
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.

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 disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)

- (1) GENERAL MANDATE TO ISSUE H SHARES AND
NON-LISTED DOMESTIC SHARES**
- (2) GENERAL MANDATE TO REPURCHASE OF H SHARES**
- (3) GENERAL MANDATE TO ISSUE DEBT SECURITIES**
- (4) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS**
- (5) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**
- (6) PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR**
- (7) PROPOSED APPOINTMENT OF SUPERVISOR**
- (8) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION**
- (9) PROPOSED FINAL DIVIDEND AND**
- (10) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the People's Republic of China (the "PRC") on 9:00 a.m., Monday, 6 June 2022 are set out on pages 27 to 30 of this circular.

Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon and 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 or any adjourned meeting (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 or any adjourned meeting should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	3
GENERAL MANDATE TO ISSUE H SHARES AND NON-LISTED DOMESTIC SHARES	4
GENERAL MANDATE TO REPURCHASE H SHARES	4
GENERAL MANDATE TO ISSUE DEBT SECURITIES	7
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS	8
PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR	9
PROPOSED RE-ELECTION OF AN EXECUTIVE DIRECTOR	10
PROPOSED APPOINTMENT OF SUPERVISOR	10
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION	11
PROPOSED FINAL DIVIDEND PAYMENT AND CLOSURE OF REGISTER OF MEMBERS	12
ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS	13
VOTING BY POLL	16
RECOMMENDATION	16
ADDITIONAL INFORMATION	16
APPENDIX I – EXPLANATORY STATEMENT	17
APPENDIX II – BIOGRAPHY OF EXECUTIVE DIRECTORS	23
APPENDIX III – BIOGRAPHY OF INDEPENDENT NON-EXECUTIVE DIRECTOR	24
APPENDIX IV – BIOGRAPHY OF SUPERVISOR	25
APPENDIX V – AMENDMENT TO THE ARTICLES OF ASSOCIATION	26
NOTICE OF ANNUAL GENERAL MEETING	27

DEFINITIONS

“Annual General Meeting” or “AGM”	the annual general meeting of the Company for the year ended 31 December 2021 to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 6 June 2022
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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)
“Directors”	the directors of the Company
“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
“H Shares”	the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to issue, allot or otherwise deal with additional shares in the capital of the Company up to a maximum of 20% of the aggregate nominal amount of the H Shares and Non-listed Domestic Shares respectively in issue as at the date of passing the relevant resolutions at the Annual General Meeting
“Latest Practicable Date”	3 May 2022, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-listed Domestic Shares”	48,300,000 non-listed domestic shares of the Company granted under the share award scheme of the Company adopted on 17 November 2014
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Proposed Amendment”	the proposed amendment to the Articles of Association as set out in the “Appendix V” of this circular.
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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. Long Jing (*Chairman*)

Mr. Cong Rinan

Non-executive Directors:

Mr. Lian Xiaoming

Mr. Chen Lin

Mr. Tang Zheng Peng

Independent non-executive Directors:

Mr. Lo Wai Hung

Mrs. Fu Ming Zhong

Mrs. Wang Jin Xia

Principal place of business in the PRC:

18 Xingshan Road

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

11 May 2022

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE H SHARES AND
NON-LISTED DOMESTIC SHARES
- (2) GENERAL MANDATE TO REPURCHASE OF H SHARES
- (3) GENERAL MANDATE TO ISSUE DEBT SECURITIES
- (4) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS
- (5) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
- (6) PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR
- (7) PROPOSED APPOINTMENT OF SUPERVISOR
- (8) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION
- (9) PROPOSED FINAL DIVIDEND AND
- (10) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting, including approve, among other matters, (1) general mandates to issue H Shares and Non-listed Domestic Shares; (2) general mandate to repurchase of H Shares; (3) the general mandate to issue debt securities; (4) appointment of executive directors; (5) appointment of an independent non-executive director; (6) re-election of executive director; (7) appointment of a supervisor; (8) proposed amendment of the articles of association; and (9) proposed final dividend payment.

