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

If you have sold or transferred all your shares in **PW Medtech Group Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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)

**(1) MAJOR TRANSACTION:
DISPOSAL OF CBPO SHARES; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 6 to 19 of this circular. A notice convening an extraordinary general meeting of the Company to be held at Level 1, Building 1, No. 23, Panlong West Road, Mafang Industrial Park, Pinggu District, Beijing, The People's Republic of China at 10:00 a.m. on November 7, 2019 is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting should you so wish.

October 18, 2019

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context otherwise requires.

“Acquisition”	a proposed acquisition by the Consortium or their controlled affiliates of all of the outstanding CBPO Shares not already owned by the members of the Consortium as envisaged in the Consortium Agreement
“Acquisition Holdco”	a new company formed under the laws of the Cayman Islands by the parties to the Consortium Agreement, which is intended to hold 100% of CBPO
“Board”	the board of Directors
“CBPO”	China Biologic Products Holdings, Inc., a Cayman Islands exempted company listed on NASDAQ since 2009 (NASDAQ: CBPO), which changed its place of domicile from Delaware to the Cayman Islands on July 21, 2017
“CBPO Share(s)”	ordinary share(s) of CBPO at a par value of US\$0.0001 per share
“Centurium”	Beachhead Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability and the principal business activity of which is investment holding. Centurium is ultimately controlled by Mr. David Hui Li, an Independent Third Party
“CITIC”	CITIC Capital China Partners IV, L.P., represented by its general partner CCP IV GP Ltd.. CITIC is ultimately controlled by CITIC Capital Holdings Limited, an Independent Third Party
“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 and the principal business activity of which is investment holding
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consortium”	the consortium formed under the Consortium Agreement for the purpose of the Privatization Proposal and the Acquisition
“Consortium Agreement”	the agreement dated September 18, 2019 and entered into among the Initial Consortium Members in connection with the Privatization Proposal and the Acquisition

DEFINITIONS

“Covered Securities”	all of the existing and additional securities of CBPO of which a party to the Consortium Agreement has acquired or will acquire beneficial ownership
“DEHP”	Di-2-ethylhexyl phthalate, the most common member of the class of phthalates, which is used as plasticizers in polymer products to make plastic flexible
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of 1,000,000 CBPO Shares by the Company as contemplated under the Share Purchase Agreement
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Disposal
“Equity Contribution”	value of the Rollover Securities, plus any cash contribution, made in exchange for the shares of Acquisition Holdco by the parties to the Consortium Agreement
“Group”	the Company and its subsidiaries; the Group is principally engaged in the development, manufacturing and sale of advanced infusion set products
“Hillhouse”	HH Sum-XXII Holdings Limited, which is ultimately controlled by Hillhouse Capital Advisors, Ltd., an Independent Third Party
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Infusion Set Business”	the R&D, manufacturing and sale of advanced infusion set products
“Initial Consortium Members”	the Company, Centurium, Parfield, CITIC, Hillhouse and Temasek
“Independent Third Party(ies)”	a party which is not a connected person (as defined in the Listing Rules) of our Company
“Joint Advisors”	the joint advisors to the Consortium engaged by the Majority Initial Consortium Members
“Latest Practicable Date”	October 9, 2019

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Majority Initial Consortium Members”	one or more Initial Consortium Members holding (or deemed to hold pursuant to the terms of the Consortium Agreement) at least a majority (more than 50%) of the Rollover Securities held (or deemed to be held pursuant to the terms of the Consortium Agreement) by all the Initial Consortium Members as of the date of the Consortium Agreement
“Merger Agreement”	a definitive agreement and plan of merger relating to the Acquisition, as may be entered into by and among the Consortium and/or one or more of its affiliates, on the one hand, and CBPO, on the other hand, in the form to be agreed by such parties and approved by the board of directors of CBPO
“NASDAQ”	The NASDAQ Stock Market LLC
“Parfield”	Parfield International Ltd., a company wholly owned by Mr. Marc Chan, a substantial Shareholder and a connected person of the Company
“Price Adjustment Mechanism”	the mechanism for adjustment of the Sale Price, details of which are set out in the section headed “Share Purchase Agreement — Price Adjustment Mechanism” of this circular
“Privatization Proposal”	a proposed privatization of CBPO pursuant to which the CBPO Shares would be delisted from NASDAQ and deregistered under the Securities Exchange Act of 1934, as amended from time to time
“PRC”	the People’s Republic of China, which expression for the purpose of this circular, except where the context requires otherwise, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposal Letter”	a preliminary non-binding proposal sent by the Initial Consortium Members to the board of directors of CBPO in connection with the Privatization Proposal and the Acquisition
“R&D”	research and development
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Rollover Securities”	certain CBPO Shares and other securities (namely any restricted shares, share options and any other securities convertible, exercisable or exchangeable into CBPO Shares) of CBPO owned by the Initial Consortium Members and any additional member that may be admitted to the Consortium from time to time, to be contributed in exchange for newly issued shares of Acquisition Holdco
“Rollover Shareholders”	refers to the Initial Consortium Members and any additional member that may be admitted to the Consortium from time to time who will contribute their Rollover Securities in exchange for newly issued shares of Acquisition Holdco, each a “Rollover Shareholder”
“Sale Price”	the selling price of the Sale Shares as agreed by the Company and Centurium under the Share Purchase Agreement, being US\$101.0 per CBPO Share, subject to adjustment according to the Price Adjustment Mechanism
“Sale Shares”	the target shares contemplated under the Disposal, being 1,000,000 CBPO Shares held by the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of par value US\$0.0001 each in the issued share capital of our Company
“Share Purchase Agreement”	the share purchase agreement dated September 18, 2019 entered into between the Company and Centurium, pursuant to which the Company has conditionally agreed to sell, and Centurium has conditionally agreed to purchase, 1,000,000 CBPO Shares
“Shareholder(s)”	shareholder(s) of the Company
“Special Committee”	a special committee of independent and disinterested directors of the board of directors of CBPO
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Temasek”	V-Sciences Investments Pte Ltd., which is ultimately controlled by Temasek Holdings (Private) Limited, an Independent Third Party
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

For the purpose of this circular, unless otherwise stated, the conversion of US\$ into RMB is based on the approximate exchange rate of US\$1.00 = RMB7.0728, being the central parity rate published by the People’s Bank of China on September 18, 2019.

