
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Weigang Environmental Technology Holding Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Weigang Environmental Technology Holding Group Limited
维港环保科技控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1845)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED CHANGE OF AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Weigang Environmental Technology Holding Group Limited to be held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Wednesday, 5 June 2019 at 3:00 p.m., at which, among other things, the above proposals will be considered, which set out on pages 20 to 23 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Weigang Environmental Technology Holding Group Limited's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

6 May 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Explanatory Statement on Repurchase Mandate	11
Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting	14
Notice of Annual General Meeting	20

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Wednesday, 5 June 2019 at 3:00 p.m.
“Articles”	the articles of association of the Company adopted on 10 December 2018
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Company”	Weigang Environmental Technology Holding Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 May 2017
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended supplemental or otherwise modified from time to time
“Director(s)”	director(s) of the Company
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Public Offering”	the conditional offering by the Company of 31,248,000 offer Shares for subscription in Hong Kong at the offer price of HK\$0.88 per Share and subject to the terms and conditions as described in the Prospectus
“International Placing”	the conditional placing of the 281,223,000 offer Shares, at the offer price of HK\$0.88 per Share with professional, institutional and individual investors by the underwriters on behalf of the Company

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	29 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	3 January 2019, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-IPO Share Option Scheme”	the share option scheme approved and adopted conditionally by the Shareholders on 10 December 2018
“Prospectus”	prospectus of the Company dated 19 December 2018
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purposes only.*

LETTER FROM THE BOARD



Weigang Environmental Technology Holding Group Limited
维港环保科技控股集团有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1845)

Executive Directors:

Mr. CAI Zhuhua
(Chairman and Chief Executive Officer)
Mr. DONG Honghui
Mr. DENG Zhaoshan

Non-Executive Directors:

Mr. REN Jingfeng
Mr. YANG Zhiqiang

Independent Non-Executive Directors:

Mr. YANG Zhifeng
Mr. JIANG Guoliang
Mr. FENG Tao

Registered Office:

Cayman Corporate Centre
27 Hospital Road,
George Town,
Grand Cayman, KY1-9008
Cayman Islands

*Principal place of business in
Hong Kong:*

Unit 3507,
35/F, AIA Tower,
183 Electric Road,
North Point,
Hong Kong

6 May 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
PROPOSED CHANGE OF AUDITORS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the proposed change of auditors.

LETTER FROM THE BOARD

GENERAL MANDATES

Pursuant to the written resolutions of the then Shareholder passed on 10 December 2018, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Global Offering; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the completion of the Global Offering; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages 20 to 23 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,333,335,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 266,667,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

As disclosed in the announcement of the Company dated 26 April 2019, the Company has recently conducted competitive negotiation in accordance with its internal policy for the selection of the Company's auditors for the year ending 31 December 2019. The Board resolved, based on the results of the competitive negotiation and with the recommendation from the audit committee of the Company, to propose an ordinary resolution at the AGM to approve the appointment of Baker Tilly Hong Kong Limited as the auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company. This proposed appointment is subject to the Shareholders' approval at the AGM.

DTT has confirmed that there are no circumstances connected with their retirement which they consider should be brought to the attention of the holders of securities or creditors of the Company in relation to the change of auditors of the Company. The Company and DTT also confirmed that there is no disagreement between them.

The Board confirms that save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the change of auditors of the Company.

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. DENG Zhaoshan, Mr. REN Jingfeng, Mr. YANG Zhiqiang, Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang.

In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang, who were appointed as Directors on 3 January 2019 will retire from office at the AGM and, being eligible, offer themselves for re-election.