* For identification purpose only

LETTER FROM THE BOARD

(1) GENERAL MANDATE TO ISSUE H SHARES AND NON-LISTED DOMESTIC SHARES

At the last annual general meeting of the Company held on 24 May 2021, a special resolution was passed whereby a general mandate was granted to the Directors to allot and issue new shares and disposal of outstanding shares individually and collectively up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any shares, the Board proposes a special resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with H Shares and Non-listed Domestic Shares up to a maximum of 20% of the total nominal value of H Shares and Non-listed Domestic Shares in issue as at the date of passing of the resolution as set out in Resolution 12 of the AGM.

As at the Latest Practicable Date, the Company had in issue an aggregate of 4,522,332,324 H Shares and 48,300,000 Non-listed Domestic Shares. On the basis that no further Shares will be issued by the Company during the period from the Latest Practicable Date to the date of the AGM, subject to the passing of Resolution 12 of the notice of AGM for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 904,466,464 H Shares, representing 20% of H Shares in issue, and a maximum of 9,660,000 Non-listed Domestic Shares, representing 20% of the Non-listed Domestic Shares in issue on the date of the passing of the proposed resolution.

With reference to the proposed general mandate, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate.

(2) GENERAL MANDATE TO REPURCHASE H SHARES

The Company proposed a special resolution at the Annual General Meeting to grant the Directors the Repurchase Mandate to purchase H Shares in issue with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

LETTER FROM THE BOARD

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its share capital; (b) granting shares as reward to the staff of the company; (c) in connection with a merger between itself and another entity that holds its shares; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division. The Articles of Association provides that subject to the approval of the relevant regulatory authorities of the PRC and compliance with the Articles of Association, share repurchase may be effected by the Company for the purpose of reducing its share capital, in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations of the PRC.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approval of SAFE is required.

In accordance with the relevant requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of such special resolution and the reduction to the registered capital of the Company that would occur should the Directors decide to exercise the Repurchase Mandate. Such notification has to be given in writing to the Company's creditors within 10 days after the passing of such special resolution and also by way of publication on three occasions of a press announcement within 30 days after the passing of such special resolution. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 90 days after the first publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements, the Directors will convene the Annual General Meeting and a special resolution will be proposed to grant to the Directors a general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

LETTER FROM THE BOARD

The Repurchase Mandate will be conditional upon:

- (i) the special resolution approving the grant of the Repurchase Mandate being approved at the Annual General Meeting;
- (ii) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the Articles of Association.

If the conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

A special resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in the notice of the Annual General Meeting. The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the relevant resolution approving the Repurchase Mandate.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix to this circular.

LETTER FROM THE BOARD

As the Company is a company incorporated in the People's Republic of China, the Articles of Association have been prepared in Chinese and its English translation is for reference only. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. The Board proposes that an authorisation be granted to the Board, person(s) authorised by the Board and the secretary to the Board to arrange for the filing of the amendments to the Articles of Association with the industry and commerce administration and other relevant government authorities. Except for the Proposed Amendment as set out above, the Articles of Association remain unchanged.

(3) GENERAL MANDATE TO ISSUE DEBT SECURITIES

(1) Background

To improve capital efficiency and to optimise the asset structure of the Group, the Company proposes to obtain a general 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 RMB1 billion (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.

LETTER FROM THE BOARD

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.

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.

(4) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

As disclosed in the announcement of the Company dated 22 April 2022, the Board has nominated Mr. LU Junqiang (“**Mr. Lu**”) as an executive director of the Company subject to shareholders approval. As at the Latest Practicable Date, Mr. Lu did not hold any other directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years nor had any relationship with any director or senior management of the Company or with any substantial or controlling shareholder of the Company. A service contract will be entered into between Mr. Lu and the Company for a term of three years, commencing on the effective date of his appointment for his services to the Company subject to the approval of the shareholders of the Company at the AGM or any adjournment thereof. The service contract may be terminated by either party by giving the other party not less than three month's written notice without payment of compensation (other than statutory compensation). Mr. Lu will waive his director emolument pursuant to the service contract. As at the date of this circular, Mr. Lu has been granted an incentive share option for a total of 800,000 A Shares of Weigao Ortho in May 2020 and a financial assistance of RMB7,200,000 (the borrowing rate of which is calculated in accordance with the benchmark lending rate at the beginning of each year (i.e. 1 January of each year) in the mainland of the People's Republic of China (excluding Hong Kong Special Administrative Region and Macau Special Administrative Region).) provided by Weihai Hongyangrui Information Technology Center (Limited Partnership*) (威海弘陽瑞信息技術中心(有限合夥)) for a term of 60 months commencing from May 2020. Save as disclosed above, Mr. Lu does not have any shareholding in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as far as the Board is aware of, there are no other matters which need to be brought to the attention of the Shareholders regarding the appointment of Mr. Lu or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board would like to express its warmest welcome to Mr. Lu in joining the board of directors of the Company.

