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PW MEDTECH GROUP LIMITED

普 华 和 顺 集 团 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of PW Medtech Group Limited (the “**Company**”) will be held at 8:30 a.m. on July 16, 2014 (Wednesday) at 1002–1003, Block C, Focus Square, No. 6 Futong East Avenue, Wangjing, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated June 30, 2014 (the “**Circular**”):

AS ORDINARY RESOLUTION

“**THAT** the Equity Transfer Agreement be and is hereby approved and ratified and any one Director be and is hereby authorized to, on behalf of the Company, take all steps he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Equity Transfer Agreement.”

By order of the Board
PW Medtech Group Limited
LIN Junshan
Chairman of the Board

Hong Kong, June 30, 2014

As at the date of this notice, the Board comprises one executive director, namely, Mr. JIANG Liwei; three non-executive directors, namely, Mr. LIN Junshan, Ms. Yue’e ZHANG and Mr. FENG Dai; and three independent non-executive directors, namely, Mr. ZHANG Xingdong, Mr. WANG Xiaogang and Mr. CHEN Geng.

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM 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 EGM 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 EGM, 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 EGM, 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.