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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 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 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 2014 ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of PW Medtech Group Limited 普华和顺集团公司 to be held at Conference Rooms 6 & 7, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People's Republic of China on Wednesday, 28 May 2014 at 10:00 a.m. is set out on pages 21 to 24 of this circular. A form of proxy for use at the 2014 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 2014 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2014 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2014 annual general meeting or any adjourned meeting thereof if they so wish.

24 April 2014

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DEFINITIONS

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

“2014 AGM”	an annual general meeting of the Company to be held at Conference Rooms 6 & 7, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Wednesday, 28 May 2014 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 21 to 24 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	PW Medtech Group Limited 普华和顺集团公司, an exempted company incorporated under the laws of the Cayman Islands with limited liability on 13 May 2011, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	15 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	8 November 2013, being the date on which the Shares first commenced dealings on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD

PW MEDTECH GROUP LIMITED

普华和顺集团公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

Executive Director:

Mr. JIANG Liwei (*Chief Executive Officer*)

Non-executive Directors:

Mr. LIN Junshan (*Chairman*)

Ms. Yue'e ZHANG

Mr. FENG Dai

Independent Non-executive Directors:

Mr. ZHANG Xingdong

Mr. CHEN Geng

Mr. WANG Xiaogang

Registered Office:

The Grand Pavilion Commercial Centre

Oleander Way, 802 West Bay Road

P.O. Box 32052

Grand Cayman KY1-1208

Cayman Islands

Headquarters and Principal Place of

Business in The People's Republic of China:

1002-1003, Block C, Focus Square

No. 6 Futong East Avenue

Wangjing, Chaoyang District

Beijing, The People's Republic of China

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

24 April 2014

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 2014 ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2014 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

On 14 October 2013, written resolutions were passed by the then shareholders of the Company for, among other matters, granting general mandates to the Directors to exercise the powers of the Company to repurchase Shares (not exceeding 160,000,000 Shares) and to issue new Shares (not exceeding 320,000,000 Shares). Up to the Latest Practicable Date, such mandates have not been used and, if not used by the 2014 AGM, will lapse at the conclusion of the 2014 AGM.

Ordinary resolutions will be proposed at the 2014 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, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding US\$16,600 (equivalent to 166,000,000 Shares) on the basis that the existing issued share capital of the Company of 1,660,000,000 Shares remains unchanged as at the date of the 2014 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding US\$33,200 (equivalent to 332,000,000 Shares) on the basis that the existing issued share capital of the Company of 1,660,000,000 Shares remains unchanged as at the date of the 2014 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2014 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 11 and 12 of the notice of the 2014 AGM as set out on pages 21 to 24 of this circular.

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

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Buyback Mandate or to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Articles 108 and 112 of the Articles of Association and according to the Directors' wishes, all the existing seven Directors shall retire at the 2014 AGM and, being eligible, all of them will offer themselves for re-election at the 2014 AGM.

In accordance with 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 seven Directors proposed to be re-elected at the 2014 AGM are set out in Appendix II to this circular.

4. 2014 AGM AND PROXY ARRANGEMENT

The notice of the 2014 AGM is set out on pages 21 to 24 of this circular. At the 2014 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Buyback Mandate, and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2014 AGM. An announcement on the poll vote results will be published by the Company after the 2014 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The 2013 annual report containing the audited consolidated financial statements of the Company for the year ended 31 December 2013 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

A form of proxy for use at the 2014 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 2014 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2014 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2014 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2014 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 Buyback Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2014 AGM.

Yours faithfully,
By order of the Board
PW Medtech Group Limited
普华和顺集团公司
Lin Junshan
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2014 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

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

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,660,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the 2014 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2014 AGM, i.e. being 1,660,000,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, Shares of an aggregate nominal amount not exceeding US\$16,600 (equivalent to 166,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the 2014 AGM.