Biography of Mr. Lu is set out in the Appendix II to this circular.

LETTER FROM THE BOARD

As disclosed in the announcement of the Company dated 11 May 2022, the Board has also nominated Mr. NI Shili (“**Mr. Ni**”) as an executive director of the Company subject to shareholders approval. As at the Latest Practicable Date, Mr. Ni did not hold any other directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years nor had any relationship with any director or senior management of the Company or with any substantial or controlling shareholder of the Company. A service contract will be entered into between Mr. Ni and the Company for a term of three years, commencing on the effective date of his appointment for his services to the Company subject to the approval of the shareholders of the Company at AGM or any adjournment thereof. The service contract may be terminated by either party by giving the other party not less than three month’s written notice without payment of compensation (other than statutory compensation). Mr. Ni will waive his director emolument pursuant to the service contract. As at the date of this circular, Mr. Ni holds an incentive share option for a total of 400,000 H Shares of the Company and has been granted a total of 2,400,000 Non-listed Domestic Shares of the Company. Save as disclosed above, Mr. Ni does not have any shareholding in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as far as the Board is aware of, there are no other matters which need to be brought to the attention of the Stock Exchange or Shareholders regarding the appointment of Mr. Ni or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board would like to express its warmest welcome to Mr. Ni in joining the board of directors of the Company.

Biography of Mr. Ni is set out in the Appendix II to this circular.

(5) PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 22 April 2022, the Board has nominated Mr. LI Guohui (“**Mr. Li**”) as an independent non-executive director of the Company, subject to approval of shareholders at the AGM.

A service contract will be entered into between Mr. Li and the Company for a term of three years commencing on the effective date of his appointment for his services to the Company subject to the approval of the shareholders of the Company at the AGM. Mr. Li will receive an annual salary of HK\$200,000. The service contract may be terminated by either party by giving to other party not less than three month’s written notice without payment of compensation (other than statutory compensation). As at the Latest Practicable Date and save as disclosed in the Appendix III, Mr. Li (i) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO); (iii) does not hold any other positions in the Company or its subsidiaries; and (iv) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Save as disclosed above, as far as the Board aware, there are no other matters which need to be brought to the attention of the Shareholders regarding the appointment of Mr. Li or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board would like to express its warmest welcome to Mr. Li to join the Company.

Biography of Mr. Li set out in the Appendix III to this circular.

LETTER FROM THE BOARD

(6) PROPOSED RE-ELECTION OF AN EXECUTIVE DIRECTOR

In accordance with Article 101 of the Article of Association, Mr. Long Jing (“**Mr. Long**”) shall retire from three years terms of office by rotation and shall be eligible for re-election at the AGM. It has been resolved to nominate Mr. LONG Jing as a candidate for an executive director of the Company, subject to the shareholders’ approval at the AGM.

As at the Latest Practicable Date, Mr. Long has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any director or senior management of the Company or with any substantial or controlling shareholder of the Company. A service contract has been entered into between Mr. Long and the Company for a term of three years, the service contract could be terminated by either party by giving to other party not less than three month’s written notice without payment of compensation (other than statutory compensation). Mr. Long will receive an annual salary of RMB2 million pursuant to the service contract. As at the date of this circular, Mr. Long holds an incentive share option for a total of 960,000 H shares of the Company and has been granted a total of 6,000,000 Non-listed Domestic Shares of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as far as the Board aware, there are no other matters which need to be brought to the attention of the Shareholders regarding the appointment of Mr. Long or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Biography of Mr. Long is set out in the Appendix II to this circular.