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 Director:

Ms. Yue'e ZHANG (*Chairman and
Chief Executive Officer*)

Non-executive Directors:

Mr. JIANG Liwei
Mr. LIN Junshan

Independent Non-executive Directors:

Mr. WANG Xiaogang
Mr. ZHANG Xingdong
Mr. CHEN Geng

Registered Office:

The Grand Pavilion Commercial Centre
Oleander Way, 82 West Bay Road
P.O. Box 32052
Grand Cayman KY1-1208
Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

Building 1, No. 23
Panlong West Road, Mafang Industrial Park
Pinggu District
Beijing, PRC

*Principal Place of Business in
Hong Kong:*

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

October 18, 2019

To Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION: DISPOSAL OF CBPO SHARES

INTRODUCTION

On September 18, 2019 (after trading hours), the Company and Centurium entered into the Share Purchase Agreement pursuant to which the Company has conditionally agreed to sell, and Centurium has conditionally agreed to purchase, 1,000,000 CBPO Shares (hereinafter referred to as the Disposal).

The purpose of this circular is to provide the Shareholders with further information in relation to (i) the Disposal and (ii) other information as required under the Listing Rules.

LETTER FROM THE BOARD

SHARE PURCHASE AGREEMENT

Date

September 18, 2019

Parties

- (1) the Company; and
- (2) Centurium.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Centurium and its ultimate beneficial owner, if any, are third parties independent of the Company and its connected persons.

Subject Matter and Consideration

Pursuant to the Share Purchase Agreement, the Company has conditionally agreed to sell, and Centurium has conditionally agreed to purchase, 1,000,000 CBPO Shares, at the Sale Price of US\$101.0 (approximately RMB714.4) per CBPO Share, which was determined after arm's length negotiations between the Company and Centurium. Without taking into account the Price Adjustment Mechanism, the aggregate Sale Price for the CBPO Shares to be sold by the Company shall be US\$101.0 million (approximately RMB714.4 million). The Sale Price is subject to adjustment according to the Price Adjustment Mechanism.

Centurium shall deliver, or cause to be delivered, to the Company the aggregate consideration at the closing date by wire transfer into an account designated by the Company.

The Sale Price of US\$101.0 per CBPO Share under the Share Purchase Agreement represents:

- a discount of 2.07% of the closing price per CBPO share on the NASDAQ as of the date of the Share Purchase Agreement; and
- a discount of 12.25 % of the closing price per CBPO share on the NASDAQ as of the Latest Practicable Date.

Assuming the Sale Price is adjusted to US\$120.0 (approximately RMB848.7) per CBPO Share pursuant to the Price Adjustment Mechanism, details of which are set forth in the section headed "Price Adjustment Mechanism", the Sale Price of US\$120.0 per CBPO Share represents:

- a premium of 16.35% of the closing price per CBPO share on the NASDAQ as of the date of the Share Purchase Agreement; and
- a premium of 4.26 % of the closing price per CBPO share on the NASDAQ as of the Latest Practicable Date.

LETTER FROM THE BOARD

Immediately prior to the entering into of the Share Purchase Agreement, the Company held 16.52% equity interest in CBPO. Upon completion of the Disposal, such shareholding percentage of the Company in CBPO will decrease to 13.91%, assuming there are no other changes in the current share capital and shareholding structure of CBPO.

The following table sets forth the shareholding structure of CBPO before and after the Disposal, respectively:

Shareholders of CBPO	Shareholding before the Disposal ⁽¹⁾	Shareholding after the Disposal ⁽²⁾
The Company	6,321,000 (16.52%)	5,321,000 (13.91%)
Centurium	5,497,720 (14.37%)	6,497,720 (16.98%)
CITIC	3,477,335 (9.09%)	3,477,335 (9.09%)
Parfield ⁽³⁾	2,682,742 (7.01%)	2,682,742 (7.01%)
Amplewood Resources Ltd. ⁽³⁾	454,954 (1.19%)	454,954 (1.19%)
Temasek	990,000 (2.59%)	990,000 (2.59%)
Hillhouse Capital Advisors, Ltd. ⁽⁴⁾	2,751,200 (7.19%)	2,751,200 (7.19%)
Other shareholders of CBPO	<u>16,088,836 (42.05%)</u>	<u>16,088,836 (42.05%)</u>
Total	<u><u>38,263,787(100%)</u></u>	<u><u>38,263,787(100%)</u></u>

Notes:

- (1) Based on (i) the public information extracted from CBPO's annual report for the year ended December 31, 2018 and the public filings by CBPO's shareholders as of the date of the Share Purchase Agreement; and (ii) the disclosure of the respective Initial Consortium Members in the Consortium Agreement.
- (2) Assuming there will be no other changes in the shareholding of CBPO except for the Disposal.
- (3) Mr. Marc Chan is the director and sole shareholder of Parfield and Amplewood Resources Ltd., and thus Amplewood Resources Ltd. is an affiliate of Parfield. For the purpose of the Consortium Agreement, Parfield is deemed to beneficially own the 454,954 CBPO Shares held by Amplewood Resources Ltd..
- (4) Hillhouse is ultimately controlled by Hillhouse Capital Advisors, Ltd., and thus Hillhouse is an affiliate of Hillhouse Capital Advisors, Ltd.. For the purpose of the Consortium Agreement, Hillhouse is deemed to beneficially own the 2,751,200 CBPO Shares held by Hillhouse Capital Advisors, Ltd..

