
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 2025 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 Building 1, No. 23 Panlong West Road, Pinggu District, Beijing, PRC on Tuesday, June 10, 2025 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the 2025 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 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2025 annual general meeting or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Sunday, June 8, 2025). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2025 annual general meeting or any adjourned meeting thereof if they so wish. For the avoidance of doubt, holders of treasury Shares, if any, shall abstain from voting at the Company's general meetings in respect of any treasury Shares held by them, if any.

April 22, 2025

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DEFINITIONS

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

“2025 AGM”	an annual general meeting of the Company to be held at Building 1, No. 23 Panlong West Road, Pinggu District, Beijing, The People’s Republic of China on Tuesday, June 10, 2025 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 AGM-1 to AGM-5 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;
“CCASS”	the Central Clearing and Settlement System established and operated by The Hong Kong Securities Clearing Company Limited;
“Company”	PW Medtech Group Limited 普华和顺集团公司, an exempted company incorporated under the laws of the Cayman Islands with limited liability on May 13, 2011, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	April 11, 2025, 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;
“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;

DEFINITIONS

“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;
“treasury Shares”	has the meaning ascribed to it under the Listing Rules and 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 Director:

Ms. Yue'e ZHANG

(Chairman & Chief Executive Officer)

Non-executive Directors:

Mr. JIANG Liwei

Mr. LIN Junshan

Independent Non-executive Directors:

Mr. WANG Xiaogang

Mr. CHEN Geng

Ms. WANG Fengli

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 PRC:*

Building 1, No. 23 Panlong West Road

Pinggu District

Beijing

PRC 101204

Principal Place of Business in Hong Kong:

Room 1928, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

April 22, 2025

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 2025 ANNUAL GENERAL MEETING OF THE COMPANY**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2025 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on June 14, 2024, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates, to the extent not utilized, will lapse at the conclusion of the 2025 AGM.

Ordinary resolutions will be proposed at the 2025 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 (excluding treasury Shares) as at the date of passing of such resolution (i.e. 148,673,509 Shares on the basis that the existing issued share capital of the Company of 1,533,231,098 Shares (including 46,496,000 treasury Shares) remains unchanged as at the date of the 2025 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of such resolution (i.e. 297,347,019 Shares on the basis that the existing issued share capital of the Company of 1,533,231,098 Shares (including 46,496,000 treasury Shares) remains unchanged as at the date of the 2025 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2025 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2025 AGM as set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

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

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, Mr. Jiang Liwei and Mr. Lin Junshan shall retire at the 2025 AGM. Both of the above two retiring Directors, being eligible, will offer themselves for re-election at the 2025 AGM.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy and director nomination policy, and the independence of all independent non-executive Directors.

Besides, the nomination committee of the Company and the Board believed that the extensive business experience of Mr. Jiang and Mr. Lin will continue to make contribution to the Board and are satisfied with all the retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The nomination committee of the Company and the Board therefore recommended the re-election of all the retiring Directors, who are due to retire at the 2025 AGM.

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

4. 2025 AGM AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages AGM-1 to AGM-5 of this circular. At the 2025 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2025 AGM. An announcement on the poll vote results will be published by the Company after the 2025 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the 2025 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 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2025 AGM or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Sunday, June 8, 2025). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2025 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 all the resolutions to be proposed at the 2025 AGM 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 2025 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2025 AGM.

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

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASES OF SHARES

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

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,533,231,098 Shares (including 46,496,000 treasury Shares).

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the 2025 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2025 AGM, i.e. being 1,533,231,098 Shares (including 46,496,000 treasury Shares), the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 148,673,509 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the 2025 AGM.

3. FUNDING OF REPURCHASES

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the

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

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Cross Mark Limited (wholly owned by Ms. Yufeng Liu) and Mr. Marc Chan (through Right Faith Holdings Limited and Amplewood Resources Limited, which are wholly owned by him) were deemed to be interested in 621,557,863 (including 46,496,000 treasury Shares) and 414,025,962 issued Shares respectively, representing approximately 40.54% and 27% of the total issued share capital of the Company respectively. On the basis that (i) the total issued share capital of the Company (being 1,533,231,098 Shares (including 46,496,000 treasury Shares)) remains unchanged as at the date of the 2025 AGM, and (ii) the shareholding interests of Cross Mark Limited and Mr. Marc Chan in the Company remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2025 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interests of Cross Mark Limited and Mr. Marc Chan in the issued Shares would be increased to approximately 44.89% and 29.9% of the total issued share capital of the Company respectively. In the opinion of the Directors, the abovementioned increase of shareholdings may give rise to an obligation for Cross Mark Limited to make a mandatory offer under Rule 26 of the Takeovers Code.