3. FUNDING OF REPURCHASES

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the

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

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Cross Mark Limited, WP X Asia Medical Devices Holdings Limited and Mr. Marc Chan (through Right Faith Holdings Limited and Amplewood Resources Limited, which are wholly owned by him) were interested in 547,061,863, 327,148,418 and 249,242,544 issued Shares respectively, representing approximately 32.96%, 19.71% and 15.01% of the total issued share capital of the Company respectively. On the basis that (i) the total issued share capital of the Company (being 1,660,000,000 Shares) remains unchanged as at the date of the 2014 AGM, and (ii) the shareholding interests of Cross Mark Limited (being 547,061,863 issued Shares), WP X Asia Medical Devices Holdings Limited (being 327,148,418 issued Shares) and Mr. Marc Chan (being 249,242,544 issued Shares) in the Company remain unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2014 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Cross Mark Limited, WP X Asia Medical Devices Holdings Limited and Mr. Marc Chan in the issued Shares would be increased to approximately 36.62%, 21.90% and 16.68% of the total issued share capital of the Company respectively. As far as the Directors are aware, no Shareholder, other than Cross Mark Limited, WP X Asia Medical Devices Holdings Limited and Mr. Marc Chan, owns interests of 10% or more in the issued Shares as at the Latest Practicable Date.

In the opinion of the Directors, the above-mentioned increase of shareholdings may give rise to an obligation for Cross Mark Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Buyback Mandate to such an extent as would give rise to such an obligation.

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

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

6. GENERAL

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share per month since the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2013		
November (<i>since the Listing Date</i>)	4.00	3.10
December	3.90	3.45
2014		
January	4.20	3.04
February	3.63	3.10
March	4.11	3.36
April (up to the Latest Practicable Date)	3.78	3.45

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the period from the Listing Date up to the Latest Practicable Date, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2014 AGM, are provided below.

(1) MR. JIANG LIWEI, EXECUTIVE DIRECTOR

Position and experience

Mr. Jiang Liwei (“**Mr. Jiang**”), aged 46, is the Company’s chief executive officer and executive Director who is primarily responsible for the overall corporate strategies and management of the Group. Mr. Jiang has 20 years of management experience in the medical device industry. Prior to joining the Group in February 2013, Mr. Jiang was the head of China for Biomet China Co., Ltd. from 2008 to 2013 and the general manager of Trauson Medical Device (China) Co., Ltd. from 2005 to 2008. He also held various management positions with Zimmer (Shanghai) Medical International Trading Co., Ltd. from 1999 to 2005 and Smith & Nephew Medical (Shanghai) Limited from 1997 to 1999. Mr. Jiang was a resident doctor for a few years upon graduation from Shanghai Second Medical University (now School of Medicine, Shanghai Jiaotong University) 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 director’s service contract entered into between the Company and Mr. Jiang, his current term of office is from 14 October 2013 (the date of the contract) to the date of holding the Company’s 2016 annual general meeting, unless terminated by either party giving to the other not less than 90 days’ 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 held 6,369,427 share options granted by the Company, entitling him to subscribe for 6,369,427 Shares. Save as disclosed above, Mr. Jiang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Jiang is entitled to a fixed basic salary and an annual bonus subject to the fulfillment of certain performance target. For the year ended 31 December 2013, Mr. Jiang's salary and other benefits amounted to RMB3,045,000 (consisting of (i) share-based compensation amounting to RMB1,784,000; (ii) wages, salaries and bonuses amounting to RMB1,184,000; and (iii) social security and housing fund amounting to RMB77,000). He is also eligible to participate in the Company's share option schemes. The above emoluments of Mr. Jiang have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and 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**”), aged 51, is the chairman of the Board, a non-executive Director and the chairman of the Nomination Committee of the Company. Mr. Lin joined the Group as a director of Tianjin Walkman Biomaterial Co., Ltd. (an indirect wholly-owned subsidiary of the Company) in April 2010, and has been a director of PWM Investment Holdings Company Limited (a direct wholly-owned subsidiary of the Company) since December 2010, a director of PW Medtech (Beijing) Limited (an indirect wholly-owned subsidiary of the Company) since February 2013 and the chairman of Beijing Fert Technology Co., Ltd. (an indirect wholly-owned subsidiary of the Company) since April 2013. Before joining the Group, Mr. Lin was a chief engineer and professoriate senior engineer of CSR Qingdao Sifang Co., Ltd. (formerly known as “CSR Qingdao Sifang Locomotive & Rolling Stock Co., Ltd.”) from January 2007 to June 2013. After graduation from Xi'an Jiaotong University with a doctorate degree in materials science and engineering in March 1990, Mr. Lin held various research positions in Shanghai Jiaotong University, Osaka University (Japan) and Hitachi Mechanical Engineering Research Laboratory (now Hitachi Research Laboratory), Hitachi Ltd. from April 1990 to December 2006.

