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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 CLASS MEETING OF THE HOLDERS OF NON-LISTED SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of Non-listed Shares (the “**Non-listed Shares Class 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, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, the PRC at 10:00 a.m. (or immediately following the conclusion of the Class Meeting of the holders of H Shares) on Monday, 17 November 2014 for the purpose of considering and, if thought fit, passing the following special resolution:

“**THAT**

- (i) the proposed share award scheme of the Company (the “**Scheme**”), the terms of which are produced to the meeting and marked “A” for the purpose of identification, be and is hereby approved and adopted;
- (ii) subject to the approval of the local branch of the Ministry of Commerce of the People's Republic of China on the issue of the Non-listed Shares (as defined in the circular of the Company dated 30 September 2014, the (“**Circular**”)), the allotment and issue of such number of Non-listed Shares subject to the Scheme, representing 5% of the issued share capital as at the date of the meeting, the notice of which this resolution forms part, be and is hereby approved; and

\* *For identification purpose only*

(iii) the directors of the Company be and are hereby authorised to

- (a) take all actions and sign all documents as they consider necessary or expedient for the purpose of giving effect to the Scheme and/or the issue of Non-listed Shares (as defined in the Circular); and
- (b) make such amendments to the articles of association of the Company as necessary to reflect the changes in the shareholders and their interests in the Non-listed Shares (as defined in the Circular) in the course of operation of the Scheme, and to take all actions as they consider necessary or expedient for the purpose of giving effect to such changes.”

Yours faithfully,

By order of the Board

**Shandong Weigao Group Medical Polymer Company Limited\***

**Chen Xue Li**

*Chairman*

Weihai, Shandong, the PRC

30 September 2014

*Registered Office:*

18 Xingshan Road

Weihai Torch Hi-tech Science Park

Weihai

Shandong Province

the PRC

*Principal Place of Business in Hong Kong:*

801 Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

*Notes:*

- (i) A holder of Non-listed Shares who has the right to attend and vote at the Class Meeting of holders of Non-listed Shares is entitled to appoint one proxy (or more) in writing to attend the Class Meeting of holders of Non-listed Shares and vote on his behalf. The proxy need not be a shareholder of the Company. For any holder of Non-listed Shares who has appointed more than one proxies, such proxies shall only vote on poll. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that more than one of such joint registered holders are present at any meeting personally or by proxy, then one such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- (ii) All holders of Non-listed Shares shall appoint its proxy in writing. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's principal place of business at 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC not less than 24 hours before the time appointed for holding the Class Meeting of holders of Non-listed Shares or 24 hours before the time designated for voting.
- (iii) Holders of Non-listed Shares and their proxies attending the Class Meeting of holders of Non-listed Shares shall produce their proof of identification.
- (iv) The register of members for the Non-listed Shares will be closed from Saturday, 18 October 2014 to Monday, 17 November 2014, both days inclusive, during which period no transfer of shares will be effected. Any holder of Non-listed Shares whose name appears on the Company's register of holders of Non-listed Shares at the close of business on 16 November 2014 and has completed the registration procedures is entitled to attend and vote at the Class Meeting of holders of Non-listed Shares.
- (v) The holders of the Non-listed Shares who intend to attend the Class Meeting of holders of Non-listed Shares, whether in person or by proxy, should complete and the reply slip to the Company's principal place of business at 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC no later than 4:30 p.m. on Monday, 27 October 2014 by hand, by post, by telegraph or by fax to (86) 631 5622419.
- (vi) Any enquiries about this notice and the Class Meeting of holders of Non-listed Shares shall be sent for the attention to Ms. Xing Jingran at 8/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Tel. (86) 631 5622418) or Ms. Phillis Wong at 801, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong (Tel: (852) 28381490).

*As at the date of this notice, 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*)