
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 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.

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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 2015 ANNUAL GENERAL MEETING OF THE COMPANY**

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 3, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People's Republic of China on Tuesday, 2 June 2015 at 10:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the 2015 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) and the Company (www.pwmedtech.com).

Whether or not you are able to attend the 2015 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 2015 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2015 annual general meeting or any adjourned meeting thereof if they so wish.

28 April 2015

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DEFINITIONS

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

“2015 AGM”	an annual general meeting of the Company to be held at Conference Room 3, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Tuesday, 2 June 2015 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 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;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“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 13 May 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”	21 April 2015, 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;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“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 in Hong Kong as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD

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 Directors:

Mr. LIN Junshan

Mr. FANG Min

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

28 April 2015

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 2015 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 2015 AGM for (i) the granting of the Buyback 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 Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 28 May 2014, 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 2015 AGM.

Ordinary resolutions will be proposed at the 2015 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. 167,102,376 Shares on the basis that the existing issued share capital of the Company of 1,671,023,761 Shares remains unchanged as at the date of the 2015 AGM) (the “**Buyback 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. 334,204,752 Shares on the basis that the existing issued share capital of the Company of 1,671,023,761 Shares remains unchanged as at the date of the 2015 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 Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2015 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2015 AGM as set out on pages 16 to 19 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 Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Articles 108 and 112 of the Articles of Association, Mr. Fang Min, Mr. Chen Geng and Mr. Wang Xiaogang shall retire at the 2015 AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the 2015 AGM.

LETTER FROM THE BOARD

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 three retiring Directors are set out in Appendix II to this circular.

4. 2015 AGM AND PROXY ARRANGEMENT

The notice of the 2015 AGM is set out on pages 16 to 19 of this circular. At the 2015 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback 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 2015 AGM. An announcement on the poll vote results will be published by the Company after the 2015 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2015 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.pwmedtech.com). Whether or not you are able to attend the 2015 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 2015 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2015 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 Buyback 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 2015 AGM.

LETTER FROM THE BOARD

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 Buyback Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2015 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 Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2015 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback 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 Buyback 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 1,671,023,761 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the 2015 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2015 AGM, i.e. being 1,671,023,761 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a maximum of 167,102,376 Shares, representing 10% of the total number of Shares in issue as at the date of the 2015 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 31 December 2014) in the event that the Buyback 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 Buyback 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 Buyback 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 and WP X Asia Medical Devices Holdings Limited were interested in 547,061,863 and 327,148,418 issued Shares respectively, representing approximately 32.74% and 19.58% of the total issued share capital of the Company respectively. On the basis that (i) the total issued share capital of the Company (being 1,671,023,761 Shares) remains unchanged as at the date of the 2015 AGM, and (ii) the shareholding interests of Cross Mark Limited (being 547,061,863 issued Shares) and WP X Asia Medical Devices Holdings Limited (being 327,148,418 issued Shares) in the Company remain unchanged immediately after the full exercise of the Buyback 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 2015 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interests of Cross Mark Limited and WP X Asia Medical Devices Holdings Limited in the issued Shares would be increased to approximately 36.38% and 21.75% of the total issued share capital of the Company respectively. As far as the Directors are aware, no Shareholder, other than Cross Mark Limited and WP X Asia Medical Devices Holdings Limited, owns interests of 10% or more in the issued Shares as at the Latest Practicable Date.

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. The Directors do not have any present intention to exercise the proposed Buyback Mandate to such an extent as would give rise to such an obligation.

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 Buyback 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 Buyback 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 Buyback 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	3.78	3.45
May	4.62	3.24
June	4.33	3.83
July	4.32	3.94
August	4.28	3.71
September	4.48	4.00
October	5.04	4.06
November	5.00	4.02
December	4.14	3.17
2015		
January	3.58	3.03
February	3.47	2.77
March	3.33	2.76
April (up to the Latest Practicable Date)	3.98	2.95

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the 6 months preceding the Latest Practicable Date, the Company has repurchased its Shares on the Stock Exchange as follows:

Date of repurchase	Number of Shares repurchased	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>
16 January 2015	806,000	3.24	3.18
19 January 2015	538,000	3.25	3.23
20 January 2015	190,000	3.25	3.24
21 January 2015	1,231,000	3.25	3.20
24 March 2015	1,661,000	2.835695	2.820775
27 March 2015	459,000	2.849477	2.84
30 March 2015	<u>1,018,000</u>	2.85	2.839851
	<u><u>5,903,000</u></u>		

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2015 AGM, are provided below.

