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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 THE SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (the “**Second Extraordinary General Meeting**”) of the shareholders of Shandong Weigao Group Medical Polymer Company Limited* (山東威高集團醫用高分子製品股份有限公司) (the “**Company**”) will be held at 2/F, 1 Weigao Road, Torch Hi-tech Science Park, Weihai, Shandong Province, PRC at 9:30 a.m. on Friday, 13 October 2023 or immediately following the conclusion of the previous extraordinary general meeting for the purpose of considering and, if thought fit, passing the following resolution of the Company.

Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 18 September 2023, of which this notice forms part.

* *For identification purpose only*

SPECIAL RESOLUTIONS

1. **Resolution in relation to the framework of allotment of Domestic Shares:** The Company proposed to allot 97,850,000 Domestic Shares under relevant terms of the Share Award Scheme to fulfil the grant of the Share Awards, and put forward to general meeting of Shareholders for consideration, the details are as follow:

Class of shares and its par value	:	the class of shares to be allotted and issued to and subscribed by the PRC onshore domestic investor(s) are domestic shares of par value RMB0.10 each in the capital of the Company
Number of Shares to be allotted and issued	:	the number of Shares to be allotted and issued shall not exceed 97,850,000
Allottees and pre-emption rights	:	the shares will be allotted and issued to not more than 35 limited partnerships. The limited partners of the limited partnerships comprise Directors, supervisor, senior management and core management of the Company. Members of the Core Employees have been selected by the Board, presented to all employees for opinions, approved by the employee representative committee and the supervisor committee and approved by the general meeting of Shareholders. The Domestic Shares will only be issued to the abovementioned eligible participants. There is no pre-emption right for the other shareholders of the Company. Specific allottees are determined by the board of Directors and its authorized persons subject to the requirements of the onshore and offshore regulatory authorities including the Stock Exchange, the market environment and the actual position of the Company

- Basis of the issue price : the issue price was determined in accordance with the terms of the Share Award Scheme, which is the net asset value per share as set out in the audited consolidated financial statements of the Company in the last financial year immediately preceding the Date of Grant (RMB4.74 per share)
- Method of allotment : allotment will be made to the specific grantees
- Lock-up : the Domestic Shares allotted and issued to the Grantees will be subject to a 36-month lock-up commencing from date of the issue, which shall be the date of which the Domestic Shares are registered with China Securities Depository and Clearing Corporation Limited. Each of the Director, supervisor, senior management and Core Employees shall achieve the performance targets, and the Domestic Shares held by them through the limited partnerships may not be transferred before achieving the performance targets. Furthermore, the Domestic Shares held by the allottees shall comply with the Company Law of the PRC, and all rights or restrictions or prohibitive provisions set out by the CSRC or its agents with respect to the transfer of shares, and the Articles. Except for the aforementioned lock-up, the Company has not set any other transfer restrictions on the allottees
- Use of proceeds : as general working capital of the Company

Distribution : upon completion of the issuance of the Domestic Shares, any accumulated undistributed profits of the Company prior to the issuance may be shared by all the existing shareholders of the Company and the allottees in accordance to their respective shareholding

Validity period of the resolution : this resolution in relation to issuance and allotment of Domestic Shares to specific grantees shall be valid for a period of 12 months commencing from the date of passing of this resolution

2. **Resolution in relation to the grant of Share Awards to Core Employees:** Under the provision of Measures for the Supervision and Administration of Unlisted Public Companies* (非上市公眾公司監督管理辦法), the Company proposed to grant Share Awards to the grantees including the Core Employees and now hereby nominated the employees marked with “Core Employees” under the “Position” column listed in the list of grantees (a copy of which is produced to this meeting, marked “A” and initialled by the chairman of the Second Extraordinary General Meeting for the purpose of identification, the “**Grantees List**”) as Core Employees.
3. **Resolution in relation to the grant of Share Awards to the Connected Grantees:** In light of the requirement under Chapter 14 of Listing Rules, the grant of a total of 25,800,000 Share Awards and a total of 11,100,000 Share Awards to the “connected persons at the listed company level” and “connected employees at the subsidiary level” as identified in the Grantees List are hereby approved and confirmed.
4. **Resolution in relation to the grant of Share Awards to the Grantees exceeding 0.1% of the issued share of the Company:** In light of Chapter 17 of the Listing Rules, the grant of 10,000,000 Share Awards to Mr. Long Jing is hereby confirmed and approved.
5. **Resolution in relation to the grant of Share Awards to the Grantees exceeding 0.1% of the issued share of the Company:** In light of Chapter 17 of the Listing Rules, the grant of 6,000,000 Share Awards to Mr. Cong Rinan is hereby confirmed and approved.
6. **Resolution in relation to the grant of Share Awards to the Grantees exceeding 0.1% of the issued share of the Company:** In light of Chapter 17 of the Listing Rules, the grant of 5,000,000 Share Awards to Mr. Chen Lin is hereby confirmed and approved.

