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

If you have sold or otherwise transferred all your shares in Shandong Weigao Group Medical Polymer Company Limited, you should at once hand this circular and the enclosed form of proxy and reply slip 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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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)

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR,
(2) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
(3) RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
(4) PROPOSED ESTABLISHMENT OF NOMINATION COMMITTEE AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

Notice convening the AGM of the Company to be held at the 5th Floor, 312 Shi Chang Road, Weihai, Shandong, the PRC at 9:00 a.m. on Monday, 21 May 2012 are set out on pages 16 to 21 of this circular. If you intend to attend the said meeting of the Company, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than 4:30 p.m. on Monday, 30 April 2012.

Whether or not you are able to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office (in the case of the proxy form by holders of non-listed shares) at 312 Shi Chang Road, Weihai, Shandong, the PRC or at the Company's H share registrar at Tricor Standard Limited, 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the meetings.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting, or any adjournment thereof, should you so wish.

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DEFINITIONS

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

“AGM”	The annual general meeting of the Company to be held at 9:00 a.m. on Monday, 21 May 2012 to approve, the resolutions set out in the notice of the AGM on pages 16 to 21 of this circular
“Board”	the board of Directors
“Company”	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 PRC with limited liability and whose H Shares are listed on Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (in this circular excluding Hong Kong SAR, Macau SAR and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holders of the Shares
“Shares”	the ordinary shares of RMB0.10 each in the share capital of the Company, comprising both the Non-listed Shares and the H Shares
“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
Mr. Miao Yan Guo
Mr. Wang Yi
Mr. Wang Zhi Fan
Mr. Wu Chuan Ming

*Registered office and principal
place of business in the PRC:*
312 Shi Chang Road
Weihai
Shandong Province
the PRC

Non-executive Directors:

Mr. Chen Xue Li
Mrs. Zhou Shu Hua
Mr. Li Bing Yung

*Principal place of business
in Hong Kong:*
801, Chinachem Century Tower
178 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Li Jia Miao
Mr. Lo Wai Hung
Mrs. Fu Ming Zhong

30 March 2012

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR,
(2) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
(3) RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
(4) PROPOSED ESTABLISHMENT OF NOMINATION COMMITTEE AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with further information regarding the proposed resolutions to be passed at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

I. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 7 March 2012, the Board has nominated Mr. Christopher J. O'Connell ("Mr. O'Connell") as a non-executive Director, subject to the approval of the appointment by the Shareholders at the AGM by way of ordinary resolution.

Biographical information of Mr. O'Connell who is proposed to be appointed at the AGM is set out in Appendix I to this circular.

II. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 15 March 2012, the Board has nominated Mrs. Wang Jin Xia ("Mrs. Wang") as an independent non-executive Director, subject to the approval of the Shareholders at the AGM by way of ordinary resolution.

Biographical information of Mrs. Wang who is proposed to be appointed at the AGM is set out in Appendix II to this circular.

III. PROPOSED RE-ELECTION OF DIRECTOR

Pursuant to Articles of the Company, Mr. Lo Wai Hung ("Mr. Lo") shall retire from his three-years terms of office by rotation and, being eligible, offer himself for re-election as independent non-executive director at the AGM.

Biographical information of Mr. Lo who is proposed to be re-elected at the AGM is set out in Appendix III to this circular.

IV. PROPOSED ESTABLISHMENT OF NOMINATION COMMITTEE

To enhance corporate governance, the Board resolved on 15 March 2012, to establish a nomination committee with written terms of reference. It is proposed that the nomination committee will consist of three independent non-executive directors, namely Mr. Lo Wai Hung, the chairman, Mr. Li Jia Miao, Mrs. Fu Ming Zhong and one non-executive director, Mrs. Zhou Shu Hua.

The principal responsibilities of the nomination committee are, among other things:–

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

LETTER FROM THE BOARD

- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

Details of the terms of reference of the proposed nomination committee is set out in Appendix IV to this circular.

The proposed establishment of nomination committee is subject to the approval of the Shareholders at the AGM. An ordinary resolution to consider and approve the proposed establishment of the nomination committee will be proposed at the AGM.

V. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 21 April 2012 to Monday, 21 May 2012 (both days inclusive), for the purpose of determining shareholders' entitlement to attend the forthcoming annual general meeting (the "Annual General Meeting"), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 20 April 2012.

