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Unless defined otherwise, terms used in this announcement shall have the same meanings as those defined in the prospectus (the "Prospectus") issued by Jiwa Bio-Pharm Holdings Limited (the "Company") dated 30 September, 2003.

Prospective investors in the Offer Shares should note that DBS Asia (acting for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement upon the occurrence of any of the events set forth under the sub-section headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 6:00 p.m. (Hong Kong time) on the day immediately preceding the day on which dealings in the Shares on the Main Board first commence. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out.



# Jiwa Bio-Pharm Holdings Limited

## 積華生物醫藥控股有限公司\*

(incorporated in Bermuda with limited liability)

### SHARE OFFER

### LISTING ON THE MAIN BOARD OF

### THE STOCK EXCHANGE OF HONG KONG LIMITED

### BY WAY OF PLACING AND PUBLIC OFFER

<b>Number of Offer Shares</b>	<b>:</b>	<b>150,000,000 Shares</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>15,000,000 Shares, subject to reallocation</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>135,000,000 Shares, subject to reallocation</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.50 per Offer Share, payable in full on application (subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>2327</b>

*Sponsor, Bookrunner and Lead Manager*



**DBS Asia Capital**

*Principal Placing Agent*

**DBS VICKERS SECURITIES**

*Co-lead Managers*

**Guotai Junan Securities (Hong Kong) Limited**

**Kim Eng Capital Pte. Ltd.**

*Co-Managers*

**Barits Securities (Hong Kong) Limited**  
**Partners Capital International Limited**  
**SinoPac Securities (Asia) Limited**

**Kim Eng Securities (Hong Kong) Limited**  
**Quam Securities Co., Ltd.**

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus and the application forms relating thereto and the options that may be granted under the Share Option Scheme. Dealings in the Shares on the Main Board are expected to commence on Tuesday, 14 October, 2003. Subject to the granting of the listing of, and permission to deal in, the Shares on the Main Board as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System ("CCASS") with effect from the commencement date of dealings in the Shares on the Main Board or any other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Share Offer comprises the Public Offer of initially 15,000,000 Public Offer Shares to be offered to members of the public in Hong Kong and the Placing of initially 135,000,000 Placing Shares to professional, institutional, corporate and other investors anticipated to have a sizeable demand for shares and other securities. The Public Offer Shares initially available for subscription under the Public Offer, after deducting 1,500,000 Public Offer Shares (representing 10 per cent. of the Public Offer Shares initially available under the Public Offer) which will be available for subscription by eligible full-time employees of the Group in Hong Kong (excluding existing beneficial owners of the Shares, or the chief executive or a director of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules)) on **PINK** application forms, will be allocated on an equitable basis only to applicants who have validly applied for the Public Offer Shares with a total subscription amount (excluding the brokerage of one per cent., the Stock Exchange trading fee of 0.005 per cent., the SFC transaction levy of 0.005 per cent. and the SFC investor compensation levy of 0.002 per cent. payable thereon). Multiple or suspected multiple applications and any application on a **WHITE** or **YELLOW** application form for more than the total number of the Public Offer Shares initially made available for subscription under the Public Offer will be rejected and only one application on a **WHITE** or **YELLOW** application form (other than any application made on a **PINK** application form) may be made for the benefit of any person. In addition, applicants are required to undertake and confirm that they or the relevant beneficial owner(s) have not indicated and will not indicate an interest for, and have not received or been placed or allotted (including conditionally and/or provisionally) with, the Placing Shares under the Placing. Applications where cheques or banker's cashier order are dishonoured upon first presentation will be rejected.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related application forms.** Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** application forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for the credit of their investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 September, 2003 until 12:00 noon on Monday, 6 October, 2003 at the depository counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong. Copies of the Prospectus, together with the **PINK** application forms, have also been made available to eligible full-time employees of the Group in Hong Kong. The **PINK** application forms, completed in accordance with the instructions printed thereon and accompanied by one appropriate remittance cheque or one banker's cashier order, must be returned to Mr. Hoe York Joo, the secretary of the Company at 2904 & 2906, Tower One, Lippo Centre, 89 Queensway, Central, Hong Kong by no later than 4:00 p.m. on Friday, 3 October, 2003.

