong Province, China on Monday, 4 November 2013 at 3:00 p.m. or any adjournment is set out from pages 7 to 8 of this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Branch Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the special resolution to be proposed at the SGM to approve the proposal of the Change of Company Name as set out in this circular is in the best interest of the Company and the Shareholders as a whole and accordingly the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the SGM to approve the Change of Company Name.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By the order of the Board

Jiwa Bio-Pharm Holdings Limited

Zhou Wen Chuan

Executive Director and Chief Executive Officer



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 IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) will be held at 2/F, Shenzhen Bauhinia Novotel Hotel, 2002 Qiaocheng East Road, Overseas Chinese Town, Shenzhen, Guangdong Province, China on Monday, 4 November 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Jiwa Bio-Pharm Holdings Limited” to “U-Home Group Holdings Limited” and that “宇業集團控股有限公司” be adopted as the secondary name of the Company to replace “積華生物醫藥控股有限公司” (which has been used for identification purpose only) and that any one of the directors of the Company be and hereby authorised to do all such acts and things and execute all such documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder.”

By the order of the Board

Jiwa Bio-Pharm Holdings Limited

Zhou Wen Chuan

Executive Director and Chief Executive Officer

Hong Kong, 11 October 2013

* For identification purposes only

NOTICE OF SGM

Notes:

1. A form of proxy for use at the Meeting has been dispatched to the Shareholders together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member who is holder of more than one share may appoint more than one proxy to attend in his stead at the Meeting.
4. In order to be valid, the form of proxy, together with the power of attorney (if any) under which it is signed, or a certified copy of such power or authority, must be delivered at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Ltd. 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.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
7. As at the date of this notice, the board of directors of the Company 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 Guanjian, Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dannis as independent non-executive Directors.