(7) PROPOSED APPOINTMENT OF SUPERVISOR

The Board also announced that Mr. Song Dapeng (“**Mr. Song**”) has been proposed to be appointed as a shareholders’ representative supervisor of the Company. In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the proposed appointment of shareholders’ representative supervisor is subject to the approval by the Shareholders at the AGM.

LETTER FROM THE BOARD

As the date of this circular, Mr. Song has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any director or senior management of the Company or with any substantial or controlling shareholder of the Company. A service contract will be entered into between Mr. Song and the Company for a term of three years, the service contract could be terminated by either party by giving to other party not less than three month's written notice without payment of compensation (other than statutory compensation). Mr. Song will not receive remuneration from the Company during his tenure of office as a supervisor of the Company pursuant to the service contract. As at the date of this circular, Mr. Song does not hold any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as far as the Board aware, there are no other matters which need to be brought to the attention of the Stock Exchange or the Shareholders regarding the appointment of Mr. Song or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Biography of Mr. Song is set out in the Appendix IV to this circular.

(8) PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Due to change in number of directors, the Company proposes to amend the Articles (the "**Proposed Amendments**"). Details of the Proposed Amendments are set out in Appendix V of this circular.

The Company has received a confirmation from its Hong Kong legal adviser confirming that the proposed amendment comply with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its PRC legal adviser confirming that the proposed amendment comply with the applicable laws and regulations in the PRC. The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution and the approval, registration and filing with the relevant PRC government authorities. Any Shareholder with a material interest and his/her/its associate(s) is (are) required to abstain from voting at the Annual General Meeting to approve the Proposed Amendments. As at the Latest Practicable Date, to the best of their knowledge and belief, no Shareholder is required to abstain from voting at the resolutions to be proposed at the Annual General Meeting to approve the Proposed Amendments.

LETTER FROM THE BOARD

PROPOSED FINAL DIVIDEND PAYMENT AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend a final dividend of RMB0.065 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB297,091,000. In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (the “**Tax Treaties Notice**”), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.

The Company will identify the country of domicile of the individual holders of H shares according to their registered address on the H share register of members of the Company (the “**Registered Address**”). If the domicile of an individual holders of H shares is not the same as the Registered Address or if the individual holders of H shares would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual holders of H shares shall notify and provide relevant supporting documents to the Company. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement the relevant tax withholding provisions and arrangements. Individual holders of H shares may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notice if they do not provide the relevant supporting documents to the Company.

LETTER FROM THE BOARD

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from or in connection with any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

The cash dividends for investors through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be paid in Renminbi. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No.81)《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》 and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No.127)《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》, for dividend received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors.

Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H shares of the Company.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 30 May 2022 to Monday, 6 June 2022 (both days inclusive), for the purpose of determining shareholders' entitlement to attend the Annual General Meeting, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H 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 Friday, 27 May 2022.

LETTER FROM THE BOARD

In order to qualify for attending the Annual General Meeting:–

Latest time to lodge in transfer instrument accompanied
by the share certificates for H Shares 4:30 p.m.,
Friday, 27 May 2022

Closure of register of members of the Company
for attending and voting in the
Annual General Meeting Monday, 30 May 2022 to
Monday, 6 June 2022
(both days inclusive)

Date of the Annual General Meeting. Monday, 6 June 2022

The register of members of the Company will be closed from Monday, 30 May 2022 to Monday, 6 June 2022 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2021, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement of final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch 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 Friday, 27 May, 2022.