Preference will be given to applications from eligible full-time employees of the Group in Hong Kong (excluding existing beneficial owners of the Shares or the chief executive and a director of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules)) for a maximum of 1,500,000 Shares, representing 10 per cent. of the Public Offer Shares initially available under the Public Offer.

The Offer Price is expected to be determined by the agreement between the Company and DBS Asia (on behalf of the Underwriters) at or before 5:00 p.m. (Hong Kong time) on Monday, 6 October, 2003 or such later date or time as may be agreed by DBS Asia (on behalf of the Underwriters) and the Company, but in any event no later than 5:00 p.m. (Hong Kong time) on Wednesday, 8 October, 2003. If, for any reason, the Offer Price is not agreed between the Company and DBS Asia (on behalf of the Underwriters) by 5:00 p.m. (Hong Kong time) on Wednesday, 8 October, 2003, the Share Offer will not become unconditional and will lapse.

**The Share Offer is conditional upon fulfilment of the conditions as stated under “Conditions of the Share Offer” in the section headed “Structure of the Share Offer” in the Prospectus. If the conditions are not fulfilled on or before Thursday, 30 October, 2003, the Share Offer will lapse and all application money received from applicants under the Share Offer will be refunded, without interest, on the terms set forth under the heading “Refund of your money” on the application forms.**

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 September, 2003 until 12:00 noon on Monday, 6 October, 2003 from:–

1. **DBS Asia Capital Limited** of 16th Floor, Man Yee Building, 68 Des Voeux Road Central, Hong Kong; or
2. **Guotai Junan Securities (Hong Kong) Limited** of 27th Floor, Low Block Grand Millenium Plaza, 181 Queen’s Road Central, Hong Kong; or
3. **Kim Eng Securities (Hong Kong) Limited** of Room 1901, Bank of Amercia Tower, 12 Harcourt Road, Central, Hong Kong; or
4. **Barits Securities (Hong Kong) Limited** of Room 3406, 34th Floor, Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong; or
5. **Partners Capital International Limited** of Room 1305, 9 Queen’s Road Central, Hong Kong; or
6. **Quam Securities Co., Ltd.** of Room 3308 Gloucester Tower, The Landmark, Central, Hong Kong; or
7. **SinoPac Securities (Asia) Limited** of 11th Floor, Cosco Tower, 183 Queen’s Road Central, Hong Kong; or
8. any of the following branches of **Standard Chartered Bank**:–

<b>Hong Kong Island:</b>	<b>88 Des Voeux Road Branch Central Branch Des Voeux Road Branch Hennessy Road Branch Leighton Centre Branch Taikoo Place Branch</b>	<b>88 Des Voeux Road Central Shop no. 16, Ground Floor and Lower Ground Floor, New World Tower, 16-18 Queen’s Road Central Standard Chartered Bank Building, 4-4A Des Voeux Road Central 399 Hennessy Road, Wanchai Shops 12-16, Upper Ground Floor, Leighton Centre, 77 Leighton Road, Causeway Bay Ground Floor, 969 King’s Road, Quarry Bay</b>
<b>Kowloon:</b>	<b>Kwun Tong Branch Mongkok Bank Centre Branch Tsimshatsui Branch Cheung Sha Wan Branch</b>	<b>88-90 Fu Yan Street, Kwun Tong Bank Centre, 630-636 Nathan Road, Mongkok 10 Granville Road, Tsimshatsui 828 Cheung Sha Wan Road, Cheung Sha Wan</b>
<b>New Territories:</b>	<b>Tsuen Wan Branch</b>	<b>Basement First Floor, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan</b>

Completed **WHITE** and **YELLOW** application forms (to which one cheque or one banker’s cashier order should be securely stapled) should be deposited in the special collection boxes provided at any of the branches of **Standard Chartered Bank** listed above on the following dates during the following times:–