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. CAI Zhuhua and Mr. DONG Honghui will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

Procedure and Process for Nomination of INEDs

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to
 - (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
 - (d) Independence;
 - (e) Reputation for integrity;
 - (f) Potential contributions that the individual can bring to the Board; and
 - (g) Plan(s) in place for the orderly succession of the Board.
- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;

LETTER FROM THE BOARD

- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- ix. All appointment of INEDs will be confirmed by the filing of the consent to act as Director of the relevant INED (or any other similar filings requiring the relevant INED to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 20 to 23 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Weigang Environmental Technology Holding Group Limited
CAI Zhuhua
Chairman & Chief Executive Officer

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,335,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 133,333,500 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out

of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
January (since the Listing Date)	1.14	0.75
February	0.95	0.83
March	1.13	0.89
April (up to and including the Latest Practicable Date)	1.04	0.92

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, (i) Mr. CAI Zhuhua is interested in 700,100,000 Shares held through Weigang Technology Limited, a company wholly-owned by Mr. CAI; and (ii) Ms. HUANG Ying, the spouse of Mr. CAI, has 3,933,338 underlying shares which was granted under the Pre-IPO Share Option Scheme is deemed to be interested in the Shares which Mr. CAI is interested in. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. CAI and Ms. HUANG would be increased from 52.80% to approximately 58.67% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 108(a) and 112 of the Articles.

Executive Directors**CAI Zhuhua**

Mr. Cai Zhuhua (蔡珠華), aged 55, is an executive Director and the chairman of our Board since April 2018. Mr. Cai is responsible for the management of the Board and the overall management, strategic planning and business development of our Group. Mr. Cai is the spouse of Ms. Huang, who is a member of our senior management. Mr. Cai is also the chairman of the nomination committee of the Board.

Mr. Cai has over 20 years' experience in providing solid waste treatment solutions and in particular for hazardous waste incineration. Mr. Cai was awarded a bachelor's degree in welding engineering by South China University of Technology* (華南理工大學) (then known as South China Engineering College* (華南工學院)) in the PRC in July 1984. Mr. Cai was certified as an engineer by Guangzhou Science and Technology Committee* (廣州市科學技術委員會) in March 1993.

Save as disclosed herein and apart from being an executive Director of the Company, Mr. Cai did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Cai does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Cai has entered into a service contract with the Company pursuant to which his appointment for an initial term of 3 years since the Listing Date, subject to the Articles and the Listing Rules and having an annual director's fees of HK\$360,000. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Cai has interests in 704,033,338 Shares. Save as disclosed herein, Mr. Cai has no interest in the Shares within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Cai which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

DONG Honghui

Mr. DONG Honghui (董紅暉), aged 48, is an executive Director since 27 April 2018. Mr. Dong is responsible for the daily operation of our Group.

Mr. Dong has over 13 years' experience in providing solid waste treatment solutions. Mr. Dong joined the Group in 2009 and has been the general manager of Guangzhou Weigang Environmental Protection Technology Limited* (廣州維港環保科技有限公司) ("Guangzhou Weigang"), a wholly-owned subsidiary of the Company. In addition, he is also a director of a certain subsidiaries of the Group.

Mr. Dong obtained a bachelor's degree in material science and engineering from Northwestern Polytechnical University* (西北工業大學) in China in July 1993. Mr. Dong was certified as a mechanical engineer by Guangzhou Personnel Bureau* (廣州市人事局) in January 2003.

Save as disclosed herein and apart from being an executive Director of the Company, Mr. Dong did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Dong does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Dong has entered into a service contract with the Company pursuant to which his appointment for an initial term of 3 years since 3 January 2019 (the "Listing Date"), subject to the Articles and the Listing Rules and having an annual director's fee of HK\$240,000. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Dong has interests in 3,933,338 share options which were granted under the Pre-IPO Share Option Scheme. Save as disclosed herein, Mr. Dong has no interest in the Shares within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Dong which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Independent Non-executive Directors

YANG Zhifeng

Mr. YANG Zhifeng (楊志峰), aged 55, has been appointed as an independent non-executive Director and a member of the audit committee of the Board on 3 January 2019.

Mr. Yang has over 23 years of experience in research and education in the environmental science field. Since October 1995, Mr. Yang has been working as a professor at the School of Environment of Beijing Normal University* (北京師範大學). Mr. Yang served as the head of the Institute of Environmental Science* (環境科學研究所) of Beijing Normal University* (北京師範大學) from November 1999 to September 2003. From October 2003 to January 2016, Mr. Yang served as the dean of School of Environment of Beijing Normal University* (北京師範大學).