In order to qualify to entitle the final dividend for the year ended 31 December 2021:–

Latest time to lodge in transfer instrument accompanied
by the share certificates for H Shares
and Non-listed Domestic Shares 4:30 p.m.,
Friday, 10 June 2022

Closure of register of members of the Company
for entitlement of the final dividend for
the year ended 31 December 2021 Saturday, 11 June 2022 to
Thursday, 16 June 2022
(both days inclusive)

Record date for the entitlement of the final dividend Thursday, 16 June 2022

Expected despatch date of the final dividend Friday, 15 July 2022

The final dividend will be despatched at the risk of those entitled thereto to their respective registered addresses on or before Friday, 15 July 2022.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (1) general mandate to issue H Shares and Non-listed Domestic Shares; (2) general mandate to repurchase of H Shares; (3) the general mandate to issue debt securities; (4) appointment of executive directors; (5) appointment of independent non-executive director; (6) re-election of executive director; (7) appointment of a supervisor; (8) proposed amendment of the articles of association; and (9) proposed final dividend payment. The notice convening the Annual General Meeting at which the resolutions mentioned above will be proposed are set out on pages 27 to 30 to this circular.

As at the latest Practicable Date, the Company has granted a total of 48,300,000 Non-listed Domestic Shares of the Company (“**Incentive Shares**”) under the share award scheme adopted on 17 November 2014 (“**Share Award Scheme**”) and the grantees of such 48,300,000 Non-listed Domestic Shares will not exercise the voting rights attached to any Incentive Shares held by them pursuant to the terms under the Share Award Scheme.

The proxy form for use at the Annual General Meeting is enclosed and is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.weigaogroup.com>). Whether or not you are able to attend the AGM, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, 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 or any adjourned meeting (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 or any adjourned meeting should you so wish.

The Annual General Meeting will be held at 9:00 a.m. on Monday, 6 June 2022 at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC to approve the following including, but not limited to (1) general mandate to issue H Shares and Non-listed Domestic Shares; (2) general mandate to repurchase of H Shares; (3) general mandate to issue debt securities; (4) appointment of executive directors; (5) appointment of independent non-executive director; (6) re-election of executive director; (7) appointment of a supervisor; (8) proposed amendment of the articles of association; and (9) proposed final dividend payment.

LETTER FROM THE BOARD

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

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

VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice convening the Annual General Meeting, for will be voted by poll.

RECOMMENDATION

The Directors consider that the resolutions to be put before the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

By Order of the Board
Shandong Weigao Group Medical Polymer Company Limited
Long Jing
Chairman

This explanatory statement contains all the information required to be given to the Shareholders of the Company pursuant to Rule 10.06 of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:

(i) Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the Company or proceeds of a new issue of shares made for such purpose.

(ii) Reasons for Repurchase of H Shares

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

(iii) Registered Capital

As at the Latest Practicable Date, the registered capital of the Company is RMB457,063,232.4.

(iv) Exercise of the Repurchase Mandate

Subject to the passing of the special resolution approving the grant of the Repurchase Mandate at the Annual General Meeting, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the special resolution in the notice of Annual General Meeting).

Additionally, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the Articles of Association. The notification to the creditors will not be issued until the Annual General Meeting to be convened have approved the Repurchase Mandate by way of special resolution.

The exercise in full of the Repurchase Mandate (on the basis of 4,522,332,324 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting) would result in a maximum of 452,233,232 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

(v) Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the PRC laws, H Shares so repurchased will be treated as cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2021, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

(vi) Status of Repurchased H Shares

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

(vii) H Shares Prices

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	H Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	18.86	15.72
May	20.65	16.46
June	18.58	12.78
July	14.74	11.98
August	14.16	12.48
September	14.86	13.00
October	13.28	9.65
November	11.30	9.20
December	10.60	8.74
2022		
January	10.98	9.48
February	10.82	8.19
March	8.99	7.59
April	8.36	8.02

(viii) Substantial Shareholders

As at the Latest Practicable Date, the interests of substantial shareholders of the Company, as defined under the Listing Rules, were as follows:

Name of substantial shareholder	Class of Shares	Number of Shares held	Approximate percentage of total share capital
Weigao Holding Company Limited	H Shares	2,099,755,676	45.94%

(ix) General Information

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders of the Company.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase the H Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of PRC.
- (c) No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

(x) Takeovers Code

If on the exercise of the power to repurchase Shares 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 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 Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Repurchase Mandate was exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

Name of substantial shareholder	Number of shares interested	% of issued share capital
Mr. Chen Xue Li	2,099,755,676 (L)	45.94 (L)
Weihai Weigao International Medical Investment Holding Company Limited [#]	2,099,755,676 (L)	45.94 (L)
Weigao Holding Company Limited [#]	2,099,755,676 (L)	45.94 (L)

Note: (L) – Long Position, (S) – Short Position, (P) – Lending Pool

**Source:* Website of Hong Kong Stock Exchange

For identification purpose only

Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, if any, as a result of any repurchases made under the Repurchase Mandate.

