



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)

(the “Company”, together with its subsidiaries, the “Group”)

CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Membership

- 1.1 Members of the Corporate Governance Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) and shall be made up of at least three members of which at least one of them shall be an independent non-executive director of the Company.
- 1.2 The Chairman of the Committee shall be appointed by the Board.

2. Secretary

- 2.1 The company secretary of the Company shall be the secretary of the Committee (“Secretary”).

3. Quorum and Meeting

- 3.1 The quorum necessary for the transaction of business at a Committee meeting shall be two members of which at least one of them shall be an independent non-executive director of the Company.
- 3.2 In the absence of the Chairman of the Committee, the Committee members present shall elect one of the members to chair that meeting.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors of the Company, representatives from departments of the Company and external advisers may be invited to attend all or part of any Committee meeting, as and when the Committee considers appropriate.

4. Frequency of Meetings

- 4.1 The Committee shall meet at least once a year.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee in accordance with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Lising Rules”) or as authorised or at the request of any member of the Committee.

- 5.2 Agenda and accompanying meeting papers should be sent in full to all members of the Committee in a timely manner and at least three (3) days before the intended date of a Committee meeting unless otherwise agreed by all members of the Committee.

6. Minutes of Meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee within a reasonable time after the Committee meeting is held and, once agreed, to all other members of the Board.
- 6.3 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications.

7. Authority

- 7.1 The Committee is authorized by the Board, within its terms of reference, to oversee and advise on any ESG issues of the Group as required under “Appendix C1 – Corporate Governance Code” and “Appendix C2 – Environmental, Social and Governance Reporting Guide” of the Listing Rules.
- 7.2 The Committee is authorized by the Board to obtain any information that it requires from any employee of the Company, if it considers necessary, in order to perform its duties.
- 7.3 In connection with its duties the Committee is authorized by the Board to obtain, at the Company’s expense, outside legal or other professional advice. Such expenditure shall be within limits agreed by the Board from time to time.

8. Duties

- 8.1 The duties of the Committee shall include:
- (a) developing and reviewing the Company’s policies and practices on corporate governance and environmental, social and governance (ESG) and making recommendations to the Board;
 - (b) reviewing and monitoring the training and continuous professional development of the directors and the senior management;
 - (c) reviewing and monitoring the Company’s policies and practices on compliance with legal and regulatory requirements;
 - (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the Directors and the employees of the Group;
 - (e) reviewing the Company’s compliance with “Appendix C1 – Corporate Governance Code” and Appendix C2 – Environmental, Social and Governance Reporting Guide of the Listing Rules and disclosure in the Corporate Governance

Report and ESG Report as required under the Listing Rules;

- (f) reviewing and monitoring whether the Company is operated and managed for the benefit of all its Shareholders;
- (g) discussing and responding to the impacts that the Company's operation could pose to the economy, environment, society, and stakeholders, especially material ESG topics that the Management of the Company and stakeholders prioritise;
- (h) reviewing and monitoring ESG-related risks and opportunities that may pose significant impacts to the Company, reporting to the Board and making recommendations for annual ESG strategic targets;
- (i) reviewing and monitoring the implementation and improvement of ESG issues and ensuring the management and decision-making mechanisms on key sustainability issues, including but not limited to privacy and data security, access to finance, human capital development and opportunities in clean technology, are in compliance with legal and regulatory requirements, international standards and stakeholder requirements; and
- (j) seeking to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the Company's compliance with "Appendix C1 – Corporate Governance Code" of the Listing Rules.

9. Reporting Responsibilities

- 9.1 The Committee shall make whatever recommendations to the Board it deems appropriate or any area within its remit where action or improvement is needed.
- 9.2 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 9.3 The Chairman of the Committee, or failing him, any other members of the Committee shall attend the annual general meetings of the Company and answer questions on the Committee's activities and their responsibilities.

10. Publication of these Terms of Reference

- 10.1 The Corporate Governance Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.

(Revised and adopted by the Board on 26 March 2024)