

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this prospectus.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), individually or collectively, as the context may require
“Articles of Association” or “Articles”	our amended and restated articles of association, as adopted on October 14, 2013, a summary of which is set out in Appendix III to this prospectus, and as amended from time to time
“associate”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	our board of Directors
“Bone Medical”	Shenzhen Bone Medical Device Co., Ltd. (深圳市博恩醫療器材有限公司), a Sino-foreign equity joint venture enterprise established under the laws of the PRC on November 12, 2002 and indirectly wholly owned by our Company
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of a total of 1,105,725,655 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company as described in “Appendix IV — Statutory and General Information” to this prospectus
“Cayman”	the Cayman Islands
“Cayman Companies Law” or “Companies Law”	the Companies Law (2012 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CFDA”	the China Food and Drug Administration (中華人民共和國國家食品藥品監督管理總局)
“China” or “PRC”	the People’s Republic of China, which for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “Group”, “our Group”, “PW Medtech”, “we” or “us”	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 May 13, 2011 and except where the context indicated otherwise (i) our subsidiaries and (ii) with respect to the period before our Company became the holding company of our present subsidiaries, the business operated by our present subsidiaries or (as the case may be) their predecessors
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Ms. Yufeng LIU, our ultimate controlling shareholder, and the company through which she holds equity interest in our Company, namely, Cross Mark

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“Cross Mark”	Cross Mark Limited, a company incorporated in the BVI on January 11, 2007 and directly wholly owned by Ms. Yufeng LIU, our ultimate Controlling Shareholder
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“DEHP/DOP”	di (2-ethylhexyl) phthalate, a chemical added to PVC to make it softer and more elastic
“Director(s)”	the director(s) of our Company or any one of them
“Fert Device”	Fert Medical Device Co., Ltd. (北京伏爾特醫療器材科技有限公司), a limited liability company established under the laws of the PRC on August 14, 2002 and owned by Independent Third Parties
“Fert Technology”	Beijing Fert Technology Co., Ltd. (北京伏爾特技術有限公司), a Sino-foreign equity joint-venture enterprise established under the laws of the PRC on September 23, 1997 and indirectly wholly owned by our Company
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“GREEN application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Health Access”	Health Access Limited, a company incorporated under the laws of Hong Kong on June 29, 2011 and directly wholly owned by our Company
“Health Forward”	Health Forward Holdings Limited, a company incorporated under the laws of Hong Kong on January 21, 2010 and indirectly wholly owned by our Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

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“HK eIPO White Form”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting application online through the designated website of HK eIPO White Form at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website of the HK eIPO White Form at www.hkeipo.hk
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer Shares”	the 40,000,000 new Shares initially being offered by our Company for subscription at the Offer Price under the Hong Kong Public Offering (subject to adjustment as described in “Structure and Conditions of the Global Offering”)
“Hong Kong Public Offering”	the offer by our Company of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong as described in “Structure and Conditions of the Global Offering” at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price) and on and subject to the terms and conditions stated herein and in the Application Forms relating thereto
“Hong Kong Share Registrar”	Tricor Investor Services Limited, the Hong Kong share registrar of our Company
“Hong Kong Underwriter”	the underwriter of the Hong Kong Public Offering named in “Underwriting — Hong Kong Underwriter” of this prospectus
“Hong Kong Underwriting Agreement”	the conditional Hong Kong underwriting agreement on or about October 25, 2013 relating to the Hong Kong Public Offering entered into by, among others, our Company, the Sole Global Coordinator and the Hong Kong Underwriter

