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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in PW Medtech Group Limited 普华和顺集团公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**PW MEDTECH GROUP LIMITED**

**普华和顺集团公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1358)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE 2017 ANNUAL GENERAL MEETING OF THE COMPANY**

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A notice convening an annual general meeting of PW Medtech Group Limited 普华和顺集团公司 to be held at Conference Room 12, Level 3, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People's Republic of China on Friday, June 2, 2017 at 9:30 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the 2017 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pwmedtech.com](http://www.pwmedtech.com)).

Whether or not you are able to attend the 2017 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2017 annual general meeting or any adjournment thereof (i.e. not later than 9:30 a.m. (Hong Kong time) on Wednesday, May 31, 2017). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2017 annual general meeting or any adjourned meeting thereof if they so wish.

April 26, 2017

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2017 AGM”	an annual general meeting of the Company to be held at Conference Room 12, Level 3, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Friday, June 2, 2017 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	PW Medtech Group Limited 普华和顺集团公司, an exempted company incorporated under the laws of the Cayman Islands with limited liability on May 13, 2011, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	April 19, 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

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**LETTER FROM THE BOARD**

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**PW MEDTECH GROUP LIMITED**

**普华和顺集团公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1358)**

*Executive Directors:*

Ms. Yue'e ZHANG (*Chairman*)

Mr. JIANG Liwei (*Chief Executive Officer*)

*Non-executive Director:*

Mr. LIN Junshan

*Independent Non-executive Directors:*

Mr. ZHANG Xingdong

Mr. CHEN Geng

Mr. WANG Xiaogang

*Registered Office:*

The Grand Pavilion Commercial Centre

Oleander Way, 802 West Bay Road

P.O. Box 32052

Grand Cayman KY1-1208

Cayman Islands

*Headquarters and Principal Place of*

*Business in the People's Republic of China:*

1002-1003, Block C, Focus Square

No. 6 Futong East Avenue

Wangjing, Chaoyang District

Beijing, The People's Republic of China

*Principal Place of Business in Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

April 26, 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE 2017 ANNUAL GENERAL MEETING OF THE COMPANY**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2017 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on May 31, 2016, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandate, to the extent not utilized, will lapse at the conclusion of the 2017 AGM.

Ordinary resolutions will be proposed at the 2017 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. 158,084,772 Shares on the basis that the existing issued share capital of the Company of 1,580,847,729 Shares remains unchanged as at the date of the 2017 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. 316,169,545 Shares on the basis that the existing issued share capital of the Company of 1,580,847,729 Shares remains unchanged as at the date of the 2017 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2017 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 6 and 7 of the notice of the 2017 AGM as set out on pages 14 to 17 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, Ms. Yue’e Zhang and Mr. Jiang Liwei shall retire at the 2017 AGM. Both of the above two retiring Directors, being eligible, will offer themselves for re-election at the 2017 AGM.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above two retiring Directors are set out in Appendix II to this circular.

#### **4. 2017 AGM AND PROXY ARRANGEMENT**

The notice of the 2017 AGM is set out on pages 14 to 17 of this circular. At the 2017 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2017 AGM. An announcement on the poll vote results will be published by the Company after the 2017 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2017 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pwmedtech.com](http://www.pwmedtech.com)). Whether or not you are able to attend the 2017 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2017 AGM or any adjournment thereof (i.e. not later than 9:30 a.m. (Hong Kong time) on Wednesday, May 31, 2017). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2017 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

#### **5. RECOMMENDATION**

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2017 AGM.

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## LETTER FROM THE BOARD

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### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2017 AGM.

Yours faithfully,  
By order of the Board  
**PW Medtech Group Limited**  
普华和顺集团公司  
**Yue'e Zhang**  
*Chairman*



*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2017 AGM in relation to the granting of the Repurchase Mandate.*

## **1. REASONS FOR REPURCHASES OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,580,847,729 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2017 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2017 AGM, i.e. being 1,580,847,729 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 158,084,772 Shares, representing 10% of the total number of Shares in issue as at the date of the 2017 AGM.

