

These procedures are prepared in Chinese and English. In the event that there is any discrepancy or inconsistency between the two versions, the English version shall prevail.

PW MEDTECH GROUP LIMITED

普华和顺集团公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1358)

Procedures for shareholders to propose a person for election as a director

1. Shareholders' proposal for electing a person as a director

The procedures for proposing a person for election as a director of the Company (the “**Director**”) as laid down in Article 113 of the Company’s Articles of Association are set out below.

- A shareholder of the Company who wishes to propose a person for election as a Director shall deposit a notice in writing indicating his/her intention to do so.
- The person proposed for election as a Director shall also lodge a notice in writing indicating his/her willingness to be elected.
- Such notices shall be lodged at the head office of the Company at 1002-1003, Block C, Focus Square, No. 6 Futong East Avenue, Wangjing, Chaoyang District, Beijing, The People’s Republic of China or at the address of Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

2. Shareholders' requisition for convening an extraordinary general meeting

- Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director.
- Pursuant to Article 64 of the Company’s Articles of Association, extraordinary general meetings may be convened by the Board on requisition of shareholder(s) holding not less than one-tenth of the paid up capital of the Company or by such shareholder(s) who made the requisition (as the case may be). The objects of the meeting must be set out in the related requisition deposited at the Company’s head office stated above.

Date: 4 February 2015