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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Weigang Environmental Technology Holding Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Weigang Environmental Technology Holding Group Limited 维港环保科技控股集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1845)**

## **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Weigang Environmental Technology Holding Group Limited to be held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Thursday, 2 June 2022 at 3:00 p.m., at which, among other things, the above proposals will be considered, which set out on pages 26 to 30 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Weigang Environmental Technology Holding Group Limited's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Practical measures will be taken to try to avoid the spread of COVID-19 at the Annual General Meeting, including:

- compulsory temperature checks and health declarations for all attendees, including Directors and Shareholders
- prohibition from attendance at the Annual General Meeting if the attendee has a fever (detected body temperature higher than or equal to 37.3 degrees Celsius). Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Annual General Meeting
- compulsory wearing of surgical face masks throughout the Annual General Meeting
- maintaining proper distance between seats
- no refreshments will be served at the Annual General Meeting

Any person who does not comply with the precautionary measures may be denied entry into the venue of the Annual General Meeting. The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.

27 April 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                                      |   |
|--------------------------------------|---|
| “Annual General Meeting” or<br>“AGM” | the annual general meeting of the Company to be convened and held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Thursday, 2 June 2022 at 3:00 p.m.  |
| “Articles of Association”            | the memorandum and articles of association of the Company, as amended from time to time   |
| “associates”                         | has the meaning as defined under the Listing Rules  |
| “Board”                              | the board of Directors  |
| “Company”                            | Weigang Environmental Technology Holding Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 May 2017  |
| “Companies Law”                      | the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time  |
| “Director(s)”                        | director(s) of the Company  |
| “Group”                              | the Company and its subsidiaries  |
| “Hong Kong”                          | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Issue Mandate”                      | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate |

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## DEFINITIONS

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|-------------------------------|--|
| “Latest Practicable Date”     | 20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein  |
| “Listing Rules”               | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Pre-IPO Share Option Scheme” | the share option scheme approved and adopted conditionally by the Shareholders on 10 December 2018   |
| “Repurchase Mandate”          | a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate |
| “SFO”                         | Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)  |
| “Share(s)”                    | ordinary shares of HK\$0.05 each in the share capital of the Company   |
| “Shareholder(s)”              | holder(s) of the Shares  |
| “Stock Exchange”              | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”              | The Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission as amended from time to time   |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                           | per cent.  |

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LETTER FROM THE BOARD

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**Weigang Environmental Technology Holding Group Limited**  
**维港环保科技控股集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1845)**

*Executive Directors:*

Mr. CAI Zhuhua (*Chairman and Chief Executive Officer*)  
Mr. DONG Honghui  
Mr. DENG Zhaoshan  
Mr. GU Chunbin

*Registered Office:*

190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. YANG Zhifeng  
Mr. JIANG Guoliang  
Mr. FENG Tao

*Principal place of business in  
Hong Kong:*

Unit 3507,  
35/F, AIA Tower,  
183 Electric Road,  
North Point,  
Hong Kong

27 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) ordinary resolutions relating to the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) ordinary resolutions relating to the re-election of the Directors; and (iii) special resolution relating to the proposed amendments of the Articles of Association.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

Pursuant to the ordinary resolutions passed by the then Shareholder at the annual general meeting of the Company held on 3 June 2021, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of such resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date of passing of such resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles of Association or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages 26 to 30 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,333,335,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 266,667,000 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. DENG Zhaoshan, Mr. GU Chunbin, Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang.

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## LETTER FROM THE BOARD

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In accordance with Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. YANG Zhifeng, Mr. JIANG Guoliang, Mr. FENG Tao, being the independent non-executive Directors of the Company, will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The Nomination Committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the terms of reference of the Nomination Committee of the Board, the Company's corporate strategy, and the independence of all independent non-executive Directors. Mr. YANG Zhifeng, Mr. JIANG Guoliang and Mr. FENG Tao confirmed their independency pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION**

Pursuant to the amendments to Appendix 3 of the Listing Rules which took effect on 1 January 2022, the Board proposes to make amendments to the Articles of Association. Details of the proposed amendments are set out in the Appendix III of this circular.

Notwithstanding the proposed amendments of the Articles of Association, the contents of the other chapters and articles of the Articles of Association shall remain unchanged.