## **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2016) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Cross Mark Limited (wholly owned by Ms. Yufeng Liu) and Mr. Marc Chan (through Right Faith Holdings Limited and Amplewood Resources Limited, which are wholly owned by him) were interested in 547,061,863 and 408,385,962 issued Shares respectively, representing approximately 34.61% and 25.83% of the total issued share capital of the Company respectively. On the basis that (i) the total issued share capital of the Company (being 1,580,847,729 Shares) remains unchanged as at the date of the 2017 AGM, and (ii) the shareholding interests of Cross Mark Limited (being 547,061,863 issued Shares) and Mr. Marc Chan (being 408,385,962 issued Shares) in the Company remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2017 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interests of Cross Mark Limited and Mr. Marc Chan in the issued Shares would be increased to approximately 38.45% and 28.70% of the total issued share capital of the Company respectively. In the opinion of the Directors, the above-mentioned increase of shareholdings may give rise to an obligation for Cross Mark Limited to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

In addition, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

**6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
April	2.18	1.67
May	2.33	1.93
June	2.19	1.94
July	2.18	1.93
August	2.27	2.00
September	2.46	2.13
October	2.66	2.33
November	2.58	2.39
December	2.50	1.72
<b>2017</b>		
January	2.14	2.00
February	2.11	1.69
March	1.96	1.75
April (up to the Latest Practicable Date)	1.96	1.81

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company has repurchased a total of 21,644,000 Shares on the Stock Exchange and the details are set out below.

<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Highest price paid per Share</b>	<b>Lowest price paid per Share</b>
		<i>HK\$</i>	<i>HK\$</i>
October 26, 2016	110,000	2.40	2.40
October 28, 2016	108,000	2.40	2.40
October 31, 2016	741,000	2.40	2.40
November 2, 2016	109,000	2.40	2.40
November 4, 2016	3,000,000	2.46	2.42
November 14, 2016	674,000	2.46	2.45
November 18, 2016	3,122,000	2.46	2.45
November 23, 2016	372,000	2.46	2.46
November 24, 2016	312,000	2.46	2.45
November 28, 2016	692,000	2.46	2.45
December 1, 2016	139,000	2.46	2.46
December 2, 2016	614,000	2.46	2.45
December 5, 2016	500,000	2.46	2.45
December 6, 2016	1,124,000	2.46	2.42
December 7, 2016	816,000	2.44	2.42
December 12, 2016	742,000	2.00	1.99
December 13, 2016	56,000	2.00	1.99
December 16, 2016	63,000	2.00	1.99
December 19, 2016	700,000	2.00	1.98
December 20, 2016	50,000	2.00	2.00
December 21, 2016	110,000	2.00	2.00
December 28, 2016	2,249,000	2.00	1.78
December 29, 2016	54,000	2.00	1.98
December 30, 2016	39,000	2.00	1.98
February 2, 2017	1,524,000	2.06	1.99
February 3, 2017	359,000	2.00	2.00
February 6, 2017	418,000	2.00	2.00
February 7, 2017	505,000	2.00	2.00
February 8, 2017	800,000	2.00	1.97
February 21, 2017	142,000	1.80	1.77
February 22, 2017	120,000	1.79	1.75
February 23, 2017	460,000	1.75	1.70
February 24, 2017	350,000	1.80	1.76
February 27, 2017	470,000	1.83	1.78
	<u>21,644,000</u>		

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2017 AGM, are provided below.*

**(1) MS. YUE'E ZHANG, EXECUTIVE DIRECTOR****Position and experience**

Ms. Yue'e Zhang ("**Ms. Zhang**"), aged 53, is the chairman of the Board, an executive Director and the chairman of the nomination committee of the Company. She is also a director of certain subsidiaries of the Company. In addition to her roles with the Group, Ms. Zhang currently serves as the general manager and executive director of WP Medical Technologies, Inc. and she is also an early founder of Lepu Medical Technology (Beijing) Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300003). Ms. Zhang has worked in the medical device industry for over 20 years and has accumulated considerable experience in product design, research and development, and management and investment. Ms. Zhang graduated from Xi'an Jiaotong University with a bachelor's degree in materials science and engineering in July 1985, and later received two master's degrees relating to materials science and management from Xi'an University of Technology and Florida International University in July 1988 and April 1996, respectively.