Mr. Yang obtained the degree of doctor in philosophy in engineering from Tsinghua University (清華大學) in China in December 1989. Mr. Yang has been a fellow member of the Chinese Academy of Engineering* (中國工程院) since November 2015.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Yang did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Yang does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yang has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Yang has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Yang which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

FENG Tao

Mr. FENG Tao (馮濤), aged 44, has been appointed as an independent non-executive Director and the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Board on 3 January 2019

Mr. Feng has over 14 years' experience in providing financial management services to listed companies. Mr. Feng served as the chief financial officer, from September 2013 to November 2017, and an executive director, from December 2013 to October 2017, of Peace Map Holding Limited (天下圖控股有限公司), the shares of which are listed on the Stock Exchange (stock code: 402).

Mr. Feng obtained his bachelor's degree in accounting from Central University of Finance and Economics (中央財經大學) in China in June 1997 and a master's degree in business administration from Peking University (北京大學) in China in January 2010. Mr. Feng obtained a professional technology qualification in business administration and economics (intermediate level)* (工商管理經濟(中級)專業技術資格) from the Ministry of Human Resources and Social Security of the PRC* (中華人民共和國人力資源和社會保障部) in November 2004.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Feng did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Feng does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Feng has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Feng has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Feng which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

JIANG Guoliang

Mr. JIANG Guoliang (蔣國良), aged 43, has been appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and the nomination committee of the Board on 3 January 2019

Mr. Jiang has served as a partner of T&C (Zhejiang) Law Firm* (浙江天冊律師事務所) since October 2012. Prior to that, Mr. Jiang was a vice president of BOCGI Zheshang Capital Co. Ltd.* (中銀投資浙商產業基金管理有限公司) from August 2010 to September 2012, a partner of the Hangzhou branch of King & Wood Mallesons (北京金杜律師事務所杭州分所) from August 2008 to July 2010 and an associate of T&C (Zhejiang) Law Firm* (浙江天冊律師事務所) from April 1999 to July 2008.

Mr. Jiang has been an independent director of Zhejiang Communications Technology Co., Ltd.* (浙江交通科技股份有限公司) since December 2013, the shares of which are listed on the Shanghai Stock Exchange (stock code: 002061), and an independent non-executive director of Leap Holdings Group Limited (前進控股集團有限公司) since 31 August 2018, the shares of which are listed on the Stock Exchange (stock code: 1499).

Mr. Jiang obtained his bachelor's degree in laws from Peking University* (北京大學) in the PRC in July 1997, and is a practising PRC lawyer.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Jiang did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Jiang does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Jiang has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Jiang has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Jiang which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Weigang Environmental Technology Holding Group Limited 维港环保科技控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1845)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Weigang Environmental Technology Holding Group Limited (the “**Company**”) will be held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Wednesday, 5 June 2019 at 3:00 p.m., to transact the following businesses:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditors of the Company and its subsidiaries for the year ended 31 December 2018.
2.
 - (i) To re-elect Mr. CAI Zhuhua as an executive Director.
 - (ii) To re-elect Mr. DONG Honghui as an executive Director.
 - (iii) To re-elect Mr. YANG Zhifeng as an independent non-executive Director.
 - (iv) To re-elect Mr. FENG Tao as an independent non-executive Director.
 - (v) To re-elect Mr. JIANG Guoliang as an independent non-executive Director.
 - (vi) To authorize the Directors to fix their remuneration.
3. To appoint Baker Tilly Hong Kong Limited as auditors of the Company to fill the vacancy following the retirement of Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix their remuneration.
4. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal

NOTICE OF ANNUAL GENERAL MEETING

with additional shares of HK\$0.05 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings

NOTICE OF ANNUAL GENERAL MEETING

of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and

NOTICE OF ANNUAL GENERAL MEETING

is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Weigang Environmental Technology Holding Group Limited
CAI Zhuhua
Chairman & Chief Executive Officer

Hong Kong, 6 May 2019

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 May 2019.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. With respect to resolution no. 2 of this notice, Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. YANG Zhifeng, Mr. JIANG Guoliang and Mr. FENG Tao shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 6 May 2019.
6. As at the date of this notice, the Board comprises Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. DENG Zhaoshan as executive Directors; Mr. REN Jingfeng and Mr. YANG Zhiqiang as non-executive Directors; and Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang as independent non-executive Directors.