7. **Resolution in relation to authorizing the Board to handle all matters in connection with the proposed allotment of the Domestic Shares:** In light of the works involved in the targeted issuance of Domestic Shares, the Board hereby proposed to the Shareholders to authorize the Board, in which delegation will be made by the Board to the chairman of the Board, either acting singly or collectively, to approve and handle all matters in connection with the allotment of the Domestic Shares, including but not limited to the following:

- Subject to and within the authority given by the shareholders for the allotment of the Domestic Shares, and also subject to the requirements of the onshore and offshore regulatory authorities including the Stock Exchange, the market environment and the actual position of the Company, to amend, refine and organize the implementation of the terms of issuance, including the number of Domestic Shares to be issued, the issue price, the basis of the issue price, the allottees, the time of the allotment, the use of proceeds, the lock-up, and other related matters. Should there be changes in the relevant laws, regulations or regulatory documents or changes in regulatory policies or changes in market conditions, to amend the terms of the issuance (including suspension or termination of the allotment) except for those amendments that are required to be subject to the approval by shareholders of the Company under the applicable laws, regulations, regulatory documents and Articles.
- Subject to the framework of allotment under this resolution, to determine, sign, execute and complete the relevant employees' shareholding plan, the Management Measures* (管理辦法) and other documents and related matters in relation to the allotment and issue of the Domestic Shares.

- Subject to the framework of allotment under this resolution, to complete registrations and filing, to obtain consents and carry out all other necessary procedures with the onshore and offshore regulatory authorities (including but not limited to the CSRC and the State Administration for Market Regulation and its branches (SAIC)) and the Stock Exchange; to sign, execute, amend and complete all relevant filings (including but not limited to the shareholders' resolutions approving the issuance, the board resolutions approving the issuance, the application documents, the Targeted Issuance and Allotment Manual* (定向發行說明書), the Recommendation Work Report by the Placing Agent in relation to the Allotment* (主辦券商定向發行推薦工作報告) and legal opinions) in connection with the issuance, and to do all such acts necessary or appropriate in connection with the issuance.
- To draft, amend, sign, file, publish, disclose, execute, suspend or terminate any agreement, contract, announcement, circular or other related legal documents in connection with the issuance; to engage, decide and settle the fees incurred by any financial advisers, securities underwriters, legal advisors, accounting firms, assets valuers and other agents in connection with the issuance.
- To make corresponding amendments to the Articles in relation to the registered capital, shareholding structure and to file and register all such amendments with the relevant registration authorities and other governmental authorities upon completion of the issuance of the Domestic Shares.
- Upon completion of the targeted issuance, to increase the registered capital of the Domestic Shares of the Company in accordance with the allotment and to carry out all relevant approval procedures with the regulatory authorities and to make relevant registrations and filings with the SAIC (including but not limited to application for change of particulars of the company and the application for the exchange and issuance of business registration).
- To carry out all registration procedures with China Securities Depository and Clearing Corporation in relation to the issuance of the Domestic Shares.
- To carry out all necessary actions in relation to the issuance of the Domestic Shares subject to the relevant laws and regulations.

8. **Resolution in relation to the Proposed Amendments:** Subject to the fulfilment of all the relevant conditions and/or all necessary approvals and/or consents from the relevant PRC authorities and bodies being obtained and/or the procedures as required under the laws and regulations of the PRC being completed, the Proposed Amendments as set out in the Circular be and are hereby confirmed and approved and that the Chairman of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such resolution.

The authorizations in the above resolutions shall be valid for a period of 12 months commencing from the date of passing in the general meeting of Shareholders. Depending on the actual circumstances, the Board may submit to the general meeting of Shareholders for consideration and approval to extend the validity period of the authorizations as appropriate.

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

Weihai, Shandong, the PRC

18 September 2023

Notes:

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

- (2) All Shareholders shall appoint its proxy in writing. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Shares registrar, Tricor Standard Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for holding Second Extraordinary General Meeting or 24 hours before the time designated for voting. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy needs not be a shareholder of the Company.
- (3) Shareholders and their proxies attending the Second Extraordinary General Meeting shall produce their proof of identification.
- (4) For the purpose of determining the identity of shareholders who are entitled to attend and vote at the Second Extraordinary General Meeting, the register of members will be closed from Tuesday, 10 October 2023 to Friday, 13 October 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending at the Second Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 9 October 2023.
- (5) The Second Extraordinary General Meeting is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.
- (6) All votes of the Shareholders at the general meetings must be taken by poll.
- (7) Any enquiries about this notice and the Second Extraordinary General Meeting shall be sent for the attention to Ms. Yan Yucai at 6/F, 1 Weigao Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Tel. (86) 631 5660715) or Ms. Phillis Wong at 29/F, Two Chinachem Central, 26 Des Voeux Road Central, Hong Kong (Tel: (852) 28381490).
- (8) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors (“**Directors**”) of the Company comprises:

Executive Director

Mr. Long Jing

Mr. Cong Rinan

Mr. Lu Junqiang

Mr. Ni Shili

Non-Executive Director

Mr. Tang Zhengpeng

Mr. Chen Lin

Independent non-executive Director

Mr. Li Guohui

Mrs. Meng Hong

Mr. Li Qiang