Price Adjustment Mechanism

On the same day of signing the Share Purchase Agreement, the Company also entered into the Consortium Agreement with other Initial Consortium Members in connection with the Privatization Proposal and the Acquisition. Please see the section headed "Consortium Agreement" for further information.

LETTER FROM THE BOARD

In the event that (A) (i) the Acquisition is consummated; or (ii) (x) the Merger Agreement is executed but subsequently terminated pursuant to the terms thereof, (y) a take-private transaction in respect of CBPO other than the Acquisition is consummated within 12 months from such termination and (z) none of the CBPO Shares held by Centurium is rolled over, and (B) the per CBPO Share consideration paid or payable in a fully executed Merger Agreement is greater than the Sale Price, Centurium shall deliver, or cause to be delivered the shortfall to the Company in an amount (the “**Additional Payment**”) equal to the product of (i) the number of Sale Shares multiplied by (ii) the excess of (1) the per CBPO Share consideration paid or payable in the fully executed Merger Agreement over (2) the Sale Price. The expected amount of the Additional Payment based on the proposed consideration of US\$120 per CBPO Share under the Privatization Proposal would be US\$19.0 million (approximately RMB134.4 million). Please see the section headed “Privatization Proposal” for further information.

Under the Share Purchase Agreement, if an Additional Payment is entailed, Centurium shall deliver, or cause to be delivered, within ten (10) business days after the consummation of (A) the Acquisition, or (B) such other take-private transaction, a wire transfer of the Additional Payment into an account designated by the Company.

Closing

The closing of the Disposal shall take place on the date that is the fifth (5th) business day following the date on which all the conditions precedent set out in the Share Purchase Agreement are satisfied or waived (other than those conditions that by their nature are to be satisfied at the closing, but subject to the satisfaction or waiver of such conditions at the closing) or such other date as may be agreed by the Company and Centurium.

Conditions Precedent

The obligations of the Company to consummate the closing of the Disposal are subject to the following conditions, among others:

- (1) the Merger Agreement shall have been entered into;
- (2) all consents or waivers necessary for the Company to consummate the Disposal shall have been obtained and remain valid;
- (3) Shareholders shall have duly approved the transactions contemplated in the Share Purchase Agreement at an extraordinary general meeting of the Company in accordance with requirements of the Listing Rules and the organizational documents of the Company;
- (4) the Company shall remain as an Initial Consortium Member; and
- (5) no provision of any applicable treaty, law, statute, rule, regulation, judgment, order, writ or decree of any government, government instrumentality or court, domestic or foreign, shall prohibit the consummation of the closing of the Disposal.

LETTER FROM THE BOARD

The obligations of Centurium to consummate the closing of the Disposal are subject to the following conditions, among others:

- (1) the Merger Agreement shall have been entered into;
- (2) all consents or waivers necessary for Centurium to consummate the Disposal shall have been obtained and remain valid; and
- (3) no provision of any applicable treaty, law, statute, rule, regulation, judgment, order, writ or decree of any government, government instrumentality or court, domestic or foreign, shall prohibit the consummation of the closing of the Disposal.

While the consummation of the Share Purchase Agreement is subject to various conditions precedent, it is not conditioned on the completion of the Acquisition or the Privatization Proposal, further details of which will be explained in the section headed “Consortium Agreement” below.

Termination

The Share Purchase Agreement may be terminated prior to the closing (1) by mutual written consent of the Company and Centurium, or (2) by the Company or by Centurium if the closing shall not have occurred within six months from the date of the Share Purchase Agreement; provided, that neither the Company nor Centurium shall have the right to terminate the Share Purchase Agreement if such party is then in material breach of the Share Purchase Agreement.

CONSORTIUM AGREEMENT

On the same day of signing the Share Purchase Agreement, the Company also entered into the Consortium Agreement with other Initial Consortium Members in connection with the Privatization Proposal and the Acquisition. Since the Price Adjustment Mechanism is exercisable in connection with the Privatization Proposal or any take-private transaction with respect to CBPO, we wish to provide more details in relation to the Acquisition and the Privatization Proposal envisaged under the Consortium Agreement.

Date

September 18, 2019

Parties

- (a) The Company;
- (b) Centurium;
- (c) Parfield;
- (d) CITIC;

LETTER FROM THE BOARD

- (e) Hillhouse; and
- (f) Temasek (collectively “**Initial Consortium Members**”).

Saved for Parfield, which is wholly owned by Mr. Marc Chan, a substantial Shareholder and a connected person of the Company, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, all of the Initial Consortium Members and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

Establishment of a consortium

The parties to the Consortium Agreement propose to form a consortium to undertake the Privatization Proposal.

Acquisition and Privatization Proposal

The Consortium members or their affiliates proposed to acquire all of the outstanding CBPO Shares not already owned by the Consortium members.

The Consortium would, substantially concurrently with the execution and delivery of the Consortium Agreement, submit a joint, non-binding proposal letter detailing the key terms of the Privatization Proposal to the board of directors of CBPO.

