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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)**

### **CHANGE OF CHAIRMAN OF THE BOARD, RE-DESIGNATION OF DIRECTOR AND CHANGE IN BOARD COMMITTEE MEMBERS**

The Board announces the following changes in the Company with effect from 3 February 2015:

- (1) Mr. Lin Junshan has resigned from the position of the chairman of the Board but continues to hold the office of non-executive director;
- (2) Ms. Yue'e Zhang has been elected as the chairman of the Board and has also been re-designated from a non-executive director to an executive director;
- (3) Ms. Yue'e Zhang has been appointed as the chairman and member of the nomination committee of the Board in place of Mr. Lin Junshan; and
- (4) Mr. Lin Junshan has been appointed as a member of the audit committee of the Board in place of Ms. Yue'e Zhang.

The board of directors (the “**Board**”) of PW Medtech Group Limited (the “**Company**”) announces that Mr. Lin Junshan has resigned from the position of the chairman of the Board with effect from 3 February 2015, as he would like to spend more time on his personal business. Mr. Lin continues to hold the office of non-executive director of the Company. Mr. Lin has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of his resignation. The Board would like to express its sincere gratitude to Mr. Lin for his valuable contribution during his tenure of office as the chairman of the Board.

The Board also announces that Ms. Yue'e Zhang has been elected to the office of the chairman of the Board with effect from 3 February 2015. Ms. Zhang has also been re-designated from a non-executive director to an executive director of the Company with effect from 3 February 2015, due to the re-division of functions among directors.

To satisfy relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on board committee composition, the Board also announces that with effect from 3 February 2015, (i) Ms. Zhang has ceased to be a member of the audit committee of the Board and Mr. Lin has been appointed as a member of the audit committee of the Board; and (ii) Mr. Lin has ceased to be the chairman and member of the nomination committee of the Board and Ms. Zhang has been appointed as the chairman and member of the nomination committee of the Board.

## **PARTICULARS OF DIRECTORS**

### **Ms. Yue’e Zhang**

Ms. Yue’e Zhang, aged 51, is the chairman of the Board, an executive director of the Company and the chairman and member of the nomination committee of the Board. She was a non-executive director of the Company from May 2011 to February 2015 and a member of the audit committee of the Board from October 2013 to February 2015. She is also a director of PWM Investment Holdings Company Limited (a direct wholly-owned subsidiary of the Company) since December 2010, a director of Health Access Limited (a direct wholly-owned subsidiary of the Company) since June 2011 and a director of Health Forward Holdings Limited (an indirect wholly-owned subsidiary of the Company) since April 2013. In addition, Ms. Zhang currently serves as the general manager, senior engineer 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.

Ms. Zhang entered into a renewed letter of appointment with the Company for a term of office of 3 years from 3 February 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 of the Company (the “**Articles of Association**”).

Ms. Zhang is the daughter of Ms. Yufeng Liu (the ultimate controlling shareholder of the Company who wholly owns Cross Mark Limited, the controlling shareholder of the Company). Save as disclosed above and as far as the directors of the Company are aware, 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.

As far as the directors of the Company are aware, as at the date of this announcement, Ms. Zhang held 50,000 shares of the Company (the “**Shares**”). Save as disclosed above, Ms. Zhang was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the “**SFO**”).

Ms. Zhang is entitled to an annual director’s fee of US\$150,000 pursuant to the renewed letter of appointment, which has been determined with reference to her role and duties, as well as the prevailing market conditions. She is also eligible to participate in the Company’s share option schemes. The emoluments of Ms. Zhang are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Board.

As far as the directors of the Company 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 of the Company.

### **Mr. Lin Junshan**

Mr. Lin Junshan, aged 52, is a non-executive director of the Company and a member of the audit committee of the Board. Mr. Lin served as the chairman of the Board from June 2013 to February 2015 and the chairman and member of the nomination committee of the Board from October 2013 to February 2015. Mr. Lin joined Tianjin Walkman Biomaterial Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as a director in April 2010, and has been a director of PWM Investment Holdings Company Limited (a direct wholly-owned subsidiary of the Company) since December 2010, a director of PW Medtech (Beijing) Limited (an indirect wholly-owned subsidiary of the Company) since February 2013, the chairman of Beijing Fert Technology Co., Ltd. (an indirect wholly-owned subsidiary of the Company) since April 2013 and the chairman of Beijing Tianxinfu Medical Appliance Co., Ltd. (an indirect wholly-owned subsidiary of the Company) since August 2014. Before joining us, Mr. Lin was a chief engineer and professoriate senior engineer of CSR Qingdao Sifang Co., Ltd. (formerly known as “CSR Qingdao Sifang Locomotive & Rolling Stock Co., Ltd.”) from January 2007 to June 2013. After graduation from Xi’an Jiaotong University with a doctorate degree in materials science and engineering in March 1990, Mr. Lin held various research positions in Shanghai Jiaotong University, Osaka University (Japan) and Hitachi Mechanical Engineering Research Laboratory (now Hitachi Research Laboratory), Hitachi Ltd. from April 1990 to December 2006.

Mr. Lin 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.

Pursuant to the existing letter of appointment issued by the Company to Mr. Lin, his current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He 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.

As far as the directors of the Company are aware, Mr. Lin 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.

As far as the directors of the Company are aware, as at the date of this announcement, Mr. Lin was interested in 9,699,854 Shares (including 145,714 Shares held by him and outstanding share options granted by the Company to subscribe for 9,554,140 Shares). Save as disclosed above, Mr. Lin was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Pursuant to the letter of appointment, Mr. Lin is entitled to an annual director's fee of RMB300,000, which has been determined with reference to his role and duties, as well as the prevailing market conditions. He is also eligible to participate in the Company's share option schemes. The emoluments of Mr. Lin are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Board.

As far as the directors of the Company are aware, there is no information of Mr. Lin 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. Lin that need to be brought to the attention of the shareholders of the Company.

By Order of the Board  
**PW Medtech Group Limited**  
**Yue'e Zhang**  
*Chairman*

Hong Kong, 3 February 2015

*As at the date of this announcement, the Board comprises two executive directors, namely, Ms. Yue'e Zhang and Mr. Jiang Liwei; two non-executive directors, namely, Mr. Lin Junshan and Mr. Feng Dai; and three independent non-executive directors, namely, Mr. Zhang Xingdong, Mr. Wang Xiaogang and Mr. Chen Geng.*