(1) MR. FANG MIN, NON-EXECUTIVE DIRECTOR

Position and experience

Mr. Fang Min (“**Mr. Fang**”), aged 35, has been appointed as a non-executive Director and a member of the Remuneration Committee of the Company since 20 March 2015. In addition to his above positions, Mr. Fang has been a principal of Beijing Warburg Pincus Investment Consulting Company Limited, Shanghai Branch (“**Warburg Pincus**”, an affiliate of WP X Asia Medical Devices Holdings Limited, which is one of the substantial Shareholders) since July 2011, and a core member of its China healthcare team. Mr. Fang has been a director of China Biological Products, Inc. (a company listed on NASDAQ, symbol: CBPO) since March 2015. From March 2010 to July 2011, he was a vice president at Carlyle Asia Private Equity. From July 2007 to February 2010, Mr. Fang was an associate at Warburg Pincus. Prior to joining Warburg Pincus, he worked at The Boston Consulting Group focusing on providing management consultancy for pharmaceutical and medical device companies from September 2001 to June 2005. Mr. Fang received a B.A. of International Finance from Fudan University in June 2001 and an M.B.A. from the Stanford Graduate School of Business in June 2007.

Save as disclosed above, Mr. Fang 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. Fang, his current term of office is 3 years from 20 March 2015, 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.

Relationships

As far as the Directors are aware and save as disclosed above, Mr. Fang 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. Fang was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Fang is not entitled to any director's fee, but he is eligible to participate in the Company's share option scheme. The emoluments of Mr. Fang 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. Fang 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. Fang that need to be brought to the attention of the Shareholders.

(2) MR. CHEN GENG, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Chen Geng (“**Mr. Chen**”), aged 44, has been appointed as an independent non-executive Director since 14 October 2013. He is also the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Chen has been the vice president of Peking University Resources (Holdings) Company Limited (name changed from “EC-Founder (Holdings) Company Limited” on 25 October 2013; a company listed on the Main Board of the Stock Exchange, stock code: 618) since May 2013. He served as EC-Founder (Holdings) Company Limited's executive president from 2005 to 2006 and executive director from 2006 to May 2013. He was also an executive director of Founder Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 418) from 2006 to 2011, the vice president of New Auto Group from 2004 to 2005 and had worked in various investment firms in the People's Republic of China, garnering extensive experience in finance and management. Mr. Chen has obtained the qualification of senior economist from China State Construction Engineering Corporation Limited in October 2010. He graduated from Northwest University with a bachelor's degree in administrative management in July 1993 and later received an EMBA degree from Guanghua School of Management, Peking University in January 2005.

Save as disclosed above, Mr. Chen 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. Chen, 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. Mr. Chen 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. Chen 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. Chen was interested in 1,273,885 Shares (including 318,472 Shares held by him and outstanding share options granted by the Company to subscribe for 955,413 Shares). Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Chen is entitled to an annual director's fee of HK\$200,000, which has been determined with reference to his roles and duties, as well as the prevailing market conditions. Mr. Chen is also eligible to participate in the Company's share option schemes. The emoluments of Mr. Chen 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. Chen 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. Chen that need to be brought to the attention of the Shareholders.

(3) MR. WANG XIAOGANG, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Wang Xiaogang (“**Mr. Wang**”), aged 41, has been appointed as an independent non-executive Director since 14 October 2013. He is also the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr. Wang served as a managing director of China Aerospace Industry Investment Fund Management (Beijing) Co., Ltd. from February 2011 to August 2014. He was previously a partner at PricewaterhouseCoopers Consulting (Shenzhen) Co., Ltd. (“**PricewaterhouseCoopers Consulting**”), where his work focused primarily on financial advisory on investment, merger and acquisition related transactions. He joined PricewaterhouseCoopers Consulting in 1997. Mr. Wang obtained the qualification of Certified Public Accountant from Beijing Institute of Certified Public Accountants in June 1997 and the qualification to practice law in the People’s Republic of China from the Ministry of Justice in February 2007. Mr. Wang graduated from Hangzhou Institute of Electronic Engineering (now Hangzhou Dianzi University) with a bachelor’s degree in accounting in July 1995, and later received a master’s degree in investment management from Sir John Cass Business School of The City University London in March 2004.

Mr. Wang 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. Wang, 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. Mr. Wang 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. Wang 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. Wang held 955,413 share options granted by the Company, entitling him to subscribe for 955,413 Shares. Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Wang is entitled to an annual director's fee of HK\$200,000, which has been determined with reference to his roles and duties, as well as the prevailing market conditions. Mr. Wang is also eligible to participate in the Company's share option schemes. The emoluments of Mr. Wang 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. Wang 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. Wang 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 3, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Tuesday, 2 June 2015 at 10:00 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 31 December 2014;
2. To re-elect Mr. Fang Min as a non-executive director of the Company;
3. To re-elect Mr. Chen Geng as an independent non-executive director of the Company;
4. To re-elect Mr. Wang Xiaogang as an independent non-executive director of the Company;
5. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
7. 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

NOTICE OF THE 2015 AGM

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

- (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.”;

- 8. 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;

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- (iii) the exercise of options under share option scheme(s) of the Company; and
- (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

- 9. 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 7 and 8 of the notice convening the Meeting (the “Notice”), the general mandate referred to in the resolution set out in item 8 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 7 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, 28 April 2015

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. 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 Thursday, 28 May 2015 to Tuesday, 2 June 2015 (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., on Wednesday, 27 May 2015.