
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shandong Weigao Group Medical Polymer Company Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WEGO 威高

山東威高集團醫用高分子製品股份有限公司

Shandong Weigao Group Medical Polymer Company Limited *

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1066)

MANDATE FOR ISSUANCE OF DEBT SECURITIES AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING

The notice convening the Second Extraordinary General Meeting to be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, PRC, at 9:15 a.m. on Thursday, 3 December 2020 are set out on pages 8 to 10 of this circular.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. Please return it to the Company's H Share registrar, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

16 November 2020

* For identification purpose only

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DEFINITIONS

“Articles”	articles of association of the Company
“Board”	the board of the Company
“Company”	Shandong Weigao Group Medical Polymer Company Limited* (山東威高集團醫用高分子製品股份有限公司) a joint stock limited liability company incorporated in the PRC
“Debt Securities”	publicly listed or private debt financing instruments, including but not limited to corporate bonds, perpetual bonds, asset-backed securities, convertible bonds in domestic and overseas markets, or a combination of the above
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“H Shares”	shares of the Company, with a nominal value of RMB0.10 each, which are traded in Hong Kong dollar
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 November 2020, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company

DEFINITIONS

“the Second Extraordinary
General Meeting”

the extraordinary general meeting of the Company to be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, PRC at 9:15 a.m. on Thursday, 3 December 2020

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

WEGO 威高

山東威高集團醫用高分子製品股份有限公司
Shandong Weigao Group Medical Polymer Company Limited *

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1066)

Executive Directors:

Mr. Zhang Hua Wei (*Chairman*)
Mr. Long Jing (*Chief Executive officer*)
Mr. Wang Yi
Mr. Gong Jian Bo

Principal place of business in the PRC:

18 Xingshan Road
Weihai Torch Hi-tech Science Park
Weihai
Shandong Province
the PRC

Non-executive Directors:

Mrs. Zhou Shu Hua

Principal place of business

in Hong Kong:

Independent non-executive Directors:

Mr. Lo Wai Hung
Mrs. Fu Ming Zhong
Mrs. Wang Jin Xia

29/F, Two Chinachem Central,
26 Des Voeux Road Central,
Hong Kong

16 November 2020

To the Shareholders

Dear Sir or Madam,

**MANDATE FOR ISSUANCE OF DEBT SECURITIES
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 October 2020 in relation to the mandate for issuance of Debt Securities.

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the Second Extraordinary General Meeting to approve the mandate for issuance of Debt Securities.

* For identification purpose only

LETTER FROM THE BOARD

MANDATE FOR ISSUANCE OF DEBT SECURITIES

(1) Background

To improve capital efficiency and to optimise the asset structure of the Group, the Company proposes to obtain a mandate from the Shareholders for the issuance of Debt Securities.

(2) Requirement under the Articles

Under Article 85 of the Articles, the issuance of Debt Securities by the Company will require the approval of the shareholders by way of a special resolution.

(3) The mandate

The terms of the mandate for the issuance of the Debt Securities are set out below.

Size of issue

The amount of the Debt Securities will not exceed RMB400 million (or equivalent foreign currency) which can be issued in one tranche or more tranches.

Validity period of the mandate

The mandate shall be valid for until the second anniversary of the date of the Shareholders approving the resolution for the mandate.

Term of the Debt Securities

The term of the Debt Securities will not exceed the 20th anniversary from the date of issue.

Use of proceeds

The proceeds from the issuance of the Debt Securities may be used to meet the Group's production and operation needs, as additional working capital, and invest in projects that are in the interests and benefits of the Group and its shareholders.

LETTER FROM THE BOARD

Other terms

The other terms of the Debt Securities (including interest rate and the provision of any credit enhancement (if any)) will be determined according to the prevailing market conditions at the time of issue in compliance with all the relevant regulations.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to determine the shareholders who are entitled to attend and vote at the Second Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 1 December 2020, to Thursday, 3 December 2020 (both days inclusive), during which period no transfer of the Company's shares will be effected. In order to qualify for attending and voting in the Second Extraordinary General Meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 30 November 2020.

In order to qualify for attending and voting in the Second Extraordinary General Meeting:–

Latest time to lodge in transfer instrument
accompanied by the share certificates for
H Shares 4:30 p.m., Monday,
30 November 2020

Closure of register of members of the Company for
attending and voting in the Second Extraordinary
General Meeting Tuesday,
1 December 2020 to
Thursday,
3 December 2020
(both days inclusive)

Date of the Second Extraordinary General Meeting Thursday,
3 December 2020

LETTER FROM THE BOARD

SECOND EXTRAORDINARY GENERAL MEETING

The Second Extraordinary General Meeting will be held at 9:15 a.m. on Thursday, 3 December 2020 at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, PRC to approve the mandate for issuance of Debt Securities.

The notice of the Second Extraordinary General Meeting is set out on pages 8 to 10 of this circular.

Proxy form for use at the Second Extraordinary General Meetings is enclosed with this circular and are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.weigaogroup.com>). Whether or not you are able to attend the meetings in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the Second Extraordinary General Meeting or any adjournment thereof (as the case may be).

Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meetings or any adjournment thereof (as the case may be) if you so wish.