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

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 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

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 held 12,738,854 share options granted by the Company, entitling him to subscribe for 12,738,854 Shares. Save as disclosed above, Mr. Lin was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Lin is entitled to an annual director's fee of RMB300,000, which has been determined with reference to his role and duties, as well as the prevailing market conditions. He is also eligible to participate in the Company's share option schemes. For the year ended 31 December 2013, Mr. Lin's remuneration amounted to RMB3,868,000 (consisting of (i) share-based compensation amounting to RMB3,568,000; and (ii) wages, salaries and bonuses amounting to RMB300,000). 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 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.

(3) MS. YUE'E ZHANG, NON-EXECUTIVE DIRECTOR**Position and experience**

Ms. Yue'e Zhang ("**Ms. Zhang**"), aged 50, is a non-executive Director and a member of the Audit Committee of the Company. She is also the executive director of Cross Mark Limited (the controlling Shareholder) since February 2007 and a director of PWM Investment Holdings Company Limited (a direct wholly-owned subsidiary of the Company) since December 2010. In addition to her roles with the Group, Ms. Zhang currently serves as the general manager, senior engineer and executive director of WP Medical Technologies, Inc. Ms. Zhang has worked in the medical device industry for approximately 20 years and has accumulated considerable experience in product design, research and development, and management and investment. Ms. Zhang graduated from Xi'an Jiaotong University with a bachelor's degree in materials science and engineering in July 1985, and later received two master's degrees relating to materials science and management from Xi'an University of Technology and Florida International University in July 1988 and April 1996, respectively.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Ms. Zhang, her current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Ms. Zhang is the executive director of Cross Mark Limited (the controlling Shareholder) and the daughter of Ms. Yufeng Liu (the ultimate controlling Shareholder who wholly owns Cross Mark Limited). Save as disclosed above and as far as the Directors are aware, Ms. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang held 2,547,771 share options granted by the Company, entitling her to subscribe for 2,547,771 Shares. Save as disclosed above, Ms. Zhang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Ms. Zhang is not entitled to any director's fee. For the year ended 31 December 2013, Ms. Zhang's remuneration amounted to RMB714,000 (consisting solely of share-based compensation amounting to RMB714,000). She is also eligible to participate in the Company's share option schemes. The emoluments of Ms. Zhang are subject to revision in future by the decision of the Board based on the recommendation of the 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 Ms. Zhang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

(4) MR. FENG DAI, NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Feng Dai (“**Mr. Feng**”), aged 38, is a non-executive Director and a member of the Remuneration Committee of the Company. He is also the chairman of Tianjin Walkman Biomaterial Co., Ltd. (an indirect wholly-owned subsidiary of the Company) since January 2013, a director of PWM Investment Holdings Company Limited (a direct wholly-owned subsidiary of the Company) since December 2010 and a director of Beijing Fert Technology Co., Ltd. (an indirect wholly-owned subsidiary of the Company) since December 2012. He also served as a director of Tianjin Walkman Biomaterial Co., Ltd. from October 2010 to February 2012. In addition to his roles with the Group, Mr. Feng is currently a managing director of Warburg Pincus Asia LLC and a director of EA Inc. and Beijing Amcare Women's and Children's Hospital Co., Ltd. Mr. Feng has ceased to act as a director of Lepu Medical Technology (Beijing) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300003) since 27 December 2013. Prior to joining Warburg Pincus Asia LLC, Mr. Feng commenced his career with Goldman Sachs (Asia) LLC as an analyst in 1997 and an associate in 2003. Mr. Feng graduated from Harvard University with a bachelor's degree in electrical engineering in June 1997.