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

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

6. GENERAL

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

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

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, neither this explanatory statement nor the proposed share repurchases has any unusual features.

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 HK\$	Lowest HK\$
2024		
April	0.980	0.900
May	1.040	0.930
June	1.140	0.990
July	1.220	1.010
August	1.190	1.060
September	1.190	1.030
October	1.200	1.040
November	1.080	0.990
December	1.040	0.980
2025		
January	1.020	0.910
February	0.990	0.910
March	1.050	0.940
April (up to the Latest Practicable Date)	1.090	0.940

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 24,633,000 Shares on the Stock Exchange and the details are set out below.

Date of Repurchase	No. of Shares Repurchased	Price Per Share	
		Highest HK\$	Lowest HK\$
October 14, 2024	43,000	1.10	1.07
October 15, 2024	270,000	1.10	1.09
October 16, 2024	250,000	1.10	1.09
October 17, 2024	300,000	1.11	1.10
October 21, 2024	230,000	1.10	1.09
October 22, 2024	200,000	1.09	1.09
October 28, 2024	1,000,000	1.08	1.07
October 29, 2024	1,000,000	1.08	1.07
October 30, 2024	1,000,000	1.08	1.07
October 31, 2024	750,000	1.08	1.07
November 1, 2024	1,600,000	1.07	1.06
November 4, 2024	1,000,000	1.05	1.03
November 6, 2024	166,000	1.05	1.05
November 7, 2024	123,000	1.05	1.05
November 8, 2024	800,000	1.05	1.05
November 11, 2024	600,000	1.04	1.04
November 12, 2024	1,000,000	1.04	1.03
November 13, 2024	600,000	1.04	1.03
November 14, 2024	500,000	1.04	1.03
November 15, 2024	1,530,000	1.03	1.00
November 18, 2024	952,000	1.02	1.00
November 19, 2024	600,000	1.03	1.02
November 20, 2024	600,000	1.03	1.02
November 22, 2024	800,000	1.03	1.02
November 25, 2024	600,000	1.03	1.01
November 27, 2024	1,000,000	1.04	1.00
November 28, 2024	1,000,000	1.02	1.00
November 29, 2024	1,000,000	1.02	1.00
December 2, 2024	350,000	1.03	1.03
December 3, 2024	301,000	1.04	1.03
December 4, 2024	468,000	1.04	1.04
December 10, 2024	1,000,000	1.03	1.01
December 13, 2024	1,000,000	1.02	1.01
December 17, 2024	1,000,000	1.01	1.00
December 18, 2024	1,000,000	1.03	1.01

9. INTENTION STATEMENT REGARDING REPURCHASED SHARES

Subject to the applicable requirements under the Listing Rules, the Company may cancel the repurchased shares following settlement of any such repurchase or hold them as treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell these treasury Shares on the Stock Exchange and will complete such resale as soon as possible.

For any treasury Shares deposited with CCASS on the Stock Exchange, the Company will have appropriate measure to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2025 AGM, are provided below.

(1) MR. JIANG LIWEI, NON-EXECUTIVE DIRECTOR

Position and experience

Mr. Jiang Liwei (“**Mr. Jiang**”), born in 1967, is a non-executive Director. Mr. Jiang has over 20 years of management experience in the medical device industry. Mr. Jiang currently serves as the Chairman and the Chief Executive Officer of Shenzhen Futurtec Medical Co., Ltd. (深圳市鑫君特智能醫療器械有限公司). He was the Chief Executive Officer and executive Director of the Group from February 2013 to March 2019. Prior to joining the Group in February 2013, Mr. Jiang was the head of China for Biomet China Co., Ltd. (邦美(上海)商貿有限公司) from 2008 to 2013 and the general manager of Trauson (China) Medical Instrument Co., Ltd. (創生醫療器械(中國)有限公司) from 2005 to 2008. He also held various management positions with Zimmer (Shanghai) Medical International Trading Co., Ltd. (捷邁(上海)醫療國際貿易有限公司) from 1999 to 2005 and Smith & Nephew Medical (Shanghai) Limited (施樂輝醫用產品國際貿易(上海)有限公司) from 1997 to 1999. Mr. Jiang was a resident doctor for a few years upon graduation from Shanghai Second Medical University (上海第二醫科大學) (currently known as School of Medicine, Shanghai Jiaotong University (上海交通大學醫學院)) with a bachelor’s degree in clinical medicine in July 1991.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Jiang, his current term of office is 3 years from March 31, 2025, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. Mr. Jiang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