(xi) Share Repurchases Made by the Company

The Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise) during the six months period preceding the Latest Practicable Date.

EXECUTIVE DIRECTORS**(1) Mr. Lu Junqiang**

Mr. LU Junqiang, aged 48, a director and a general manager of Shandong Weigao Orthopaedic Device Company Limited (stock code: 688161). Mr. Lu joined Weigao Orthopaedic in January 2018 as the deputy general sales manager of Weigao Orthopaedic and has been the director and general manager of Weigao Orthopaedic in September 2018 and from September 2019 to present. Prior to joining Weigao Orthopaedic, Mr. Lu served as the regional manager, sales manager of Eastern China and deputy general manager of the medical devices products business division of the Group since October 2000. Mr. Lu obtained a master's degree of business administration from the University of Wales in the United Kingdom and has more than 20 years of experience in sales and operation management in the medical device industry.

(2) Mr. Ni Shili

Mr. NI Shili, aged 60, a director and a general manager of Shandong Weigao Purui Pharmaceutical Packaging Co., Ltd.. Mr. Ni joined the Company in May 1995. He worked as the product sales manager for the infusion sets of the Company until December 2004 and product sales manager for pharma packaging materials of the Company from January 2005 to March 2009, respectively. He serves as the general manager of the pharma packaging materials division since April 2009 to date. Mr. Ni graduated from Heilongjiang Radio and TV University majoring in marketing and is a professional intermediate engineer in medical technology with nearly 30 years of sales and operation management experience in the medical device and pharma packaging industry.

(3) Mr. Long Jing

Mr. LONG Jing, aged 48, is the chairman of the Board and executive director of the Company. Mr. Long joined the Company in July 2005 and served as the manager of sales management department and vice-general manager of sales of the Company until August 2018. He was the chief executive officer of the Company from August 2018 to March 2021. He has been an executive director of the Company since December 2018 to date, a director of Shandong Weigao Orthopaedic Device Company Limited (stock code: 688161) from March 2020 to date and the chairman of the Board of the Company from March 2021 to date. Prior to joining the Company, Mr. Long served as the sales chief of 山東省塑料工業總公司 (Shandong Plastic Materials Industry Company*) from 1996 to 2002. Mr. Long obtained a bachelor degree in marketing from Shandong Economic University and a master degree in business administration from Shandong University. He also obtained the Chinese professional qualification of Certified Public Accountant (CPA), with nearly 20 years of experiences in sales and operation management in the medical device industry.

Mr. Li Guohui

LI Guohui, aged 51. Mr. Li joined Zhongsheng Group Holdings Limited (a company listed on the Stock Exchange, stock code: 0881) in July 2019 and currently serves as an executive director and joint chief financial officer of Zhongsheng Holdings. From August 2013 to July 2019, Mr. Li was the vice president, chief financial officer and executive director of China Resources Pharmaceutical Group Limited (a company listed on the Stock Exchange, stock code: 3320), a non-executive director of Dong-E E-Jiao Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000423) and China Resources Double Crane Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600062) and a supervisor of Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000999). From September 2009 to August 2013, he was the accounting director of the finance department of China Resources (Holdings) Company Limited. From April 2006 to September 2009, he was a senior analyst of IMC Development Management Company Limited in Hong Kong. From October 2005 to April 2006, he was a M&A investment analyst in IMC Fanya, Singapore. Mr. Li obtained a bachelor's degree in naval architecture and marine engineering from Wuhan University of Technology, a master's degree in business administration from Wuhan University, a master's degree in financial management from Nanyang Technological University in Singapore and obtained professional qualifications as a Chartered Financial Analyst (CFA) qualified by the CFA Institute of Chartered Financial Analyst and a Certified Public Accountant (CPA) qualified by the Singapore Institute of Chartered Accountants.

