



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) will be held at Unit 3302, 33/F, Lippo Centre Tower Two, 89 Queensway, Admiralty, Hong Kong on Monday, 8 August 2005 at 3:00 p.m. for the following purposes:

- (1) To receive and consider the audited financial statements of the Company and the reports of the board of directors and auditors of the Company for the year ended 31 March 2005.
- (2) To declare a final dividend.
- (3) To re-elect the retiring directors of the Company and to authorize the board of directors of the Company to fix their remuneration.
- (4) To re-appoint Grant Thornton as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, each of the following resolutions as an ordinary resolution of the Company:

### ORDINARY RESOLUTIONS

(5) “**THAT:**

- (a) subject to paragraph (5)(b) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (5)(a) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined), (ii) the exercise of options granted under the share option scheme of the Company or (iii) any scrip dividend scheme or similar arrangements, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (5)(a) shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

(6) “**THAT:**

- (a) subject to paragraph (6)(b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the issued capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which any shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase for this purpose as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (6)(a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(7) “**THAT:**

conditional upon the passing of the ordinary resolutions (5) and (6) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to ordinary resolution (5) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution (6) set out in the notice convening this meeting provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution.”

As special business, to consider and, if thought fit, pass the following resolution as special resolution of the Company.

## SPECIAL RESOLUTION

- (8) “**THAT** the bye-laws of the Company be and are hereby amended in the following manner:
- (a) the existing Bye-law 66 be amended by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “on a show of hands unless” in the third sentence of Bye-law 66;
  - (b) the existing Bye-law 68 be deleted in its entirety and substituted by the following:

“68. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;
  - (c) the existing Bye-law 86(2) be deleted in its entirety and substituted by the following:

“86(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.”;
  - (d) deleting Bye-law 87(1) in its entirety and substituting therewith the following:

“87(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years.”; and
  - (e) inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the word “re-election” at the end of the first sentence of Bye-law 87(2).”

By Order of the Board

**Lau Kin Tung**

*Vice Chairman and Chief Executive Officer*

Hong Kong, 15 July 2005

*Notes:*

- (i) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company. To be valid, all proxy forms must be deposited at the Company’s branch share registrar in Hong Kong, Standard Registrars Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (ii) The register of members will be closed from Tuesday, 2 August 2005 to Monday, 8 August 2005, both days inclusive, during which period no transfer of shares will be effected. To qualify for the proposed final dividend, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s branch share registrar in Hong Kong, Standard Registrars Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 1 August 2005.
- (iii) The translation into Chinese language of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

\* *For identification purpose only*

“Please also refer to the published version of this announcement in China Daily”