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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of PW Medtech Group Limited (the “**Company**”) will be held at 2:00 p.m. on August 29, 2017 (Tuesday) at 1002–1003, Block C, Focus Square, No. 6 Futong East Avenue, Wangjing, Chaoyang District, Beijing, The People’s Republic of China for the purposes of considering and, if thought fit, passing the following resolution:

### **ORDINARY RESOLUTION**

#### **“THAT**

- (a) the proposed spin-off of Tianxinfu (Beijing) Medical Appliance Co., Ltd. (the “**Spin-off Company**”), a non-wholly-owned subsidiary of the Company, and a separate listing of the shares of the Spin-off Company on either the Shenzhen Stock Exchange or the Shanghai Stock Exchange (the “**Proposed Spin-off**”) be and is hereby approved, subject to any variations or changes which are considered by the directors of the Company not to be material;
- (b) the issuance of no more than 63,529,412 new shares of the Spin-off Company in the Proposed Spin-off (the “**Proposed A Shares Issuance**”) be and is hereby approved, on such terms and conditions considered by the directors of the Company fair and reasonable; and
- (c) the directors of the Company be and are hereby authorized on behalf of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in order to ensure smooth implementation of and to give effect to the Proposed Spin-off and the Proposed A Shares Issuance.”

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

Hong Kong, August 9, 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) 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 August 24, 2017 to August 29, 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 August 23, 2017.

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