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## LETTER FROM THE BOARD

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The Company has been advised by its legal advisers that the proposed amendments of the Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments of the Articles of Association for a company listed on the Stock Exchange.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments of the Articles of Association. The proposed amendments to the Articles of Association will take effect on the date on which the proposed amendments are approved at the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 26 to 30 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, (i) ordinary resolutions relating to the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) ordinary resolutions relating to the re-election of the Directors; and (iii) special resolution relating to the proposed amendments of the Articles of Association.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

### RECOMMENDATION

The Board considers that the resolutions in relation to the granting of the Issue Mandate and Repurchase Mandate, the re-election of the Directors and the proposed amendments of the Articles of Association to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board

**Weigang Environmental Technology Holding Group Limited**

**CAI Zhuhua**

*Chairman & Chief Executive Officer*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,335,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 133,333,500 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2021 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during previous twelve months up to the Latest Practicable Date were as follows:

|   | <b>Share Prices</b>           |                              |
|---|-------------------------------|------------------------------|
|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
| <b>2021</b>   |                               |                              |
| April   | 0.380                         | 0.330                        |
| May   | 0.440                         | 0.335                        |
| June  | 0.420                         | 0.345                        |
| July  | 0.490                         | 0.350                        |
| August  | 0.560                         | 0.420                        |
| September   | 0.660                         | 0.370                        |
| October   | 0.510                         | 0.405                        |
| November  | 0.480                         | 0.400                        |
| December  | 0.415                         | 0.345                        |
| <b>2022</b>   |                               |                              |
| January   | 0.400                         | 0.305                        |
| February  | 0.410                         | 0.315                        |
| March   | 0.375                         | 0.300                        |
| April (up to and including the Latest Practicable Date) | 0.360                         | 0.305                        |

## 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

## 8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 the 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, (i) Mr. CAI Zhuhua is interested in 664,418,000 Shares held through Weigang Technology Limited, a company wholly-owned by Mr. CAI; and (ii) Ms. HUANG Ying, the spouse of Mr. CAI, has 3,933,338 underlying shares which was granted under the Pre-IPO Share Option Scheme is deemed to be interested in the Shares which Mr. CAI is interested in. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. CAI and Ms. HUANG would be increased from 50.13% to approximately 55.70% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 108(a) of the Articles of Association.

### **Independent Non-executive Directors**

#### **Mr. YANG Zhifeng**

**Mr. YANG Zhifeng**, aged 58, has been appointed as an independent non-executive Director and a member of the audit committee of the Board on 3 January 2019.

Mr. Yang has over 23 years of experience in research and education in the environmental science field. Since October 1995, Mr. Yang has been working as a professor at the School of Environment of Beijing Normal University\* (北京師範大學). Mr. Yang served as the head of the Institute of Environmental Science\* (環境科學研究所) of Beijing Normal University\* (北京師範大學) from November 1999 to September 2003. From October 2003 to January 2016, Mr. Yang served as the dean of School of Environment of Beijing Normal University\* (北京師範大學).

Mr. Yang obtained the degree of doctor in philosophy in engineering from Tsinghua University (清華大學) in China in December 1989. Mr. Yang has been a fellow member of the Chinese Academy of Engineering\* (中國工程院) since November 2015.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Yang did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Yang does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yang has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Yang has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Yang which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### Mr. JIANG Guoliang

**Mr. JIANG Guoliang**, aged 46, has been appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and the nomination committee of the Board on 3 January 2019.

Mr. Jiang has served as a partner of T&C (Zhejiang) Law Firm\* (浙江天冊律師事務所) since October 2012. Prior to that, Mr. Jiang was a vice president of BOCGI Zheshang Capital Co. Ltd.\* (中銀投資浙商產業基金管理有限公司) from August 2010 to September 2012, a partner of the Hangzhou branch of King & Wood Mallesons (北京金杜律師事務所 杭州分所) from August 2008 to July 2010 and an associate of T&C (Zhejiang) Law Firm\* (浙江天冊律師事務所) from April 1999 to July 2008.

