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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiwa Bio-Pharm Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

積華

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)

APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of the Company to be held at Conference Room 2904, 29th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong at 10:00 a.m. on Tuesday, 12 March 2013 is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular.

Whether or not you are able to attend the special general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, 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 the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

21 February 2013

* *For identification purpose only*

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In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

"Board"	the board of Directors
"Company"	Jiwa Bio-Pharm Holdings Limited, an exempted company incorporated in the Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
"Directors"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administration Region of the People's Republic of China
"Latest Practicable Date"	19 February 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"SGM"	the special general meeting of the Company to be convened to approve the proposed appointment of RSM Nelson Wheeler as auditors of the Company
"Share(s)"	share(s) of nominal value of HK$0.01 each in the share capital of the Company
"Shareholders"	registered holders of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

JIWA BIO-PHARM HOLDINGS LIMITED
積華生物醫藥控股有限公司 *

(Incorporated in Bermuda with limited liability)

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Executive Directors:
Mr. Lau Yau Bor *(Chairman)*
Mr. Lau Kin Tung *(Vice chairman)*
Madam Chan Hing Ming *(Chief Executive Officer)*

Independent non-executive Directors:
Mr. Chiu Wai Piu
Mr. Choy Ping Sheung
Mr. Fung Tze Wa

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
2906, Tower One
Lippo Centre
89 Queensway
Central
Hong Kong

21 February 2013

To Shareholders of the Company

Dear Sir or Madam,

APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Company's announcement dated 18 February 2013 relating to the proposed appointment of RSM Nelson Wheeler as the auditors of the Company. The purpose of this circular is to provide you with information on the said proposed appointment and to give you notice of the EGM at which an ordinary resolution will be proposed to consider and, if thought fit, approve the proposed appointment.

* *For identification purpose only*

PROPOSED CHANGE OF AUDITORS

The Board announced on 18 February 2013 that BDO Limited had resigned as the auditors of the Group with effect from 18 February 2013. The Board proposed to appoint RSM Nelson Wheeler as the new auditors of the Group to fill the casual vacancy following the resignation of BDO Limited and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the bye-laws of the Company, the change of auditors will be subject to approval by the Shareholders by way of an ordinary resolution at the SGM.

The change of auditors shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

REASON FOR THE PROPOSED CHANGE OF AUDITORS

The reason for the change of auditors of the Group is due to the fact that the Group and BDO Limited could not reach a consensus on the audit fee for the financial year ending 31 March 2013.

Save as disclosed above, there are no matters in connection with the change of auditors that need to be brought to the attention to the Shareholders and the Company has received from BDO Limited a written confirmation to that effect.

Save as disclosed above, the Board and the audit committee of the Company have confirmed that there is no matter in connection with the change of auditors that needs to be brought to the attention to the Shareholders or creditors of the Company and the Company has received from BDO Limited a written confirmation to that effect.

THE SGM

A notice convening the SGM is set out on pages 5 to 6 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the SGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

To the best of the Directors' information and belief, no Shareholder has an interest in the proposed appointment which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

RECOMMENDATION

The Directors consider that the proposed appointment of RSM Nelson Wheeler as auditors of the Company is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolution to be proposed at the SGM.

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,
On behalf of the Board
JIWA BIO-PHARM HOLDINGS LIMITED
Chan Hing Ming
Executive Director and Chief Executive Officer

JIWA BIO-PHARM HOLDINGS LIMITED
積華生物醫藥控股有限公司 *

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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.

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.

* *For identification purpose only*

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.