Acquisition Holdco

In connection with the Privatization Proposal and the Acquisition, Centurium shall incorporate Acquisition Holdco under the laws of the Cayman Islands. Upon the completion of the Privatization Proposal, Acquisition Holdco is expected to hold, either directly or indirectly, 100% of the equity interest of CBPO.

Rollover and other arrangements

Each Rollover Shareholder shall contribute to Acquisition Holdco, in exchange for newly issued shares of Acquisition Holdco, (a) the Rollover Securities and (b) a portion of the total amount of the cash equity financing required by Acquisition Holdco to consummate the Privatization Proposal, if applicable. In this connection, the Company proposed to contribute 5,321,000 CBPO Shares and nil cash contribution under the Consortium Agreement.

In consideration for the cancellation of the Rollover Securities held by a Rollover Shareholder and any cash contribution, the Consortium shall cause Acquisition Holdco to issue to such Rollover Shareholder (or, if designated by such Rollover Shareholder in writing, an affiliate of such Rollover Shareholder), and such Rollover Shareholder or his or its controlled affiliate (as applicable) shall subscribe for immediately prior to the closing of the Acquisition, certain number of newly issued shares of Acquisition Holdco representing an ownership percentage in Acquisition Holdco calculated proportionally based on (a) the deemed value of such party’s Rollover Securities (which

LETTER FROM THE BOARD

shall be calculated based on the number of such party's Rollover Securities and the per share purchase price offered to the shareholders of CBPO in the Acquisition) plus such party's cash contribution, and (b) the aggregate value of all parties' Equity Contribution.

As at the date of the Consortium Agreement, the Initial Consortium Members and their affiliates beneficially owned 22,174,951 CBPO Shares, representing approximately 57.95% of the equity interests in CBPO (with 38,263,787 CBPO Shares outstanding as at June 30, 2019), in aggregate. It is initially contemplated that upon completion of the Privatization Proposal, based on the current shareholding in CBPO by the respective Initial Consortium Members and without taking into account any cash contribution that may be contributed by them and any impact to the proportion of all parties' Equity Contribution that may be brought forward by the admission of new member to the Consortium from time to time, the Company would receive approximately 24.00% of the equity interest of Acquisition Holdco, which is the result in percentage form derived from 13.91% (namely the equity interest in CBPO to be held by the Company upon completion of the Disposal) divided by 57.95% (namely the aggregate equity interest currently held by the Initial Consortium Members).

For the avoidance of doubt, the rollover obligation of the Rollover Shareholders (including the Company) would only arise at the closing of the Acquisition pursuant to the Merger Agreement that is to be negotiated and agreed.

New consortium member

Centurium as a representative authorized by the Initial Consortium Members may agree to admit one or more additional investor(s) to the Consortium as additional party(ies) which will be required to execute an adherence agreement to the Consortium Agreement.

Centurium shall have the right to determine the type(s) and number(s) of rollover shares, the amount of cash contribution and the investment structure of an additional party subsequently admitted to the Consortium Agreement.

Exclusivity period

For a period of twelve months beginning on the date of the Consortium Agreement, which may be extended by the Initial Consortium Members in writing (the "**Exclusivity Period**"), each party to the Consortium Agreement shall (unless otherwise consented to in writing in advance by the Majority Initial Consortium Members) and shall cause its affiliates, among other things, work exclusively with the other parties to implement the Acquisition.

Agreement to vote

Each party to the Consortium Agreement irrevocably and unconditionally agreed that, during the Exclusivity Period, to the extent it or its affiliates beneficially owns any Covered Securities, at any meeting of the shareholders of CBPO, it shall (solely in its capacity as beneficial owner of its Covered Securities), and shall cause its affiliates and any holder of record of CBPO's securities, in

LETTER FROM THE BOARD

each case to the extent that such CBPO's securities are entitled to vote thereon or consent thereto, among other things, in favor of the approval, adoption and authorization of the Merger Agreement and the approval of the Acquisition and any other transactions contemplated by the Merger Agreement and in favor of any other matters required to consummate the Acquisition and any other transactions contemplated by the Merger Agreement.

Prohibition on acquisition and transfer

Except as contemplated under the Consortium Agreement (including the Disposal), each party to the Consortium Agreement represented, covenanted and agreed that, among others, during the Exclusivity Period it will not, and it will cause its affiliates not, transfer any of its Covered Securities, or any voting right or power (including whether such right or power is granted by proxy or otherwise) or economic interest therein.

Company's sale of CBPO Shares to Centurium

The Company shall sell to Centurium or any of its affiliates, and Centurium shall purchase, or shall cause any of its affiliates to purchase, from the Company, 1,000,000 CBPO Shares pursuant to, and subject to the terms and conditions of, the Share Purchase Agreement. The Company may sell further CBPO Shares to Centurium or any of its affiliates. The Rollover Securities of Centurium shall be deemed to include any additional CBPO Shares to be acquired by Centurium or any of its affiliates from the Company.

Shareholders' approval

The Company's performance of its obligations under the Consortium Agreement as described under the sub-sections headed "Rollover and other arrangement", "Agreement to vote" and "Company's sale of CBPO's shares to Centurium" in this letter shall be subject to and contingent upon the approval by the Shareholders. For the avoidance of doubt, the remainder of the Consortium Agreement shall continue to be in full force and effect with respect to the Company even if the aforementioned shareholder approval is not obtained.

