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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 and reply slip 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)**

- (1) GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE OF H SHARES**
- (2) RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED FINAL DIVIDEND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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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., Tuesday, 2 July 2019 are set out on pages 22 to 26 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 and please return it to the Company's H Share registrar, Tricor Standard Limited, 22nd Floor, 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.

29 April 2019

\* For identification purpose only

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## DEFINITIONS

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“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2018 to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Tuesday, 2 July 2019 at 9:00 a.m.
“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
“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 in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	23 April 2019, 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

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## DEFINITIONS

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“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
“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

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LETTER FROM THE BOARD

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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)

*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  
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

801 Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

29 April 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE OF H SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) PROPOSED FINAL DIVIDEND**  
**(4) 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 (a) approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate; (b) re-election of retiring directors; and (d) proposed final dividend payment.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO ISSUE H SHARES**

At the last annual general meeting of the Company held on 19 June 2018, 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 up to a maximum of 20% of the total nominal value of H Shares in issue as at the date of passing of the resolution as set out in Resolution 10 of the AGM.

As at the Latest Practicable Date, the Company had in issue an aggregate of 4,522,332,324 H 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 10 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 the H 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.

### **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.

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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.



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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Articles of Association of the Company, Mr. Gong Jian Bo (“Mr. Gong”), Mrs. Fu Ming Zhong (“Mrs. Fu”) and Mrs. Wang Jin Xia (“Mrs. Wang”) shall retire from their three-years terms of office by rotation and, the Company will offer Mr. Gong for re-election as an executive director and both Mrs. Fu and Mrs. Wang for re-election as independent non-executive directors at the AGM.

Biographical information of Mr. Gong, Mrs. Fu and Mrs. Wang who are proposed to be re-elected at the AGM is set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 1 June 2019 to Tuesday, 2 July 2019 (both days inclusive), for the purpose of determining shareholders’ entitlement to attend the forthcoming annual general meeting (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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 31 May 2019.

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

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Friday 31 May, 2019
Closure of register of members of the Company for attendance of the AGM	Saturday, 1 June 2019 to Tuesday, 2 July 2019
Latest time to lodge in the reply slip	4:30 p.m., Tuesday, 11 June 2019
Date of AGM	Tuesday, 2 July 2019

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## LETTER FROM THE BOARD

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### PROPOSED FINAL DIVIDEND PAYMENT AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend a final dividend of RMB0.052 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB235,161,000. 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.

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## LETTER FROM THE BOARD

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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.

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.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Tuesday, 9 July 2019 to Sunday, 14 July 2019 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2018, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 8 July 2019.

**In order to qualify to entitle the final dividend for the year ended 31 December 2018:–**

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Monday, 8 July 2019
Closure of register of members of the Company for the entitlement of final dividend for the year ended 31 December 2018	Tuesday, 9 July 2019 to Sunday, 14 July 2019
Record date for entitlement of final dividend	Sunday, 14 July 2019
Despatch date of final dividend	Thursday, 15 August 2019

### **ANNUAL GENERAL MEETING**

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate. The notice convening the Annual General Meeting at which the resolutions mentioned above will be proposed are set out on pages 22 to 26 to this circular.

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## LETTER FROM THE BOARD

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The proxy form for use at the Annual General Meeting is enclosed. 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, 22nd Floor, 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 Tuesday, 2 July 2019 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 repurchase of H Shares, (2) proposal re-election of retiring directors, and (3) the payment of the proposed final dividend.

The relevant notice of the Annual General Meeting is set out on pages 22 to 26 to this circular.

Proxy form for use at the Annual General Meeting and reply slip is enclosed with this circular and are 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 meeting 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 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the Annual 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 meeting or any adjournment thereof (as the case may be) if you so wish.

If you intend to attend the Annual General Meeting in person or by proxy, you should also complete and return the reply slip to the Company in person, by post or by fax on or before 4:30 p.m. on Tuesday, 11 June 2019 in accordance with the instructions printed thereon.

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

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## LETTER FROM THE BOARD

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### 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**  
**Zhang Hua Wei**  
*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 RMB452,233,232.4.

**(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 2018, 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:

	<b>H Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	5.27	4.77
May	7.00	4.84
June	6.81	5.31
July	6.66	5.22
August	7.88	5.53
September	8.15	7.20
October	7.74	6.50
November	7.56	6.80
December	7.63	5.95
<b>2019</b>		
January	6.63	5.73
February	7.45	6.40
March	8.09	6.73
April (up to the Latest Practicable Date)	7.74	7.50

**(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:

<b>Name of substantial shareholder</b>	<b>Class of Shares</b>	<b>Number of Shares held</b>	<b>Approximate percentage of total share capital</b>
Weigao Holding Company Limited	H Shares	2,159,755,676	47.76%

**(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	2,159,755,676 (L)	47.76 (L)
Weihai Weigao International Medical Investment Holding Company Limited <sup>#</sup>	2,159,755,676 (L)	47.76 (L)
Weigao Holding Company Limited <sup>#</sup>	2,159,755,676 (L)	47.76 (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.

**1. Mr. Gong Jian Bo**

**Mr. Gong Jian Bo**, aged 51, is an executive Director of the Company and the general manager of Shandong Weigao Orthopaedic Device Company Limited (“Weigao Orthopaedic”). Mr. Gong graduated from 常州市武進前黃學校 (Changzhou WuJin Qian Huang College\*) in 1987. Prior to joining the Company, Mr. Gong joined 常州市武進第三醫療器械廠 (Changzhou Wujin The Third Medical Device Factory\*) (“Changzhou Wujin”) in 1988. He served as an assistant to the factory director and worked in technical and sales departments and was subsequently promoted to factory director in 1993. Changzhou Wujin is principally engaged in the research and development, sales and production of medical devices in China. Mr. Gong joined Weigao Orthopaedic in February 2005. Mr. Gong has over 20 years of valuable experience in medical device industry in China.