All votes casted at the Second Extraordinary General Meeting will be taken by poll.

Any Shareholder with a material interest in the mandate for the issue of Debt Securities and his/her/its associate(s) is (are) required to abstain from voting at the Second Extraordinary General Meeting. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, no Shareholder would be required to abstain from voting on the resolution relating to the above at the Second Extraordinary General Meeting.

RECOMMENDATION

The mandate for issuance of Debt Securities will provide the Company with flexibility in its debt financing and allow the Company to optimize its debt structure. The Directors consider that the mandate for issuance of Debt Securities is in the interest of the Company and the Shareholders as a whole and are fair and reasonable. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the Second Extraordinary General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 aspects 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
Shandong Weigao Group Medical Polymer Company Limited
Zhang Hua Wei
Chairman

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING



山東威高集團醫用高分子製品股份有限公司
Shandong Weigao Group Medical Polymer Company Limited *

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1066)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Second Extraordinary General Meeting**”) of the shareholders of Shandong Weigao Group Medical Polymer Company Limited* (山東威高集團醫用高分子製品股份有限公司) (the “**Company**”) will be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, PRC at 9:15 a.m. on Thursday, 3 December 2020 for the purpose of considering and, if thought fit, passing the following resolution of the Company.

SPECIAL RESOLUTION

“THAT:

- (i) the mandate for the issuance of the Debt Securities (as defined in the circular (the “**Circular**”) of the Company dated 16 November 2020) on the terms set out in the Circular (a copy of which marked “A” and signed by the chairman of the meeting for the purpose of identification is produced to the meeting) (the “**Mandate**”) be and is hereby approved and confirmed;
- (ii) the board of the Company be and is hereby authorised to determine, in its absolute discretion, all matters relating to the issuance of the Debt Securities under the Mandate including but not limited to:
 - (1) determining the type of the Debt Securities to be issued;
 - (2) determining the use of proceeds from the issue of the Debt Securities according to the actual needs of the Group (as defined in the Circular);
 - (3) determining the terms and conditions of Debt Securities;
 - (4) appointing the relevant professional parties to advise and assist the Company in the issuances of the Debt Securities including liaison with the relevant regulatory authorities;

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

- (5) setting up of special working group(s) to ensure compliance with the conditions of the Debt Securities (including but not limited to the use of proceeds, the meeting of the securities holders and the compliance with relevant rules and regulations); and
- (6) handling all other matters in connection with the issuance of the Debt Securities; and
- (iii) any one of the directors of the Company be authorised to take all such actions, do all such acts and things and execute all such further documents or deeds as he may, in his absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to any matters relating to the issuance of the Debt Securities as approved or confirmed by the board of the Company.”

Weihai, Shandong, the PRC

16 November 2020

* For identification purpose only

Registered Office:

18 Xingshan Road
Weihai Torch Hi-tech Science Park
Weihai
Shandong Province
the PRC

Principal Place of Business

in Hong Kong:
29/F, Two Chinachem Central,
26 Des Voeux Road Central,
Hong Kong

Notes:

- (i) A Shareholder who has the right to attend and vote at the Second Extraordinary General Meeting is entitled to appoint one proxy (or more) in writing to attend the Second Extraordinary General Meeting and vote on his behalf in accordance with the Company’s Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith is a form of proxy for use in the Second Extraordinary General Meeting. Any Shareholder who wishes to appoint a proxy should review the form of proxy for use in the Second Extraordinary General Meeting. For any Shareholder who has appointed more than one proxies, such proxies shall only vote on poll. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that more than one of such joint registered holders are present at any meeting personally or by proxy, then one such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

- (ii) All Shareholders shall appoint its proxy in writing. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Shares registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the Second Extraordinary General Meeting or 24 hours before the time designated for voting.
- (iii) Shareholders and their proxies attending the Second Extraordinary General Meeting shall produce their proof of identification.
- (iv) For the purpose of determining the identity of shareholders who are entitled to attend and vote at the Second Extraordinary General Meeting, the register of members will be closed from Tuesday, 1 December 2020 to Thursday, 3 December 2020, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending at the Second Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 30 November 2020.
- (v) The Second Extraordinary General Meeting is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.
- (vi) Pursuant to Article 80 of the Company's Articles of Association all votes of the Shareholders at the general meetings must be taken by poll.
- (vii) Any enquiries about this notice and the Second Extraordinary General Meeting shall be sent for the attention to Ms. Yan Yucai at 8/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Tel. (86) 631 5660715) or Ms. Phillis Wong at 29/F, Two Chinachem Central, 26 Des Voeux Road Central, Hong Kong (Tel: (852) 28381490).

As at the date of this notice, the Board comprises:

Mr. Zhang Hua Wei (*Executive Director*)

Mr. Long Jing (*Executive Director*)

Mr. Wang Yi (*Executive Director*)

Mr. Gong Jian Bo (*Executive Director*)

Mrs. Zhou Shu Hua (*Non-executive Director*)

Mr. Lo Wai Hung (*Independent non-executive Director*)

Mrs. Fu Ming Zhong (*Independent non-executive Director*)

Mrs. Wang Jin Xia (*Independent non-executive Director*)