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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 “**Annual General Meeting**”) 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, the People’s Republic of China (“**PRC**”) at 9:00 a.m. on Tuesday, 28 May 2024 to consider and, if though fit, pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2023.
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2023.
4. To declare a final dividend of RMB0.0943 per share of RMB0.10 each in the Company for the year ended 31 December 2023.

\* *For identification purpose only*

5. To consider and approve the proposal for the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for a term until the next annual general meeting of the Company and to authorise the Board to determine their remuneration.
6. To consider and approve the re-election of Mr. Cong Rinan as an executive director of the Company.
7. To consider and approve the re-election of Mr. Tang Zhengpeng as a non-executive director of the Company.
8. To consider and approve the re-election of Mr. Chen Lin as a non-executive director of the Company.
9. To consider and approve the appointment of Mr. Wang Daoming as an executive director of the Company.
10. To consider and approve the appointment of Ms. Yan Xia as a non-executive director of the Company.
11. To consider and approve the appointment of Mr. Sun Heng as an independent non-executive director of the Company.
12. To consider and approve the re-election of Ms. Gu Meijun as a supervisor of the Company.
13. To consider and authorise the Board to approve the remuneration of the directors of the Company for the year ending 31 December 2024.

## SPECIAL RESOLUTIONS

14. To consider and approve the grant of an unconditional general mandate (the “**General Mandate**”) to the Board to issue, allot and deal with overseas-listed shares in the share capital of the Company (“**H Shares**”) and/or non-listed domestic shares in the share capital of the Company (“**Domestic Shares**”) (including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights to subscribe for any shares or such convertible securities) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) the General Mandate shall not extend beyond the Relevant Period (as defined in paragraph (d) below) save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b)
    - (i) The number of the H Shares to be allotted, issued and dealt with as determined by the Board or the chairman of the Board (the “**Chairman**”) and its authorized persons in accordance with the General Mandate shall not exceed 10% of the number of the H Shares in issue at the time when this resolution is considered and passed. The discount (if any) of the issue price of the H Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the benchmark price of the securities (rather than the 20% as prescribed under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)).
    - (ii) The number of the Domestic Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the number of the Domestic Shares in issue at the time when this resolution is considered and passed. The discount (if any) of the issue price of the Domestic Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the benchmark price of the securities (rather than the 20% as prescribed under the Listing Rules).

- (c) the Board will only exercise its power under such mandate in accordance with the PRC Company Law and the Listing Rules or other applicable laws, rules and regulations of other government regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

after the issuance of Shares, one of the Directors be and is hereby authorised:

- (i) to approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares of the Company, including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into underwriting agreement(s) or any other agreements;
  - (ii) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and
  - (iii) to make such amendments to the articles of association of the Company as it may deem appropriate for the increase of the registered capital of the Company and to reflect the new share capital structure of the Company after the intended allotment and issue of the Shares of the Company pursuant to this resolution.
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiry date of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company at any general meetings.

15. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the number of the H Shares in issue and having not been repurchased at the time when this resolution is passed at annual general meeting;
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

(c) For the purposes of this special resolution:

“**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiry date of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company at any general meetings;

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

16. “**THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 30 April 2024, be and are hereby approved;
- (b) the new set of articles of association of the Company (incorporating and consolidating the Proposed Amendments) (the “**New Articles of Association**”), in the form of the document which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect upon the close of this meeting; and

- (c) any Director or company secretary of the Company be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from Proposed Amendments.”

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

Weihai, the PRC  
30 April 2024

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

*Executive Directors*

Mr. Long Jing (*Chairman*)  
Mr. Cong Rinan (*Chief Executive Officer*)  
Mr. Lu Junqiang

*Non-executive Directors*

Mr. Tang Zhengpeng (*Vice Chairman*)  
Mr. Chen Lin

*Independent non-executive Directors*

Mr. Li Guohui  
Mrs. Meng Hong  
Mr. Li Qiang

*Notes:*

1. For the purpose of determining who may attend the Annual General Meeting to be held on Tuesday, 28 May 2024, the register of holders of H Shares of the Company will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (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 Annual General Meeting, 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 Tuesday, 21 May 2024.

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 Annual General Meeting), the register of holders of H Shares of the Company will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024 (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 Tuesday, 4 June 2024.

The address of Tricor Standard Limited is as follows:

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Far East Finance Centre

16 Harcourt Road

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 Annual General Meeting 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 Annual General Meeting.
3. Any shareholder entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting or any adjourned meeting thereof.



5. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting.