
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shandong Weigao Group Medical Polymer Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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**

NOTICE OF EGM

The notice convening the EGM is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Registrar of the Company in Hong Kong Please return it to the Company's Share registrar, Tricor Standard Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

13 March 2019

* For identification purpose only

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 7 March 2019
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	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)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai Shandong, the People’s Republic of China on Monday, 29 April 2019 at 9:00 a.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 March 2019, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendment”	the proposed amendment to the Articles of Association as set out in the “Letter from the Board” of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company

DEFINITIONS

“Shares”	the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Zhang Hua Wei (*Chairman*)

Mr. Long Jing

Mr. Gong Jian Bo

Non-executive Director:

Mr. Wang Yi

Mrs. Zhou Shu Hua

Independent non-executive Directors:

Mr. Lo Wai Hung

Mrs. Fu Ming Zhong

Mrs. Wang Jin Xia

Registered Office:

18 Xingshan Road

Torch Hi-tech Science Park

Weihai

Shandong Province

PRC

Principal place of business

in Hong Kong:

801, Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

13 March 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Amendment.

The purpose of this circular is to provide you with the information regarding the Proposed Amendment together with the notice to the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED AMENDMENT

The Company proposes to amend Article 14 of the Articles of Association by the addition of the underlined and bold text as set out below (the “**Proposed Amendment**”).

Article 14 Scope of operations: production and sale of medical polymer materials and products, plastic products (exclusive of agricultural film), sanitary raw and auxiliary materials, extracorporeal circulation and blood processing equipment, syringe and puncture devices, equipment and devices in the operation room, first-aid room and treatment room, clinical examination and analysis instruments, electronic devices, physiotherapy and rehabilitation equipment, medical cryotherapy, low temperature and refrigeration equipment and devices; production and sale of large-volume injection (including blood preservative solution), in vitro diagnostic reagents, medical test and basic equipment, implant materials and artificial organs, interventional equipment, medical suture materials and adhesives, **basic surgical instruments, dental surgical instruments, abdominal surgical instruments, urinary anorectal surgical instruments, medical optical instruments & apparatus and endoscopy devices, medical ultrasonic instruments and relevant devices, physiotherapy and rehabilitation equipment, medical X-ray equipment, ward nursing equipment and instruments, disinfection and sterilization equipment and instruments, medical cold therapy, cryogenic refrigeration equipment apparatus,** dental materials, production and sale of moulds, import and export of goods, import and export of technologies (excluding the distribution business of imported goods); medical supplies, pharmaceuticals, food, agricultural products, cosmetics, health products, such as irradiation sterilization, disinfection and treatment; irradiation technology consulting services; operation of special medical vehicle (blood collection, ambulance, physical examination) (Business projects that are subject to approval in accordance with law may only carried out after the approval of the relevant departments, validity is subject to the permit granted.)

Except for the Proposed Amendment as set out above, the Articles of Association remain unchanged.

The Proposed Amendment is subject to the approval by the shareholders of the Company by way of a special resolution and the approval, registration and filing with the relevant government authorities of the People’s Republic of China.

The Proposed Amendment will allow the Company to diversify the range of products that it may offer.

LETTER FROM THE BOARD

The Company has received a confirmation from its Hong Kong legal adviser, Sidley Austin, confirming that the Proposed Amendment complies with the applicable provisions under the Listing Rules.

The Company has also received a confirmation from its PRC legal adviser, Zhong Lun Law Firm, confirming that the Proposed Amendment complies with the applicable laws and regulations in the PRC.

EGM

The register of members of the Company will be closed from Thursday, 28 March 2019 to Monday, 29 April 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend the EGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the EGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 27 March 2019.

In order to qualify for attending the EGM:

Latest time to lodge in the transfer instrument
accompanied by the share certificates. 4:30 p.m. on Wednesday,
27 March 2019

Closure of register of members of the Company
for attendance of the EGM. Thursday, 28 March 2019 to
Monday, 29 April 2019
(both days inclusive)

Latest time to lodge in the reply slip 4:30 p.m. on Monday, 8 April 2019

Date of the EGM Monday, 29 April 2019

LETTER FROM THE BOARD

The notice of the EGM is set out on pages 7 to 8 to this circular.

Proxy form for use at the EGM and reply slip are enclosed with this circular and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.weigaogroup.com>). Whether or not you are able to attend the meeting in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share registrar Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) if you so wish.

If you intend to attend the EGM in person or by proxy, you should also complete and return the reply slip to the Company in person, by post or by fax on or before 4:30 p.m. on Friday, 26 April 2019 in accordance with the instructions printed thereon.

All votes casted at the EGM will be taken by poll.

RECOMMENDATION

The Directors consider that the resolution to be put before the EGM are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By Order of the Board
Shandong Weigao Group Medical Polymer Company Limited
Zhang Hua Wei
Chairman

NOTICE OF EGM

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 THE EGM

NOTICE IS HEREBY GIVEN that the EGM 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) will be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 29 April 2019 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 of the Company dated 13 March 2019 (the “**Circular**”)):

SPECIAL RESOLUTION

“The Proposed Amendment be and is hereby approved.”

By Order of the Board

Shandong Weigao Group Medical Polymer Company Limited

Zhang Hua Wei

Chairman

Weihai, Shandong, the PRC, 13 March 2019

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

Mr. Zhang Hua Wei (*Executive Director*)

Mr. Long Jing (*Executive Director*)

Mr. Gong Jian Bo (*Executive Director*)

Mr. Wang Yi (*Non-executive Director*)

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

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

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

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

* *For identification purpose only*

NOTICE OF EGM

Notes:

1. For the purpose of determining who may attend the EGM to be held on Monday, 29 April 2019, the register of members of the Company will be closed from Thursday, 28 March 2019 to Monday, 29 April 2019 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for entitlement to attending and voting in the EGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share registrar, Tricor Standard Limited for registration not later than 4:30p.m. on Wednesday, 27 March 2019.

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 the notice of the EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.weigaogroup.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
3. Any shareholder entitled to attend and vote at the EGM 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 Share registrar, Tricor Standard Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 24 hours before the EGM or any adjourned meeting thereof.
5. Completion and return of a proxy form will not preclude you from attending and voting at the EGM 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. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the principal place of business of the Company in Hong Kong, by hand, by post or by fax on or before 4:30 p.m. on Monday, 8 April 2019. The principal place of business of the Company in Hong Kong, is located at 801 Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong (Fax no. (852) 2838 1870).
8. The EGM 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 EGM.