Negotiation and withdrawal from the Consortium

In order to facilitate the Privatization Proposal and except as otherwise agreed, each party to the Consortium Agreement authorized and delegated to Centurium and the Joint Advisors the primary responsibility for negotiating the terms of the definitive documents with CBPO (including the Special Committee) with respect to the Acquisition, provided that any material term of the Acquisition shall require the approval of the Majority Initial Consortium Members and that Centurium shall consult with the Company in advance with respect to matters that may impact the Company's reporting and disclosure requirements under the Listing Rules. If any party fails to reach agreement with the Majority Initial Consortium Members, such party may withdraw from the Consortium, provided that if the foregoing failure to reach agreement with respect to any material term of the Acquisition by a party continues for more than five (5) business days after a notice

LETTER FROM THE BOARD

delivered by the Majority Initial Consortium Members to resolve such disagreement, then such party shall withdraw from the Consortium unless otherwise agreed to by the Majority Initial Consortium Members.

Termination

The Consortium Agreement shall terminate with respect to all parties upon the earliest to occur of (a) a written agreement among the parties to terminate it, (b) the closing of the Privatization Proposal, and (c) the delivery of a written notice from the Majority Initial Consortium Members.

PRIVATIZATION PROPOSAL

Immediately following the signing of the Consortium Agreement, the Consortium members have delivered the Proposal Letter to the board of directors of CBPO. Among other terms, the Proposal Letter has stated that the consideration payable for each CBPO Share under the Privatization Proposal will be US\$120 in cash (other than those CBPO Shares held by the Consortium members that may be rolled over in connection with the Acquisition). The Consortium together with its Joint Advisors will be prepared to promptly negotiate and finalize definitive agreements for the Privatization Proposal which will provide for representations, warranties, covenants and conditions that are typical, customary and appropriate for transactions of this type. It is anticipated that the definitive agreements will be completed in parallel with the due diligence to be conducted by the Consortium and its advisors. The Proposal Letter does not constitute any binding commitment with respect to the Privatization Proposal.

On September 18, 2019, the board of directors of CBPO granted the Company a waiver under section 4 (Transfer) and section 6.1 (Voting Agreement) of the investor rights agreement dated January 1, 2018 entered into between the Company and CBPO, for the purpose of permitting, for a period from the effectiveness of such waiver to the earlier of (i) 12 months therefrom, and (ii) the entry into the Merger Agreement as recommended by the Special Committee and approved by the board of directors of CBPO, the entry into Consortium Agreement and discussion among Consortium members on the Acquisition Proposal, the entry into the Share Purchase Agreement and the Disposal contemplated thereby, submitting the Privatization Proposal to the board of directors of CBPO and discussion with the Special Committee or board of directors of CBPO on the Acquisition Proposal, entry into debt financing arrangement by the Consortium for the Acquisition, and the filings with U.S. Securities and Exchange Commission and/or the Stock Exchange in accordance with law.

On September 24, 2019, the Special Committee was formed to review and evaluate the Privatization Proposal.

LETTER FROM THE BOARD

INFORMATION ON THE COMPANY

The Company was incorporated on May 13, 2011 as an exempted company with limited liability under the laws of the Cayman Islands. The principal business activity of the Company is investment holding. The Group is principally engaged in the development, manufacturing and sale of advanced infusion set products.

INFORMATION ON CENTURIUM

Centurium was incorporated in the Cayman Islands with limited liability under the law of the Cayman Islands. The principal business activity of Centurium is investment holding.

INFORMATION ON CBPO

CBPO is a biopharmaceutical company principally engaged in the research, development, manufacturing and sales of human plasma-based biopharmaceutical products, or plasma products, in China. CBPO has been listed on NASDAQ since 2009 and it changed its place of domicile from Delaware to the Cayman Islands on July 21, 2017.

According to the published financial statements of CBPO, the financial results of CBPO under the United States Generally Accepted Accounting Principles for the two years ended December 31, 2017 and 2018 are as follows:

	For the year ended December 31,	
	2017	2018
	<i>(US\$)</i>	
Revenues	370,406,840	466,877,569
Gross profit	244,889,819	320,090,333
Profit before taxation	146,407,768	166,003,295
Profit after taxation	82,235,959	147,967,115
	As of December 31,	
	2017	2018
	<i>(US\$)</i>	
Total assets	809,057,417	2,009,978,681
Total liabilities	144,732,420	165,275,517
Net assets	664,324,997	1,844,703,164

The net asset value of CBPO as at June 30, 2019 was US\$1,826,487,741.

LETTER FROM THE BOARD

FINANCIAL EFFECT OF THE DISPOSAL

As at the date of this circular, CBPO is an associate of the Company. Although the Group's equity interest in CBPO is less than 20%, the Directors consider that they have power to exercise significant influence on CBPO as the executive director of the Company is one of the six directors of CBPO. Under Hong Kong Accounting Standards 28, the investment in CBPO is classified as interest in an associate and has been accounted for in the consolidated financial statements using equity method.

Upon completion of the Disposal, based on the number of CBPO Shares outstanding as at June 30, 2019, the equity interest held by the Group in CBPO would be diluted from 16.52% to 13.91% and the executive director of the Company still acts as one of the six directors of CBPO. CBPO will continue to be an associate of the Company and the investment in CBPO will be accounted for in the consolidated financial statements using equity method. The Disposal is a deemed disposal of interest in an associate, assuming that the Price Adjustment Mechanism was not triggered and based on the unaudited consolidated financial statements of CBPO as at June 30, 2019, a gain of approximately RMB139.3 million will be recognised in the consolidated financial statements of the Group.