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

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Jiang was interested in 2,638,714 Shares held by him. Save as disclosed above, Mr. Jiang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Director's emoluments

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

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

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

(2) MR. LIN JUNSHAN, NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Lin Junshan (“**Mr. Lin**”), born in 1962, is a non-executive Director and a member of both the audit committee and the remuneration committee of the Company. Mr. Lin joined the Group in April 2010. Since January 2022, Mr. Lin has served as a director of Sichuan Rekind Medtec., Inc. (also known as Sichuan Ruijian Medical Technology Co. Ltd.) (四川睿健醫療科技股份有限公司), a non-wholly owned subsidiary of the Company, whose shares have been quoted on the National Equities Exchange and Quotations System since December 5, 2024 (stock code: 874652). Mr. Lin is also a director of certain other subsidiaries of the Company. In addition to his roles with the Group, Mr. Lin currently serves as the general manager of Beijing Guanshengyun Medical Technology Co., Ltd. (北京冠生雲醫療技術有限公司). Before joining the Group, Mr. Lin was a chief engineer and professoriate senior engineer of CSR Qingdao Sifang Co., Ltd. (南車青島四方機車車輛股份有限公司) (formerly known as CSR Qingdao Sifang Locomotive & Rolling Stock Co., Ltd.) from January 2007 to June 2013. After his graduation from Xi'an Jiaotong University (西安交通大學) with a doctorate degree in materials science and engineering in March 1990, Mr. Lin held various

research positions in Shanghai Jiaotong University (上海交通大學), Osaka University (Japan) and Hitachi Mechanical Engineering Research Laboratory (now Hitachi Research Laboratory), Hitachi Ltd. from April 1990 to December 2006.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Lin, his current term of office is 3 years from October 15, 2022, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Lin is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Company's Articles of Association.

Relationships

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

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lin was interested in 1,673,427 Shares held by him. Save as disclosed above, Mr. Lin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Director's emoluments

Pursuant to the letter of appointment, Mr. Lin is entitled to a fixed annual director's fee of RMB300,000, which has been determined with reference to his roles and duties, as well as the prevailing market conditions. The emoluments of Mr. Lin 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 other information of Mr. Lin to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2025 AGM

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 “**2025 AGM**”) of PW Medtech Group Limited (the “**Company**”) will be held at Building 1, No. 23 Panlong West Road, Pinggu District, Beijing, PRC on Tuesday, June 10, 2025 at 10:00 a.m. for the following purposes (capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 22, 2025 to the shareholders of the Company (the “**Circular**”) unless otherwise defined):

1. To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2024;
2. To declare a final dividend of HK5.3 cents per share for the year ended December 31, 2024;
3. To re-elect Mr. Jiang Liwei as a non-executive director of the Company;
4. To re-elect Mr. Lin Junshan as a 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 BDO Limited 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 (excluding treasury Shares) as at the date of passing of this resolution

NOTICE OF THE 2025 AGM

and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding treasury 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 (including any sale or transfer of treasury 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);

NOTICE OF THE 2025 AGM

- (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under share option scheme(s) of the Company; and
- (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 (excluding treasury Shares) 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 (excluding treasury 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

NOTICE OF THE 2025 AGM

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 2025 AGM (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 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 (excluding treasury Shares) as at the date of passing of this resolution.”

Yours faithfully,

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, April 22, 2025

Notes:

1. Any member of the Company entitled to attend and vote at the 2025 AGM 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Sunday, June 8, 2025). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the 2025 AGM and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Thursday, June 5, 2025 to Tuesday, June 10, 2025 (both days inclusive), during which period no share transfer will be registered. In order to be eligible for attending and voting at the 2025 AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time), on Wednesday, June 4, 2025.

NOTICE OF THE 2025 AGM

4. For determining the entitlement to the proposed final dividend for the year ended December 31, 2024, the register of members of the Company will be closed from Monday, July 7, 2025 to Wednesday, July 9, 2025, both days inclusive, and during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Friday, July 4, 2025.
5. References to time and dates in this Notice are to Hong Kong time and dates.