Mr. Jiang has been an independent non-executive director of OKG Technology Holdings Limited (歐科雲鏈控股有限公司) (Formerly known as Leap Holdings Group Limited) since 31 August 2018, the shares of which are listed on the Stock Exchange (stock code: 1499). Mr. Jiang served as an independent director of Zhejiang Communications Technology Co., Ltd.\* (浙江交通科技股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 002061), from December 2013 to April 2021.

Mr. Jiang obtained his bachelor's degree in laws from Peking University\* (北京大學) in the PRC in July 1997, and is a practising PRC lawyer.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Jiang did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Jiang does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Jiang has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Jiang has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Jiang which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

#### **Mr. FENG Tao**

**Mr. FENG Tao**, aged 47, has been appointed as an independent non-executive Director and the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Board on 3 January 2019.

Mr. Feng has over 18 years' experience in providing financial management services to listed companies. Mr. Feng served as the chief financial officer, from September 2013 to November 2017, and an executive director, from December 2013 to October 2017, of Peace Map Holding Limited (天下圖控股有限公司), the shares of which are listed on the Stock Exchange (stock code: 402).

Mr. Feng obtained his bachelor's degree in accounting from Central University of Finance and Economics (中央財經大學) in China in June 1997 and a master's degree in business administration from Peking University (北京大學) in China in January 2010. Mr. Feng obtained a professional technology qualification in business administration and economics (intermediate level)\* (工商管理經濟(中級)專業技術資格) from the Ministry of Human Resources and Social Security of the PRC\* (中華人民共和國人力資源和社會保障部) in November 2004.

Save as disclosed herein and apart from being an independent non-executive Director of the Company, Mr. Feng did not hold any directorship in the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities markets in Hong Kong and overseas or any major appointments and professional qualifications and he does not hold any other positions with the Company or any of its subsidiaries.

Save as disclosed herein and except for the relationship arising from his directorship in the Company, Mr. Feng does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Feng has entered into an appointment letter with the Company pursuant to which his appointment is for a term of 3 years for an annual director's fee of HK\$240,000. The term of his service as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the corporate governance practices of the Company. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

As at the Latest Practicable Date, Mr. Feng has no interest in the Shares within the meaning of Part XV of the SFO. There is no other information relating to Mr. Feng which is discloseable nor is he involved in any of the matters which falls to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

#### **DIRECTOR'S REMUNERATION**

The total amount of the Directors' remuneration for the year ended 31 December 2021 received by each of the retiring Directors are set out in the financial statements of the Company's 2021 annual report. The Directors' remuneration is determined by the remuneration committee of the Company having regard to the Director's performance, duties and responsibilities with the Company, the Company's performance and profitability, the Company's remuneration policy and the market pay-level for same position.

**DIRECTOR'S INTEREST**

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stand for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold 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, (iii) does not have any relationship with any other Director, senior management, substantial shareholder or Controlling Shareholder of the Company, (iv) does not have any interest in the securities within the meaning of Part XV of the Securities and Futures Ordinance, and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) – 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

*If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation marked with “\*” is for identification purposes only.*

The details of the proposed amendments to the Articles of Association are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

| Existing Provision of Articles of Association  | Amended Provision of Articles of Association  |
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| <p>Article 1(a)</p> <p>“<b>Companies Law</b>” means the Companies Law (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>“<b>Special Resolution</b>” means a resolution as described in Article 1(d) of these Articles;</p>                     | <p>Article 1(a)</p> <p>“<b>Companies <del>Law</del>Act</b>” means the Companies <u>LawAct</u> (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p><i>Note: All references to “Companies Law” are changed to “Companies Act”.</i></p> <p>“<b>Special Resolution</b>” means a resolution as described in Article 1(<del>d</del>) of these Articles;</p> |
| <p>Article 1(c)</p> <p>At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <math>\frac{3}{4}</math> of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.</p> | <p>Article 1(c)</p> <p>At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <math>\frac{3}{4}</math><u>three-fourths</u> of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.</p>  |

