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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 FOR HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that the class meeting for the holders of H Shares (the “**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 Province, the PRC at 10:00 a.m. on Monday, 15 June 2015 (or immediately following the conclusion of Class Meeting for Holders of Non-listed Shares) to consider and, if though fit, pass the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular dated 28 April 2015):

1. To consider and pass the following resolution: **THAT:**
  - (1) subject to paragraphs (2) and (3) below, the Board be and is hereby granted an unconditional general mandate to repurchase the issued H Shares on the Hong Kong Stock Exchange during the Relevant Period, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;
  - (2) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued H Shares as at the date of the passing of this resolution;

\* *For identification purpose only*

- (3) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) at the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares of the Company to be convened for such purpose;
  - (b) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
  - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resources) pursuant to the notification procedure set out in the relevant article of the Articles of Association of the Company;
- (4) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and is hereby authorised to:
- (a) amend the Articles of Association of the Company as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (1) above; and
  - (b) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

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

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiry date of the 12-month period following the passing of this resolution; or

- (c) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.

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

Weihai, the PRC  
28 April 2015

*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*)

*Notes:*

1. The register of holders of H Shares of the Company will be closed from Saturday, 16 May 2015 to Monday, 15 June 2015 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares of the Company and whose name appears in the Company's register of holders of H Shares with Tricor Standard Limited by 4:30 p.m. on Friday, 15 May 2015 and have completed the registration process, will be entitled to attend and vote at the Class Meeting for Holders of H Shares.

The address of Tricor Standard Limited is as follows:

22nd Floor  
Hopewell Centre  
183 Queen's Road East  
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 resolution set out in this notice of Class Meeting for Holders of H Shares will be voted by poll.
3. Each holder of H Shares entitled to attend the Class Meeting for Holders of H Shares and having voting rights is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting for Holders of H Shares .
4. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Standard Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the Class Meeting for Holders of H Shares or any adjournment thereof in order for such documents to be valid.
5. In the case of joint registered holders of any share, any one of such persons may vote at the Class Meeting for Holders of H Shares, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting for Holders of H Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
6. Shareholders, who intend to attend the Class Meeting for Holders of H Shares, must complete and return the reply slip for attending the Class Meeting for Holders of H Shares and return them to the Company's principal place of business in Hong Kong at 801 Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong (Fax: (852) 2838 1870) on or before Tuesday, 26 May 2015.
7. The Class Meeting for Holders of H Shares is expected to last for less than half a day. Shareholders and their proxies attending the Class Meeting for Holders of H Shares are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting for Holders of H Shares must produce their identity documents.