Mr. Song Dapeng

Mr. SONG Dapeng, aged 45, is the assistant to general manager of Weigao Holding. Mr. Song joined Weigao Holding in November 2009 and has served as the head, manager and assistant to general manager of the audit and risk management department. Prior to joining Weigao Holding, Mr. Song worked as the manager of the audit department of Weihai Jinzheng Accountancy* (威海金正會計師事務所) from January 2006 to October 2009. Mr. Song has been the chairman of the supervisory committee of Weihai Huadong Automation Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 002248) from March 2021 to date. Mr. Song graduated from Shandong University of Finance and Economics* (山東經濟學院) majoring in accounting.

The Company proposes to replace Article 100 of its articles of association as set out below (the “**Proposed Amendment**”).

Original:

“Article 100 The Company shall have a board of directors which comprises eight directors including one chairman, one vice chairman and three independent directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).

At the re-election of the board of directors, external directors (who are not employees of the Company) shall constitute not less than half of the members of the board of directors.”

To be replaced as:

“Article 100 The Company shall have a board of directors which comprises nine directors including one chairman, one vice chairman and three independent directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).

At the re-election of the board of directors, external directors (who are not employees of the Company) shall constitute not less than half of the members of the board of directors.”

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) 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, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 6 June 2022 to consider and, if though fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Group (including the Company and its subsidiaries) for the year ended 31 December 2021;
2. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2021;
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2021;
4. To declare a final dividend of RMB0.065 per share of RMB0.1 each in the Company for the year ended 31 December 2021;
5. To consider and approve the proposal for the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for the year ending 31 December 2022, and to authorise the Board to determine his remuneration;
6. To consider and authorise the Board to approve the remuneration of the directors, of the Company for the year ending 31 December 2022;
7. To appoint Mr. Lu Junqiang as an executive director of the Company;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

8. To appoint Mr. Ni Shili as an executive director of the Company;
9. To re-elect Mr. Long Jing as an executive director of the Company;
10. To appoint Mr. Li Guohui as an independent non-executive director of the Company;
11. To appoint Mr. Song Dapeng as shareholders' representative supervisor of the Company.

SPECIAL RESOLUTIONS

12. To consider and approve the general mandate to allot and issue new H shares and Non-listed Domestic Shares.
13. To consider and approve the general mandate to repurchase H shares.
14. To consider and approve the general mandate to issue debt securities.

“THAT:

- (i) the mandate for the issuance of the Debt Securities (as defined in the circular (the “**Circular**”) of the Company dated 11 May 2022) 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 ANNUAL 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.
- (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.”
15. To consider and approve the Proposed Amendment to the Articles of Association.

By Order of the Board
Shandong Weigao Group Medical Polymer Company Limited
Long Jing
Chairman

Weihai, the PRC
11 May 2022

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

Mr. Long Jing, Executive Director
Mr. Cong Rinan, Executive Director
Mr. Tang Zhengpeng, Non-executive Director
Mr. Chen Lin, Non-executive Director
Mr. Lian Xiaoming, Non-executive Director
Mr. Lo Wai Hung, Independent Non-executive Director
Mrs. Fu Mingzhong, Independent Non-executive Director
Mrs. Wang Jinxia, Independent Non-executive Director

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining who may attend the AGM to be held on Monday, 6 June 2022, the register of holders of H Shares of the Company will be closed from Monday, 30 May 2022 to Monday, 6 June 2022 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting in the AGM, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Friday, 27 May 2022.

For the purpose of determining who may be entitled to receive the final dividend of the Company (subject to approval by the Shareholders at the AGM), the register of holders of H Shares of the Company will be closed from Saturday, 11 June 2022 to Thursday, 16 June 2022 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Friday, 10 June 2022.

The address of Tricor Standard Limited is as follows:

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong
Fax: (852) 2810 8185

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.weigaogroup.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
3. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H Share registrar, Tricor Standard Limited (for holders of H Shares), at least 24 hours before the AGM or any adjourned meeting thereof.
5. Completion and return of a proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof if you so wish.
6. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. The AGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.