<b>Tuesday, 30 September, 2003</b>	—	<b>9:00 a.m. to 4:00 p.m.</b>
<b>Thursday, 2 October, 2003</b>	—	<b>9:00 a.m. to 4:00 p.m.</b>
<b>Friday, 3 October, 2003</b>	—	<b>9:00 a.m. to 4:00 p.m.</b>
<b>Monday, 6 October, 2003</b>	—	<b>9:00 a.m. to 12:00 noon</b>

Subject to the terms and conditions set out in the Prospectus and the application forms, completed **WHITE** and **YELLOW** application forms must be received by no later than 12:00 noon on Monday, 6 October, 2003 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning being in force in Hong Kong as described under “Effect of bad weather on the opening of the application lists of the Share Offer” in the section headed “How to apply for the Public Offer Shares” in the Prospectus). Announcements on the Offer Price, the level of indication of interests in the Placing, the results of applications under the Public Offer, the basis of allotment of the Public Offer Shares (with successful applicants’ identification numbers, if and where appropriate) and the number of the Shares, if any reallocated between the Placing and the Public Offer will be published in The Standard (in English), Hong Kong Economic Times (in Chinese) and the Stock Exchange website on Thursday, 9 October, 2003.

If you have applied for 1,500,000 Public Offer Shares or more on a **WHITE** application form and have indicated on your application form that you will collect your Share certificate(s) and/or refund cheque(s) (if any) in person, you may collect the same in person from Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspapers as referred above as the date of despatch of Share certificates and refund cheques. The date of despatch is expected to be Friday, 10 October, 2003. If you are an individual applicant who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representatives bearing a letter of authorisation from your corporation stamped with your corporation’s chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Standard Registrars Limited. If you do not collect your refund cheque(s) and (where applicable) Share certificate(s), they will be despatched shortly after the date of despatch, by ordinary post at your own risk, to the address as specified in your application form. If you have not indicated on your application form that you will collect your Share certificate(s) and/or refund cheque (if any) or if you have applied for less than 1,500,000 Public Offer Shares, then your Share certificate(s) and/or refund cheque (if any) will be sent to the address on your application form by ordinary post and at your own risk on Friday, 10 October, 2003. No receipt will be issued for application money paid. The Company will not issue temporary document or evidence of title.

If you have applied for the Public Offer Shares on a **YELLOW** application form and your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS investor participant stock account or the stock account of your designated CCASS participant as indicated by you in the application form at the close of business on Friday, 10 October, 2003 or, under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. You should check the number of Public Offer Shares allotted to you with your designated CCASS participant if you are applying through a designated CCASS participant, or via the CCASS Phone System and CCASS Internet System, if you are applying as a CCASS investor participant. For CCASS investor participants, HKSCC will also mail to you an activity statement showing the number of the Public Offer Shares credited to your investor participant stock account.

If you have applied for Public Offer Shares on a **YELLOW** application form and have indicated on your application form that you will collect your refund cheque (if any) in person, please follow the instruction for collection of refund cheques as set forth for the **WHITE** application form above.

If you have applied for Public Offer Shares on a **PINK** application form and your application is wholly or partially successful, your Share certificates and/or refund cheque (if any) will be sent to the address on your application form on the date of despatch by ordinary post and at your own risk. This is expected to be Friday, 10 October, 2003.

If your application is wholly or partially unsuccessful, the Company will refund application money, together with the brokerage of one per cent., the Stock Exchange trading fee of 0.005 per cent., the SFC trading fee of 0.005 per cent. and the SFC investor compensation levy of 0.002 per cent., to you **WITHOUT** interest. All refunds will be made by a cheque crossed “Account payee only”, and made out to you or, if you are joint applicants, to the first-named applicant on your application form on the terms set out under “Refund of your money” on the application form. Refund cheque will be sent to the address on your application form or if you are joint applicants to the address of the first-named applicant on your applicant form by ordinary post and at your own risk on Friday, 10 October, 2003.

By order of the Board  
**Jiwa Bio-Pharm Holdings Limited**  
**Lau Yau Bor**  
*Chairman*

Hong Kong, 30 September, 2003

\* for identification purposes only

Please also refer to the published version of this announcement in The Standard dated on 30-9-2003.