Save as disclosed above, Mr. Feng 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. Feng, his current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Feng 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. Feng was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Mr. Feng is not entitled to any director's fee and did not receive any emoluments as a director of the Company for the year ended 31 December 2013. He is eligible to participate in the Company's share option schemes. The emoluments of Mr. Feng 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. Feng 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. Feng that need to be brought to the attention of the Shareholders.

(5) MR. ZHANG XINGDONG, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Zhang Xingdong ("Mr. Zhang"), aged 76, has been appointed as an independent non-executive Director since October 2013. He is also a member of the Remuneration Committee and the Nomination Committee of the Company. He had been an independent non-executive director of LifeTech Scientific Corporation (a company listed on the Main Board of the Stock Exchange, stock code: 1302) from 22 October 2011 to 31 March 2014. Mr. Zhang is

currently a professor at Sichuan University, an Academician of the Chinese Academy of Engineering and the president of the Chinese Society for Biomaterials. He has more than 10 honorary titles, including the International Union of Societies for Biomaterials Science and Engineering, council member of the Tissue Engineering and Regenerative Medicine International Society (Asia Pacific Chapter), adviser in the Science and Technology Advisory Group for the People's Government of Sichuan Province, chairman of National Technical Committee 248 on Biological Evaluation on Medical Device of Standardization, and chairman of National Technical Committee on Dental Materials and Devices of Standardization. Mr. Zhang has also been elected as a Foreign Associate of National Academy of Engineering in 2014. Mr. Zhang has conducted in-depth research in artificial bone and coatings which is widely recognized and applied in the People's Republic of China medical equipment. His research has received numerous awards, including the National Science and Technology Progress Award. Mr. Zhang graduated from Sichuan University with a bachelor's degree in solid state physics in 1960.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Zhang, his current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Zhang 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. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Zhang is entitled to an annual director's fee of HK\$200,000, which has been determined with reference to his role and duties, as well as the prevailing market conditions. For the year ended 31 December 2013, the director's fee paid to Mr. Zhang amounted to RMB39,000. Mr. Zhang is also eligible to participate in the

Company's share option schemes. The emoluments of Mr. Zhang 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. Zhang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(6) MR. CHEN GENG, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and experience

Mr. Chen Geng ("Mr. Chen"), aged 43, has been appointed as an independent non-executive Director since October 2013. He is also the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Chen has been the vice president of Peking University Resources (Holdings) Company Limited (name changed from "EC-Founder (Holdings) Company Limited" on 25 October 2013; a company listed on the Main Board of the Stock Exchange, stock code: 618) since May 2013. He also served as the above listed company's executive president from 2005 to 2006 and executive director from 2006 to May 2013. He was also an executive director of Founder Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 418) from 2006 to 2011, the vice president of New Auto Group from 2004 to 2005 and had worked in various investment firms in The People's Republic of China, garnering extensive experience in finance and management. Mr. Chen has obtained the qualification of senior economist from China State Construction Engineering Corporation in October 2010. He graduated from Northwest University with a bachelor's degree in administrative management in July 1993 and later received an EMBA degree from Guanghua School of Management, Peking University in January 2005.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Chen, his current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Chen is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

