
LETTER FROM THE INDEPENDENT BOARD COMMITTEE

PW MEDTECH GROUP LIMITED

普华和顺集团公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

November 20, 2024

To the Independent Shareholders

Dear Sir or Madam,

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO SALES OF MEDICAL DEVICES**

We have been appointed as members of the Independent Board Committee to consider the Renewed Sales of Medical Device Framework Agreement and the transactions contemplated thereunder (including the Annual Caps), details of which are set out in the Letter from the Board contained in the circular to the shareholders of the Company dated November 20, 2024 (the “**Circular**”), of which this letter forms part, and to advise you as to the fairness and reasonableness of the same. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the Renewed Sales of Medical Device Framework Agreement (including the Annual Caps) and the advice and opinion of Zero2IPO Capital Limited in relation thereto as set out on pages 16 to 36 of the Circular, we are of the opinion that (i) the Renewed Sales of Medical Device Framework Agreement was entered into in the ordinary and usual course of business with normal commercial terms; and (ii) the Renewed Sales of Medical Device Framework Agreement and the transactions contemplated thereunder (including the Annual Caps) are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. We therefore recommend that you vote in favour of the resolution to be proposed at the EGM to approve the Renewed Sales of Medical Device Framework Agreement and the transactions contemplated thereunder (including the Annual Caps).

Yours faithfully,
for and on behalf of the
Independent Board Committee of
PW Medtech Group Limited
普华和顺集团公司
Mr. Wang Xiaogang
Mr. Chen Geng
Ms. Wang Fengli
Independent Non-executive Directors