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“Independent Third Party(ies)”	an entity or person who is not a connected person within the meaning ascribed under the Listing Rules
“International Offer Shares”	the 360,000,000 new Shares initially being offered by our Company for subscription at the Offer Price under the International Offering (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering”) together with (unless the context otherwise requires) any Shares issued pursuant to any exercise of the Over-allotment Option
“International Offering”	the conditional placing by the International Underwriter of the International Offer Shares outside the United States (including to professional, institutional and corporate investors and excluding retail investors in Hong Kong) in reliance on Regulation S and to QIBs in the United States in reliance on Rule 144A for cash at the Offer Price plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price, details of which are described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“International Underwriter”	Morgan Stanley & Co. International plc
“International Underwriting Agreement”	the conditional placing and purchase agreement relating to the International Offering and expected to be entered into by, among others, our Company and the Sole Bookrunner and the International Underwriter on or about the Price Determination Date
“Kanghui”	China Kanghui Holdings, a PRC-based medical device company, which was acquired by Medtronic, Inc., an MNC, in 2012
“Latest Practicable Date”	October 21, 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date expected to be on or about November 8, 2013 on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of our Company, as adopted on October 14, 2013, a summary of certain provisions of which is set out in Appendix III to this prospectus, and as amended from time to time
“MNC”	multinational corporation
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOH”	the National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會)
“NASDAQ”	the National Association of Securities Dealers Automated Quotations
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NYSE”	the New York Stock Exchange
“Offer Price”	the final Hong Kong dollar price per Offer Share (before brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Global Offering, which will be not more than HK\$3.38 and is expected to be not less than HK\$2.60, to be determined as described in the section headed “Structure and Conditions of the Global Offering — Determining the Offer Price”
“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares

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“Over-allotment Option”	the option to be granted by our Company to the International Underwriter under the International Underwriting Agreement pursuant to which our Company may be required by the Sole Global Coordinator (on behalf of the International Underwriter), to allot and issue up to 60,000,000 additional new Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Placing, if any
“Over-allotment Shares”	up to 60,000,000 Shares which our Company may be required to issue at the Offer Price pursuant to the Over-allotment Option
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PES”	polyethersulfone, a type of plastic material
“Pre-IPO Share Option Scheme”	the Pre-IPO Share Option Scheme adopted by our Company on July 3, 2013 and amended on October 14, 2013, the principal terms of which are summarized in Appendix IV — “Statutory and General Information — Pre-IPO Share Option Scheme”
“Price Determination Date”	the date, expected to be on or about October 31, 2013 (Hong Kong time), when the Offer Price is determined and, in any event, no later than November 4, 2013
“PVC”	polyvinyl chloride, a type of plastic material
“PW Medtech (Beijing)”	PW Medtech (Beijing) Limited (普華和順 (北京) 醫療科技有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on August 10, 2000 and indirectly wholly owned by our Company
“PWM Investment”	PWM Investment Holdings Company Limited, a company incorporated under the laws of Hong Kong on October 30, 2009 and directly wholly owned by our Company
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act

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“related parties”	has the meaning as set out in the paragraph headed “Related parties” under Note 32 to the Accountant’s Report set out in Appendix I to this prospectus
“Renli Orthopedic”	Tianjin Renli Orthopedic Instrument Co., Ltd. (天津市人立骨科器械有限公司), a limited liability company established under the laws of the PRC on September 2, 2002 and indirectly owned as to 60% by Walkman Biomaterial until September 2013, when such equity interest was sold to an Independent Third Party
“Reorganization”	the reorganization of our Group in anticipation of the Listing, the details of which are set out in the section headed “History and Corporate Development” in this prospectus
“Right Faith”	Right Faith Holdings Limited, a company incorporated in the BVI on March 30, 2010 and directly wholly owned by Mr. Marc CHAN, a financial investor in our Group
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shandong Fert”	Shandong Fert Technology Co., Ltd. (山東伏爾特技術有限公司), a limited liability company established under the laws of the PRC on January 8, 2013 and directly wholly owned by Fert Technology