Ms. Zhang has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing letter of appointment issued by the Company to Ms. Zhang, her current term of office is 3 years from February 3, 2015, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

Ms. Zhang is the daughter of Ms. Yufeng Liu (the ultimate controlling Shareholder who wholly owns Cross Mark Limited, the controlling Shareholder). Save as disclosed above, Ms. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang was interested in 50,000 Shares. Save as disclosed above, Ms. Zhang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the letter of appointment, Ms. Zhang is entitled to an annual director's fee of US\$150,000. Ms. Zhang is also eligible to participate in the Company's share option schemes. The above emoluments of Ms. Zhang have been determined with reference to her roles and duties, performance and responsibilities as well as the prevailing market conditions, and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Zhang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

**(2) MR. JIANG LIWEI, EXECUTIVE DIRECTOR****Position and experience**

Mr. Jiang Liwei ("**Mr. Jiang**"), aged 49, is the Company's chief executive officer and an executive Director. He is also a director of the Company's subsidiary. Mr. Jiang has over 20 years of management experience in the medical device industry. Prior to joining the Group in February 2013, Mr. Jiang was the head of China for Biomet China Co., Ltd. from 2008 to 2013 and the general manager of Trauson (China) Medical Instrument Co., Ltd. from 2005 to 2008. He also held various management positions with Zimmer (Shanghai) Medical International Trading Co., Ltd. from 1999 to 2005 and Smith & Nephew Medical (Shanghai) Limited from 1997 to 1999. Mr. Jiang was a resident doctor for a few years upon graduation from Shanghai Second Medical University (now School of Medicine, Shanghai Jiaotong University) with a bachelor's degree in clinical medicine in July 1991.

Mr. Jiang has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing letter of appointment issued by the Company to Mr. Jiang, his current term of office is 3 years from June 1, 2016, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Jiang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware, Mr. Jiang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Jiang was interested in 4,231,070 Shares (including 1,046,357 Shares held by him and 3,184,713 share options granted by the Company entitling him to subscribe for 3,184,713 Shares). Save as disclosed above, Mr. Jiang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the letter of appointment, Mr. Jiang is entitled to a fixed basic salary and an annual bonus subject to the fulfillment of certain performance target. For the year ended December 31, 2016, Mr. Jiang's salary and other benefits amounted to RMB1,646,000 (consisting of (i) wages, salaries and bonuses amounting to RMB1,500,000; and (ii) social security and housing fund amounting to RMB146,000). He is also eligible to participate in the Company's share option schemes. The above emoluments of Mr. Jiang have been determined with reference to his roles and duties, performance and responsibilities as well as the prevailing market conditions, and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Jiang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders.

**PW MEDTECH GROUP LIMITED**

**普华和顺集团公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1358)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of PW Medtech Group Limited (the “**Company**”) will be held at Conference Room 12, Level 3, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Friday, June 2, 2017 at 9:30 a.m. for the purposes of considering the following ordinary businesses:

1. To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2016;
2. To re-elect Ms. Yue’e Zhang as an executive director of the Company;
3. To re-elect Mr. Jiang Liwei as an executive director of the Company;
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
5. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and



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## NOTICE OF THE 2017 AGM

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- (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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
  
- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:  
  

**“THAT:**

  - (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
  - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as defined below);
    - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
    - (iii) the exercise of options under share option scheme(s) of the Company; and

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- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

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

- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate number of shares purchased by the

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Company pursuant to the general mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

By order of the Board  
**PW Medtech Group Limited**  
普华和顺集团公司  
**Yue'e Zhang**  
*Chairman*

Hong Kong, April 26, 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order 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 notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong (i.e. Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (i.e. not later than 9:30 a.m. (Hong Kong time) on Wednesday, May 31, 2017). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, May 29, 2017 to Friday, June 2, 2017 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited (at its address shown in Note 2 above) for registration no later than 4:30 p.m. (Hong Kong time), on Friday, May 26, 2017.