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| <p>Article 5(a)</p> <p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than ¾ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorized representative) or by proxy may demand a poll.</p> | <p>Article 5(a)</p> <p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law<del>Act</del>, be varied or abrogated either with the consent in writing of the holders of not less than <del>¾</del><u>three-fourths</u> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (<del>other than at an adjourned meeting</del>) shall be not less than <del>two</del><u>a person or persons</u> holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class,<del>that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorized representative) or by proxy may demand a poll.</del></p> |
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| <p>Article 17(c)</p> <p>During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.</p>  | <p>Article 17(c)</p> <p>During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the <u>section 632</u> of Companies Ordinance.</p>   |
| <p>Article 62</p> <p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p> | <p>Article 62</p> <p><del>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the</del> <u>The</u> Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next <u>each financial year</u>. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p> |

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| <p>Article 64</p> <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> | <p>Article 64</p> <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the <del>paid-up capital</del> <u>voting rights</u>, on a one vote per <u>share basis</u>, of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> |
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| <p>Article 79</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p> | <p>Article 79</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting <del>on</del><u>(a poll)</u> every Shareholder <del>present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy,</del> shall <del>have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article)</del> <u>have one vote</u> <u>have the right to speak, (b) on a show of hands, every Shareholder present in such manner shall have one vote, and (c) on a poll every Shareholder present in such manner shall have one vote for each share registered in his name in the register.</u> On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p> |
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| <p>Article 85</p> <p>Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</p> | <p>Article 85</p> <p>Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy <del>shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</del> <u>so appointed shall have the same right as the member to speak at the meeting.</u></p> |
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| <p>Article 92(b)</p> <p>Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.</p> | <p>Article 92(b)</p> <p>Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to <u>speak and</u> <del>vote individually on a show of hands.</del></p> |
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| <p>Article 112</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p> | <p>Article 112</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director <u>so appointed</u> <del>by the Board to fill a casual vacancy</del> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. <del>Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del> Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p> |
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| <p>Article 176(a)</p> <p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p> | <p>Article 176(a)</p> <p>The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. <del>The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act.</del> The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company in</del> <u>at</u> the annual general meeting <del>except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board</del> <u>at which they are appointed by Ordinary Resolution.</u></p> |
| <p>Article 176(b)</p> <p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>  | <p>Article 176(b)</p> <p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Special Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>   |

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## NOTICE OF ANNUAL GENERAL MEETING

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# Weigang Environmental Technology Holding Group Limited 维港环保科技控股集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1845)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Weigang Environmental Technology Holding Group Limited (the “**Company**”) will be held at 14/F, Block A4, No. 181 Science Boulevard, Guangzhou, Guangdong Province, China on Thursday, 2 June 2022 at 3:00 p.m., to consider and, if thought fit, transact the following ordinary businesses:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor for the year ended 31 December 2021.
2.
  - (a) To re-elect Mr. YANG Zhifeng as an independent non-executive Director.
  - (b) To re-elect Mr. JIANG Guoliang as an independent non-executive Director.
  - (c) To re-elect Mr. FENG Tao as an independent non-executive Director.
  - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and

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## NOTICE OF ANNUAL GENERAL MEETING

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debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional

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## NOTICE OF ANNUAL GENERAL MEETING

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entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate

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## NOTICE OF ANNUAL GENERAL MEETING

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number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

To, as special business, consider and, if thought fit, passing the following resolution as a special resolution:

7. “**THAT** the Articles of Association of the Company be amended in the manner as set out in the circular of the Company dated 27 April 2022 (the “**Circular**”) be approved and adopted as the second amended and restated 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 after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated Articles of Association of the Company.”

By Order of the Board

**Weigang Environmental Technology Holding Group Limited**

**CAI Zhuhua**

*Chairman & Chief Executive Officer*

Hong Kong, 27 April 2022

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2022.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In light of the epidemic situation of COVID-19, shareholders may consider appointing the chairman of the above meeting as his/her proxy to vote on the resolutions, instead of attending the above meeting in person.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and

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## NOTICE OF ANNUAL GENERAL MEETING

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transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.

5. With respect to resolution no. 2 of this notice, Mr. YANG Zhifeng, Mr. JIANG Guoliang, Mr. FENG Tao shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 27 April 2022.
6. As at the date of this notice, the Board comprises Mr. CAI Zhuhua, Mr. DONG Honghui, Mr. DENG Zhaoshan and Mr. GU Chunbin as executive Directors; and Mr. YANG Zhifeng, Mr. FENG Tao and Mr. JIANG Guoliang as independent non-executive Directors.