**2. Mrs. Fu Ming Zhong**

**Mrs. Fu Ming Zhong**, aged 68, senior economist and associate chief pharmacist and has over 40 years of working experience, particular in the area of management experience in the pharmaceutical and healthcare products industry. Mrs. Fu obtained a master's degree in engineering from the Harbin Institute of Technology in March 1995. Mrs. Fu was previously a deputy workshop director, the office head and the vice factory manager of The Third Harbin Pharmaceutical Factory from June 1972 to March 1992. Mrs. Fu was a director of Harbin City Pharmaceutical Group and the general manager of Harbin Pharmaceutical Company Limited from March 1992 to December 1997. She was also a deputy general manager of China Medicines Group from December 1997 to January 1999 and she was a director of China Medicines Group Corporation from January 1999 to October 2009 respectively. Mrs. Fu was the executive deputy general manager of China National Pharmaceutical industry Corporation from January 1999 to January 2001. Ms. Fu was the chairman of National Medicines Company Limited (a company listed on the Shanghai Stock Exchange) from January 2001 to February 2008. Mrs. Fu has been a director of Shenzhen Accord Pharmaceutical Company Ltd. (a company listed on the Shenzhen Stock Exchange) since April 2008 and was the chairman from April 2008 to December 2008. Ms. Fu has also been a director of Sinopharm Industrial Investment Co., Ltd. from July 2008 to December 2010. Mrs. Fu was the general manager, duty chairman and director of Sinopharm Group Co. Ltd. (a company listed on the Hong Kong Stock Exchange) during the period from January 2006 to December 2009, and December 2009 to November 2010 respectively.

Mrs. Fu is currently the chairman of China Association of Pharmaceutical Commerce and she joined the Company in October 2011.

**3. Mrs. Wang Jin Xia**

**Mrs. Wang Jin Xia**, aged 64, an independent non-executive Director of the Company. Mrs. Wang is a senior economist and has over 30 years of working experience, especially the management experience in the pharmaceutical commerce and pharmaceutical industry. Mrs. Wang obtained a bachelor degree in economics (經濟學學士) from Dongbei University of Finance and Economics in July 1983 and was assigned to work in State Pharmaceutical Administration of China Pharmaceutical Company (國家醫藥管理局中國醫藥公司). Mrs. Wang was deputy director of the finance division, director of the information division of China Pharmaceutical Company (中國醫藥公司), the general secretary and the vice president of China Association of Pharmaceutical Commerce (中國醫藥商業協會) and the person in charge of the pharmaceutical chains branch of China Association of Pharmaceutical Commerce (中國醫藥商業協會連鎖藥店分會). She is also a senior advisor of China Nonprescription Medicines Association (中國非處方藥協會).

Currently, Mrs. Wang also acts as the independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998), HPGC Renmintongtai Pharmaceutical Corporation (哈藥集團人民同泰醫藥股份有限公司) (stock code: 600829) and Xinjiang Ready Health Industry Co., Ltd. (新疆同濟堂健康產業股份有限公司) (stock code: 600090).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

## 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 Tuesday, 2 July 2019 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 2018;
2. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2018;
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2018;
4. To declare a final dividend of RMB0.052 per share of RMB0.1 each in the Company for the year ended 31 December 2018;
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 2019, and to authorise the Board to determine his remuneration;
6. To consider and authorise the Board to approve the remuneration of the directors, supervisors and senior management of the Company for the year ending 31 December 2019;
7. To re-elect Mr. Gong Jian Bo as an executive director of the Company;

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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8. To re-elect Mrs. Fu Ming Zhong as an independent non-executive director of the Company; and
9. To re-elect Mrs. Wang Jin Xia as an independent non-executive director of the Company.

### SPECIAL RESOLUTIONS

10. To consider and approve the general mandate to allot and issue new H shares.
11. To consider and approve the general mandate to repurchase H shares.

By Order of the Board  
**Shandong Weigao Group Medical Polymer Company Limited**  
**Zhang Hua Wei**  
*Chairman*

Weihai, the PRC  
29 April 2019

*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*)

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining who may attend the AGM to be held on Tuesday, 2 July 2019, the register of holders of H Shares of the Company will be closed from Saturday, 1 June 2019 to Tuesday, 2 July 2019 (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, 31 May 2019.

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 Tuesday, 9 July 2019 to Sunday, 14 July 2019 (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 Monday, 8 July 2019.

The address of Tricor Standard Limited is as follows:

22nd Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Fax: (852) 2810 8185

The Board has resolved to recommend a final dividend of RMB0.052 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB235,161,000. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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.

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.

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.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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](http://www.weigaogroup.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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 notorially 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) or the registered office of the Company (for holders of Non-listed Shares), at least 24 hours before the AGM or any adjourned meeting thereof. The Company's registered office is located at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555). The Company's H Share registrar, Tricor Standard Limited, is located at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (Fax no. (852) 2810 8185).
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. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the registered office of the Company or the principal place of business of the Company in Hong Kong by hand, by post or by fax on or before Tuesday, 11 June 2019. The Company's registered office is located at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555). The principal place of business of the Company in Hong Kong, is located at 801 Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong (Fax no. (852) 2838 1870).
8. 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.