As part of the net proceeds from the Disposal is intended to be used for repayment of the Company's bank borrowings, the Disposal will result in a reduction of the Company's investment in an associate of approximately RMB575 million, an increase in the Company's bank balance of approximately RMB121.7 million and a reduction of bank borrowings of approximately RMB592.6 million.

The actual amount of the gain or loss on the Disposal to be recognized in the consolidated financial statements of the Group will be based on the net asset value of CBPO as at the date of the completion of the Disposal and therefore may vary from the result mentioned above.

USE OF PROCEEDS

Without taking into account the Price Adjustment Mechanism and based on the net proceeds stated above, approximately 83% of the net proceeds from the Disposal, or RMB592.6 million, will be used for the repayment of bank borrowings of the Group promptly after receiving the proceeds, and 6% of the net proceeds, which is approximately RMB40 million, will be used for the capital expenditure to expand production within 12 months. The remaining balance, accounting for 11% of the total net proceeds, will be used to supplement working capital.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

As stated above, the immediate benefit of the Disposal is that the Company will use approximately 83% of the net proceeds from the Disposal for the repayment of bank borrowings of the Group, thereby improving the Company's debt structure. Based on the Company's outstanding borrowing as at August 31, 2019, upon the repayment, the outstanding borrowing of the Group will decrease from approximately RMB596,675,000 to approximately RMB10,000,000. Please see the

LETTER FROM THE BOARD

section headed “Indebtedness Statement” set out in Appendix I to this circular. In addition, under the Price Adjustment Mechanism, the Company will be compensated for any shortfall that may arise between the Sale Price under the Disposal and the per CBPO Share consideration payable under the Merger Agreement thereby hedging any perceived risk of entering into the Disposal transaction prematurely before the Merger Agreement is signed.

CBPO has an established plasma business with good track record and it is a leading producer in the plasma industry in the PRC. Upon the closing of the share exchange with CBPO in January 2018, the Company expanded into a new area in medical industry in the PRC with fast-growing, high-margin and high-potential opportunities, which is in line with the Company’s long-term strategies. In the future, it is expected that demand for blood products in the PRC will continue to increase and there will be enormous growth potential for the industry. Accordingly, the Disposal, the Privatization Proposal and the Acquisition, as a whole, will offer an opportunity to enhance the Company’s interest in CBPO and further optimize the Company’s layout of high growth businesses.

The entering into a Merger Agreement (as opposed to the completion of the Acquisition), among others, being set as the conditionality for the completion of the Share Purchase Agreement is a result of the arm’s length commercial negotiation between the Company and Centurium such that (1) the Company can receive the initial aggregate Sale Price when a Merger Agreement is executed and delivered and therefore only the Additional Payment would be exposed to the uncertainty of the completion of the Acquisition, while (2) Centurium pays the aggregate Sale Price only when a Merger Agreement is executed and delivered.

The Directors (including the independent non-executive Directors) consider that the terms of the Share Purchase Agreement (including but not limited to the Sale Price, subject to the Price Adjustment Mechanism) are fair and reasonable and on normal commercial terms and that the entering into of the Share Purchase Agreement is in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal is more than 25% but less than 75%, the Share Purchase Agreement and the Disposal thereunder constitute a major transaction of the Company, and are therefore subject to the reporting, announcement, circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules. In the event that the Sale Price is adjusted according to the Price Adjustment Mechanism, the Disposal may be classified as a higher class transaction under Chapter 14 of the Listing Rules, and in such case the Company will comply with any additional requirements of such higher class transaction in accordance with the provisions of the Listing Rules as soon as practicable. As at the Latest Practicable Date, no Shareholder is required to abstain from voting on the approval of the Share Purchase Agreement and the Disposal.

LETTER FROM THE BOARD

With reference to the number of CBPO Shares to be held by the Company after the Completion of the Disposal, the rollover transactions of CBPO Shares will comprise two steps: (1) the Company's proposed contribution of its 5,321,000 CBPO Shares to the Acquisition Holdco (the "**Contribution**"); and (2) the Company's proposed subscription of the new shares of the Acquisition Holdco (the "**Subscription**"). Based on the prevailing information, it is expected that the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Contribution will be more than 75% and the highest applicable percentage ratio in respect of the Subscription will be more than 100%. As a result, the Contribution is expected to constitute a very substantial disposal and the Subscription is expected to constitute a very substantial acquisition for the Company, in the event of which the Company will comply with all applicable Listing Rules (including announcement, circular and shareholders' approval requirement) when the Merger Agreement is signed.

EGM AND PROXY ARRANGEMENT

The EGM will be held at 10:00 a.m. on November 7, 2019, at Level 1, Building 1, No. 23, Panlong West Road, Mafang Industrial Park, Pinggu District, Beijing, the PRC, at which ordinary resolution will be proposed to consider and, if thought fit, approve the transactions as contemplated under the Share Purchase Agreement. Notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM. A form of proxy for use at the EGM 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 EGM, 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 54, 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 EGM (i.e. not later than 10:00 a.m. (Hong Kong time) on Tuesday, November 5, 2019) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the terms of the Share Purchase Agreement (including but not limited to the Sale Price, subject to the Price Adjustment Mechanism) are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

By order of the Board of
PW Medtech Group Limited

普华和顺集团公司

Yue'e Zhang

Chairman & Chief Executive Officer

1. SUMMARY OF THE FINANCIAL INFORMATION OF THE GROUP

The consolidated financial information of the Group, together with the accompanying notes, for each of the past three years has been published in the annual reports and the past six months has been published in the interim report per below:

- (i) the financial information of the Group for the six months ended June 30, 2019 is disclosed in the interim report of the Company for the six months ended June 30, 2019 published on September 19, 2019, from pages 21 to 48;
- (ii) the financial information of the Group for the year ended December 31, 2018 is disclosed in the annual report of the Company for the year ended December 31, 2018 published on April 24, 2019, from pages 67 to 148;
- (iii) the financial information of the Group for the year ended December 31, 2017 is disclosed in the annual report of the Company for the year ended December 31, 2017 published on April 27, 2018, from pages 64 to 141; and
- (iv) the financial information of the Group for the year ended December 31, 2016 is disclosed in the annual report of the Company for the year ended December 31, 2016 published on April 25, 2017, from pages 56 to 125.