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“Share(s)”	ordinary share(s) of par value US\$0.0001 each in the issued share capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on October 14, 2013, the principal terms of which are summarized in Appendix IV — “Statutory and General Information — Other Information — Share Option Scheme”
“Shengge Bioengineering”	Tianjin Shengge Bioengineering Co., Ltd. (天津市聖格生物工程有限公同), a limited liability company established under the laws of the PRC on March 21, 2006 and directly wholly owned by Walkman Biomaterial
“Sole Global Coordinator,” “Sole Bookrunner,” “Sole Lead Manager,” “Sole Sponsor,” and “Stabilizing Manager”	Morgan Stanley Asia Limited
“Sparkle Wealthy”	Sparkle Wealthy Limited, a company incorporated in the BVI on March 17, 2010 and directly wholly owned by Mr. LI Ngai, a financial investor in our Group
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it in the Listing Rules
“Tianqiong Investment”	Lhasa Tianqiong Investment Management Co., Ltd. (拉薩天穹投資管理有限公同), a wholly foreign-owned enterprise established under the laws of the PRC on January 30, 2013 and indirectly wholly owned by our Company
“TPE”	thermoplastic elastomers, a material that is a physical mix of plastic and rubber
“TPU”	thermoplastic polyurethanes, a plastic material

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“Track Record Period”	the period consisting of the three years ended December 31, 2012 and the six months ended June 30, 2013
“Trauson”	Trauson Holdings Company Limited (創生控股有限公司), a PRC-based medical device company, which was acquired by Stryker Corporation, an MNC, in 2013
“Underwriters”	the Hong Kong Underwriter and the International Underwriter
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, as defined in Regulation S
“U.S. FDA”	the Food and Drug Administration of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Walkman Biomaterial”	Tianjin Walkman Biomaterial Co., Ltd. (天津市威曼生物材料有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on November 8, 2001 and indirectly wholly owned by our Company
“Weili Medical”	Anyang Weili Medical Instrument Manufacturing Co., Ltd. (安陽市偉力醫療器械製造有限責任公司), a limited liability company established under the laws of the PRC on August 12, 1996 and directly wholly owned by Walkman Biomaterial
“WHITE Application Form(s)”	the application form(s) for use by the public who require such Hong Kong Public Offer Shares to be issued in the applicants’ own names
“WP X”	WP X Asia Medical Devices Holdings Limited, a company incorporated in the BVI on November 22, 2007 and wholly owned by Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P., private equity funds managed by Warburg Pincus LLC, a New York limited liability company

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“YELLOW Application Form(s)”	the application form(s) for use by the public who require such Hong Kong Public Offer Shares to be deposited directly in CCASS
“Yijia Medical”	Xuzhou Yijia Medical Instrument Co., Ltd. (徐州一佳醫療器械有限公司), a limited liability company established under the laws of the PRC on June 30, 2003 and directly wholly owned by Fert Technology
“Yinger Biotechnology”	Tianjin Yinger Biotechnology Co., Ltd. (天津市英爾生物技術有限公司), a limited liability company established under the laws of the PRC on October 22, 2009 and directly wholly owned by Walkman Biomaterial until September 2013, when such equity interest was disposed of to an Independent Third Party in September 2013
“Yingshang Technological”	Tianjin Yingshang Technological Development Co., Ltd. (天津市英尚科技發展有限公司), a limited liability company established under the laws of the PRC on October 16, 2009 and indirectly wholly owned by our Company
“Zhong Jian Kang Da”	Tianjin Pharmaceutical Zhong Jian Kang Da Medical Device Co., Ltd. (天津市醫藥集團眾健康達醫療器械有限公司), a limited liability company established under the laws of the PRC and a 40% shareholder of Renli Orthopedic
“Zhong Jie Tian Gong”	Beijing Zhong Jie Tian Gong Medtech Co., Ltd. (北京中傑天工醫療科技有限公司), a limited liability company established under the laws of the PRC on September 22, 2011 and directly wholly owned by Fert Technology
“%”	per cent

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Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-Allotment Option.

All times refer to Hong Kong time.

Unless otherwise specified, amounts denominated in RMB and US\$ have been converted into Hong Kong dollars in this prospectus for the purpose of illustration only and at the rates set forth below:

US\$1: HK\$7.7541

RMB0.7925: HK\$1

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been converted on the relevant dates at the above rates or at any other rate or at all.

Translated English names of Chinese laws and regulations, natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for identification purposes only.