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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)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON DECEMBER 8, 2020
AND
PAYMENT OF THE SPECIAL DIVIDEND**

The Board is pleased to announce that both the resolutions proposed at the EGM held on December 8, 2020 were duly passed.

The amount of the Special Dividend payable is HK\$1.5766 per Share.

As the Special Dividend is subject to the closing of the Disposals, the Special Dividend may or may not be paid. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

Reference is made to (i) the relevant announcements of PW Medtech Group Limited (the “**Company**”) dated October 26, 2020, November 6, 2020, November 13, 2020, November 19, 2020 and November 20, 2020; (ii) the circular and the supplemental circular of the Company dated November 16, 2020 and November 23, 2020 (the “**Circulars**”), respectively; and (iii) the revised notice of the EGM dated November 23, 2020, in relation to, among others, the Disposals, the Merger Voting Undertaking and the proposed Special Dividend. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF THE EGM

The Board is pleased to announce that both the resolutions proposed at the extraordinary general meeting of the Company held on December 8, 2020 (the “EGM”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
1.	<p>THAT:</p> <p>(a) the Effective Disposal through either (i) the Transaction Documents and the transactions contemplated thereunder (including the Disposals) or (ii) the provision of the Merger Voting Undertaking and the transactions facilitated thereunder (including the Cash Out), together with the Transaction Documents, the Merger Voting Undertaking and the transactions contemplated and facilitated thereunder (including the Disposals and the Cash Out), be and are hereby confirmed, approved and ratified; and</p> <p>(b) the executive director of the Company be and is hereby authorized on behalf of the Company to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) as she may, in her absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, or to ensure smooth implementation of and to give effect to the Effective Disposal, the Disposals, the Cash Out, the Transaction Documents, the Merger Voting Undertaking and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree to such alterations, amendments and additions thereto as the executive director of the Company may, in her absolute discretion, consider necessary, desirable or expedient in the interests of the Company.</p>	721,498,478 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
2.	To declare the proposed Special Dividend of US\$0.2034 per Share (equivalent to approximately HK\$1.5764 per Share for illustration purpose) (subject to the closing of the Disposals), and the Board be and is hereby authorised to effect the payment of the proposed Special Dividend in HK\$ at the relevant exchange rate on December 8, 2020 and to do all acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the proposed Special Dividend on or around January 20, 2021.	721,498,478 (100.00%)	0 (0.00%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the EGM in person or by proxy.
- (b) As all the votes were cast in favour of both the resolutions, both resolutions were duly passed as ordinary resolutions of the Company.
- (c) The total number of shares of the Company in issue as at the date of the EGM: 1,569,246,098 shares.
- (d) As set out in the Circulars, Right Faith Holdings Limited and Amplewood Resources Limited, directly hold 393,385,962 shares and 15,000,000 shares of the Company, respectively, are required to abstain from voting on the resolutions proposed at the EGM pursuant to the Listing Rules, as both companies are wholly-owned by Mr. Marc Chan (ultimately a substantial Shareholder and the sole owner of Parfield International Ltd. which is one of the Initial Consortium Members) who has a material interest in the resolutions proposed at the EGM. Right Faith Holdings Limited and Amplewood Resources Limited have stated their intention to abstain from voting on the resolutions proposed at the EGM, and have done so at the EGM.

In addition, as set out in the Circulars, Cross Mark Limited, a controlling shareholder of the Company, has stated its intention to vote in favor of the resolution no. 1 proposed at the EGM, and has done so at the EGM.

Save as disclosed above, no other parties have stated their intention in the Circulars to vote against or to abstain from voting on the resolutions at the EGM.

- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the EGM: 1,160,860,136 shares.

- (f) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (g) The Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

PAYMENT OF THE SPECIAL DIVIDEND

The Board is pleased to announce that the proposed payment of the Special Dividend of US\$0.2034 per Share (subject to the closing of the Disposals) has been approved by the Shareholders at the EGM.

The Special Dividend will be declared in US\$ and paid in HK\$. The conversion of US\$ into HK\$ for the payment of the Special Dividend in HK\$ will be calculated by using the exchange rate of US\$1.00 to HK\$7.7510 on December 8, 2020, being the date of the EGM. Accordingly, the amount of the Special Dividend payable is HK\$1.5766 per Share. Shareholders whose names appear on the register of members of the Company as of the close of business on December 24, 2020, being the Dividend Record Date, are entitled to receive the Special Dividend (subject to the closing of the Disposals). It is expected that, subject to the closing of the Disposals, the Special Dividend will be paid to the Qualifying Shareholders on or around January 20, 2021.

Please refer to the Circulars for further details in relation to the payment of the Special Dividend, including, among others, the arrangement for the closure of the register of members of the Company.

As the Special Dividend is subject to the closing of the Disposals, the Special Dividend may or may not be paid. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

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, December 8, 2020

As at the date of this announcement, the Board comprises one executive director, namely, Ms. Yue'e Zhang; two non-executive directors, namely Mr. Jiang Liwei and Mr. Lin Junshan; and three independent non-executive directors, namely, Mr. Wang Xiaogang, Mr. Zhang Xingdong and Mr. Chen Geng.