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

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen held 1,273,885 share options granted by the Company, entitling him to subscribe for 1,273,885 Shares. Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Chen is entitled to an annual director's fee of HK\$200,000, which has been determined with reference to his roles and duties, as well as the prevailing market conditions. For the year ended 31 December 2013, Mr. Chen's remuneration amounted to RMB396,000 (consisting of (i) share-based compensation amounting to RMB357,000; and (ii) director's fee amounting to RMB39,000). Mr. Chen is also eligible to participate in the Company's share option schemes. The emoluments of Mr. Chen are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

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

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

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

Mr. Wang Xiaogang ("**Mr. Wang**"), aged 40, has been appointed as an independent non-executive Director since October 2013. He is also the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr. Wang has been a managing director of China Aerospace Industry Investment Fund Management (Beijing) Co., Ltd. since February 2011. He was previously a partner at PricewaterhouseCoopers Consulting (Shenzhen) Co., Ltd. ("**PricewaterhouseCoopers Consulting**"), where his work focused primarily on financial advisory on investment, merger and acquisition related transactions. He joined PricewaterhouseCoopers Consulting in 1997. Mr. Wang obtained the qualification of Certified Public Accountant from Beijing Institute of Certified Public Accountants in June 1997 and the

qualification to practice law in the People's Republic of China from the Ministry of Justice in February 2007. Mr. Wang graduated from Hangzhou Institute of Electronic Engineering (now named Hangzhou Dianzi University) with a bachelor's degree in accounting in July 1995, and later received a master's degree in investment management from Sir John Cass Business School of The City University London in March 2004.

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

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Wang, his current term of office is 3 years from 14 October 2013, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Wang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

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

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang held 1,273,885 share options granted by the Company, entitling him to subscribe for 1,273,885 Shares. Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Wang is entitled to an annual director's fee of HK\$200,000, which has been determined with reference to his roles and duties, as well as the prevailing market conditions. For the year ended 31 December 2013, Mr. Wang's annual remuneration amounted to RMB396,000 (consisting of (i) share-based compensation amounting to RMB357,000; and (ii) director's fee amounting to RMB39,000). Mr. Wang is also eligible to participate in the Company's share option schemes. The emoluments of Mr. Wang are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

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

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

PW MEDTECH GROUP LIMITED

普 华 和 顺 集 团 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of PW Medtech Group Limited 普华和顺集团公司 (the “**Company**”) will be held at Conference Rooms 6 & 7, Level 2, Kuntai Hotel, No. 2 Qiyang Road, Chaoyang District, Beijing, The People’s Republic of China on Wednesday, 28 May 2014 at 10:00 a.m. for the purposes of considering the following ordinary businesses:

1. To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2013;
2. To re-elect Mr. Jiang Liwei as an executive director of the Company;
3. To re-elect Mr. Lin Junshan as a non-executive director of the Company;
4. To re-elect Ms. Yue’e Zhang as a non-executive director of the Company;
5. To re-elect Mr. Feng Dai as a non-executive director of the Company;
6. To re-elect Mr. Zhang Xingdong as an independent non-executive director of the Company;
7. To re-elect Mr. Chen Geng as an independent non-executive director of the Company;
8. To re-elect Mr. Wang Xiaogang as an independent non-executive director of the Company;
9. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
10. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
11. 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

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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 nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; 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.”;
12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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);

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- (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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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

- 13. 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 11 and 12 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to

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such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

By order of the Board
PW Medtech Group Limited
普华和顺集团公司
Lin Junshan
Chairman

Hong Kong, 24 April 2014

As at the date of this notice, the Board of Directors of the Company comprises Mr. Jiang Liwei as executive director; Mr. Lin Junshan, Ms. Yue'e Zhang and Mr. Feng Dai as non-executive directors; Mr. Zhang Xingdong, Mr. Wang Xiaogang and Mr. Chen Geng as independent non-executive directors.

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong (i.e. Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
4. Where there are joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 26 May 2014 to Wednesday, 28 May 2014 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited (at its address shown in Note 2 above) for registration no later than 4:30 p.m., on Friday, 23 May 2014.