All of the annual reports and interim report referred above have been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.pwmedtech.com).

2. INDEBTEDNESS STATEMENT

Bank borrowing

As at the close of business on August 31, 2019, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had an aggregate outstanding borrowing of approximately RMB596,675,000, further details of which are set as below:

- (1) On September 20, 2018, the Company, as borrower, entered into a loan agreement with Morgan Stanley Bank, N.A. (the “**Lender**”) (the “**Loan Agreement**”), pursuant to which the Lender agreed to make a loan to the Company in an amount of up to US\$82,720,000 (equivalent to RMB586,675,000) (the “**Loan**”) for a term of one year. The Loan is extendable for one year upon the mutual agreement between the Company and the Lender. Following the mutual agreement arrived on September 20, 2019, the loan is extended for one year and new maturity date is on September 21, 2020.

Pursuant to the Loan Agreement, it will be a mandatory prepayment event if Mrs. Liu Yufeng as the controlling shareholder of the Company, together with any relative of Mrs. Liu Yufeng or any entity through which Mrs. Liu Yufeng holds the Shares, ceases to beneficially own, directly or indirectly through any entity, more than 30% of the voting power in respect of all such interests or equity entitled to vote generally in elections with respect to the management of the Company. As at the Latest Practicable Date, Mrs. Liu Yufeng, directly or indirectly, owns approximately 36.65% of the issued share capital of the Company and is the controlling Shareholder. The loan is repayable on September 21, 2020 and the interest is charged at LIBOR plus 2.685% per annum. The Loan is secured by 3,162,854 CBPO Shares.

- (2) The Group has a bank borrowing representing trade finance advanced from the Bank of Beijing. As at August 31, 2019, bank facilities in total of RMB10,000,000 were granted to the Group's subsidiary, Beijing Fert Technology Co. Ltd., by the Bank of Beijing, of which RMB10,000,000 has been utilised by the Company as at August 31, 2019.

All of the banking facilities are subject to the fulfillment of covenants relating to certain of the Company's financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Company was to breach the covenants, the drawn down facilities would become repayable on demand. The borrowings are secured by corporate guarantee, bear interest at 0.91% plus the prime rate of the Central Bank in the PRC and are stated at amortised cost.

Lease obligation

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms of one to three years. As at August 31, 2019, the Group's total lease liabilities recognised under Hong Kong Financial Reporting Standards 16 under non-cancellable operating leases contracts is RMB167,667.

Contingent liabilities

As at August 31, 2019, the Group did not have any significant contingent liabilities.

Save as aforesaid and apart from intra-group liabilities, the Group did not have any outstanding mortgages, charges, debentures, loan capital, debt securities, loans, bank overdraft or other similar indebtedness, financial leases or hire purchase commitments, liabilities under acceptances or acceptance credits or guarantees or other material contingent liabilities as at August 31, 2019.

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since December 31, 2018, the date to which the latest published audited consolidated financial statements of the Group were made up.

4. WORKING CAPITAL STATEMENT

The Directors, after due and careful enquiry, are of the opinion that, after taking into account the financial resources presently available to the Group including the internally generated funds, the currently available facilities and the effects of the Disposal, and in the absence of unforeseen circumstances, the Group has sufficient working capital for its normal business for at least the next twelve months from the date of this circular.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As a leading medical device company in China, the Company focuses on the fast-growing and highly profitable medical device market in China. Currently, it is mainly engaged in the Infusion Set Business.

The Company has been committed to expanding new markets with great potentials for development and seizing every opportunity in the market to maintain its leading position in the industry. In the first half of 2019, the Group endeavored to expand its product portfolio and continued to improve its product innovation and R&D capability, while focusing on the organic business growth and expanding distribution network in a proactive manner.

As regards the Group's Infusion Set Business, the Group has been focusing on the continuous improvement of manufacturing materials and function of infusion sets to offer a safer and more reliable infusion treatment solution and mitigate the risk of infusion treatment. Over the years, the Group has maintained its leading position in the domestic advanced infusion sets market in Beijing, Heilongjiang, Jiangsu and Hubei. Meanwhile, the Group's cannula business also recorded a fast growth, driven by the expanding medical device market. As at the Latest Practicable Date, the Group has obtained at least four, and expects to further apply for three, registration certificates of cannula products in the next twelve months. It is expected that the cannula market, in which the Group is conducting R&D activities, will continue to grow and the Group's market share will continue to increase.

