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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)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Company has been advised by Medtronic of the Disposal. The Disposal is subject to, among other things, the amendment to the Articles to reflect the ownership of the Investors in the Sale Shares. The Proposed Amendment will be subject to the approval of the Shareholders by way of a special resolution.

A circular containing the Proposed Amendment together with the notice of the extraordinary general meeting to be convened to approve the Proposed Amendment will be dispatched to the Shareholders as soon as practicable.

THE DISPOSAL

The Company has been advised by Medtronic that it has entered into an agreement to dispose of the Sale Shares to the Investors as to 181,886,803 non-listed foreign shares to CMF Health Investment, L.P., as to 91,648,389 non-listed foreign shares to CDH Wellness Limited and as to 49,349,132 non-listed foreign shares to Sequoia Capital China GF Holdco III-A, Ltd. The Sale Shares represent approximately 7.21% of the issued share capital of the Company.

The Disposal is subject to, among other things, approval by the Ministry of Commerce of the PRC or its provincial branch, and the Proposed Amendment to reflect the ownership of the Investors in the Sale Shares.

* *For identification purpose only*

PROPOSED AMENDMENT TO THE ARTICLES

To facilitate the Disposal and in compliance with the Company Law of the PRC, it is proposed that:

Paragraph 2 of Article 20 of the Articles which provides that “2. *As a foreign investor, Medtronic Holding Switzerland GmbH (translated Chinese name: 美敦力控股 (瑞士) 股份有限公司) holds a total of 322,884,324 non-circulating shares, representing 7.21% of the total share capital; and*” be deleted in its entirety and replaced by the following:

“2. A total of 322,884,324 non-listed foreign shares, held as follows:

- (a) 181,886,803 shares by CMF Health Investment, L.P., representing 4.06% of the total share capital of the Company;
- (b) 91,648,389 shares by CDH Wellness Limited, representing 2.05% of the total share capital of the Company;
- (c) 49,349,132 shares by Sequoia Capital China GF Holdco III-A, Ltd., representing 1.10% of the total share capital of the Company; and”

According to Article 85 of the Articles, the Proposed Amendment will be subject to the approval by the Shareholders by way of a special resolution at an extraordinary general meeting of the Company.

A circular containing the Proposed Amendment together with the notice of the extraordinary general meeting to be convened to approve the Proposed Amendment will be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions will have the following respective meanings:

“Articles”	the articles of association of the Company;
“Company”	Shandong Weigao Group Medical Polymer Company Limited, a company incorporated in the PRC, the H-Shares of which are listed on the main board of the Stock Exchange;
“Disposal”	the sale by Medtronic of the Sale Shares to the Investors;
“Investors”	collectively CMF Health Investment, L.P., CDH Wellness Limited and Sequoia Capital China GF Holdco III-A, Ltd.;
“Medtronic”	Medtronic Holding Switzerland GmbH;
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Amendment”	the proposed amendment to the Articles as set out in the section headed “Proposed Amendment to the Articles” in this announcement;
“Sale Shares”	322,884,324 non-listed foreign shares of the Company;

“Shareholders” shareholders of the Company;

“Stock Exchange” the Stock Exchange of Hong Kong Limited.

By order of the Board
Shandong Weigao Group Medical Polymer Company Limited
Chen Xue Li
Chairman

Weihai, Shandong, the PRC, 29 July 2014

As at the date of this announcement, the Board comprises:

Mr. Zhang Hua Wei (*Executive Director*)

Mr. Wang Yi (*Executive Director*)

Mr. Gong Jian Bo (*Executive Director*)

Mr. Xia Lie Bo (*Executive Director*)

Mr. Chen Xue Li (*Non-executive Director*)

Mrs. Zhou Shu Hua (*Non-executive Director*)

Mr. Lo Wai Hung (*Independent non-executive Director*)

Mr. Li Jia Miao (*Independent non-executive Director*)

Mrs. Fu Ming Zhong (*Independent non-executive Director*)

Mrs. Wang Jin Xia (*Independent non-executive Director*)