Looking forward, as a leading enterprise in the medical device industry of China, the Group will continue to focus on the development of the advanced infusion set and cannula business while continuing to expand its market penetration and distribution network. Meanwhile, the Group will launch brand-new insulin injection needles and insulin injection pens to provide new insulin injection solutions for diabetes patients. As at the Latest Practicable Date, the Group has obtained one registration certificate for its insulin injection needle and will further apply for another for its insulin injection pen in the next six months. In addition, as at the Latest Practicable Date, the Group has obtained one registration certificate for the disposable intestinal feeding device which is

made from high-end plastic materials free from DEHP, expanding the Group's product lines to enteral feeding devices. Meanwhile, as at the Latest Practicable Date, the Group has obtained one registration certificate for the disposable blood transfusion set with two-layer structure of the tube in which the inner layer is medical-grade polyurethane and the outer layer is made of plastic material free from DEHP. This is the first blood transfusion set with two-layer structure of the tube in China, expanding the Group's product lines to blood transfusion devices. The Group will be committed to expanding its business coverage and maximizing its competitive edge.

As for innovation and R&D aspects, the Group will continue to invest in product innovation and R&D through cooperation with medical specialists, hospitals (especially Class III Grade A hospitals), first-class university research centers and other research institutions. On development of the Group's distribution network, as at the Latest Practicable Date, the Group has a team of experienced and dedicated professional sales and marketing staff to support and consolidate its distribution networks in 31 provinces, municipalities and autonomous regions in China and enhance promotion of products from all business segments.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Interests of Directors and Chief Executive in Securities

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules, were as follows:

(A) *Long position in the Shares*

Name of Director	Capacity	Number of Shares interested	Approximate percentage ⁺ of the Company's issued share capital
Ms. Yue'e ZHANG	Beneficial owner	50,000	0.003%
Mr. JIANG Liwei	Beneficial owner	2,638,714	0.17%
Mr. LIN Junshan	Beneficial owner	1,673,427	0.11%
Mr. CHEN Geng	Beneficial owner	636,943	0.04%

(B) Long position in underlying Shares — physically settled unlisted equity derivatives

Name of Director	Capacity	Number of underlying Shares in respect of the share options granted	Approximate percentage ⁺ of underlying Shares over the Company's issued share capital
Mr. WANG Xiaogang	Beneficial owner	118,471*	0.008%

* The exercise price per Share of the share options granted is RMB0.626.

+ The percentage represents the number of Shares/underlying Shares interested divided by the number of issued Shares as at the Latest Practicable Date.

Save as disclosed above, none of the Directors or the chief executive of the Company has any interests and/or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Interests of Directors in the Group's Assets or Contracts or Arrangements Significant to the Group

As at the Latest Practicable Date, none of the Directors had any interest in any asset which have been, since December 31, 2018 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which is significant in relation to the businesses of the Group.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, there was no existing or proposed service contract, excluding contract expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation) between any of the Directors of the Company and any member of the Group.

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective associates (as defined in the Listing Rules) was interested in any business (apart from the Group's businesses) which competes or is likely to compete, either directly, or indirectly with the Group's businesses (as would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them were a controlling shareholder).

5. LITIGATION

As at the Latest Practicable Date, none of the members of the Group were engaged in any litigation or arbitration or claim of material importance affecting its business operation, and the Directors were not aware of any litigation or arbitration or claim of material importance affecting its business operation which was pending or threatened by or against any member of the Group.

6. MATERIAL CONTRACTS

The following contracts have been entered into by the Group (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this circular:

- (a) the share exchange agreement dated October 12, 2017 entered into between the Company and CBPO for the subscription of 5,521,000 new CBPO Shares for a consideration of the regenerative medical biomaterial business in the form of the entire issued share capital of Health Forward Holdings Limited, at a total value of approximately US\$513.45 million, details of which were set out in the circular of the Company dated November 14, 2017;
- (b) the investor rights agreement dated January 1, 2018 entered into between the Company and CBPO in relation to the Company's rights and obligations as a shareholder of CBPO;
- (c) the share purchase agreement dated August 24, 2018 entered into between the Company and CBPO for the acquisition of 800,000 CBPO Shares by the Company for a consideration of US\$80.72 million, details of which were set out in the announcement of the Company dated August 24, 2018;
- (d) the Share Purchase Agreement; and
- (e) the Consortium Agreement.

7. GENERAL

- (a) The secretary of the Company is Mr. WONG Tin Yu, a Chartered Secretary and an Associate of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.
- (b) The registered office of the Company is situated at the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands. The Company's headquarters and principal place of business in the PRC

is situated at Building 1, No. 23, Panlong West Road, Mafang Industrial Park, Pinggu District, Beijing, the PRC. The principal place of business in Hong Kong of the Company is situated at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

- (c) The Company's branch share registrar and transfer office in Hong Kong is Tricor Investor Services Limited, located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from the date of this circular up to 14 days thereafter:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the two years ended December 31, 2018 and the interim report of the Company for the six months ended June 30, 2019;
- (c) the letter from the Board, the text of which is set out in this circular;
- (d) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix; and
- (e) this circular.

NOTICE OF THE EGM

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 extraordinary general meeting (the “**Meeting**”) of PW Medtech Group Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, November 7, 2019, at Level 1, Building 1, No. 23, Panlong West Road, Mafang Industrial Park, Pinggu 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 share purchase agreement dated September 18, 2019 (the “**Share Purchase Agreement**”) entered into between the Company and Beachhead Holdings Limited, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and
- (b) the executive director of the Company be and is 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 Share Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board

PW Medtech Group Limited

普华和顺集团公司

Yue’e Zhang

Chairman & Chief Executive Officer

Hong Kong, October 18, 2019

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 54, 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

NOTICE OF THE EGM

the Meeting (i.e. not later than 10:00 a.m. (Hong Kong time) on Tuesday, November 5, 2019) or any adjournment thereof (as the case may be). 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, November 4, 2019 to Thursday, November 7, 2019 (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, November 1, 2019.