In order to qualify for attending the annual general meeting:–

Latest time to lodge in the transfer instrument accompanied
by the share certificates. 4:30 p.m., Friday, 20 April 2012

Closure of register of members of the Company for attendance
of the annual general meeting Saturday, 21 April 2012 to
Monday, 21 May 2012

Latest time to lodge in the reply slip. 4:30 p.m., Monday, 30 April 2012

Date of annual general meeting Monday, 21 May 2012

LETTER FROM THE BOARD

VI. PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend a final dividend of RMB0.03 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB134,291,000, of which dividends paid to non-resident corporate shareholders will be subject to the corporate tax applicable on the PRC sourced income pursuant to the PRC Corporate Income Tax Law and the Regulations on the Implementation of the PRC Corporate Income Tax Law that became effective on 1 January 2008 and the applicable tax rate is 10%.

The listed issuer will be responsible for withholding the relevant amount of tax from the dividend payment and the dividends to be received by the non-resident corporate shareholders will be net of withholding tax. The proposal to declare and pay the final dividend will be submitted to the forthcoming Annual General Meeting to be held on Monday, 21 May 2012.

Final dividend for non-listed shares will be distributed and paid in Renminbi whereas dividend for H shares will be declared in Renminbi and paid in Hong Kong dollars.

The register of members of the Company will be closed from Saturday, 26 May 2012 to Thursday, 31 May 2012 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2011, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement of final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 25 May 2012.

In order to qualify to entitle the final dividend for the year ended 31 December 2011:–

Latest time to lodge in the transfer instrument
accompanied by the share certificates 4:30 PM., Friday, 25 May 2012

Closure of register of members of the Company
for the entitlement of final dividend
for the year ended 31 December 2011 Saturday, 26 May 2012 to
Thursday, 31 May 2012

Record date for entitlement of final dividend Thursday, 31 May 2012

Despatch date of final dividend Friday, 15 June 2012

LETTER FROM THE BOARD

VII. ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at 9:00 a.m. on Monday, 21 May 2012 at the registered office of the Company at No. 312 Shichang Road, Weihai City, Shandong Province, PRC at which an ordinary and special resolutions will be proposed. The notice convening the AGM is set out on pages 16 to 21 of this circular.

A proxy form for use at the AGM and a 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>). If you are not 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 to lodge the same with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM 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 AGM or any adjournment thereof (as the case may be) if you so wish. If you intend to attend the AGM 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 Monday, 30 April 2012 in accordance with the instructions printed thereon.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, save for limited circumstances, all votes casted at the AGM must be taken by poll and it is contemplated that the chairman of the meeting will make such demand at the AGM and will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

PROCEDURE OF DEMANDING A POLL BY SHAREHOLDERS

Article 80 of the articles of association of the Company provides that all votes of Shareholders at general meetings must be taken by poll.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed resolutions as mentioned above are in the interests of the Company and its Shareholders as a whole and are fair and reasonable. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary and special resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 aspects 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
Shandong Weigao Group Medical Polymer Company Limited
Chen Xue Li
Chairman

30 March 2012
Shandong, China

This appendix sets out the details of a non-executive Director proposed for election at the AGM.

Mr. O'Connell

Mr. O'Connell, aged 45, is Executive Vice President of Medtronic, Inc., and President of the Restorative Therapies Group of Medtronic. Mr. O'Connell is responsible for Medtronic's spinal/orthopedics and biologics, neuromodulation, diabetes, and surgical technologies business units globally. Mr. O'Connell provides overall strategic direction and global operational oversight for this group of related businesses, as well as leading the integration of the group's activities with the overall strategy of Medtronic.

Mr. O'Connell joined Medtronic in 1994 and has held a variety of leadership positions within the company. From 2006 to 2009, Mr. O'Connell served as Senior Vice President and President of the diabetes business, based in Northridge, California. From 2005 to 2006, he served as President of Medtronic Physio-Control, based in Redmond, Washington. Mr. O'Connell has also held key leadership positions in Medtronic's cardiac rhythm disease management business, including Vice President of Sales and Marketing, and Vice President/General Manager of the Patient Management Business. In addition, Mr. O'Connell led key corporate functions as Vice President of Corporate Strategy, and Director of Investor Relations.

Before joining Medtronic, Mr. O'Connell worked for the corporate finance unit of Chemical Bank. Mr. O'Connell earned a bachelor's degree from Northwestern University in 1989 and a master's degree in business administration from Harvard University in 1994. There is no service contract entered into between the Company and Mr. O'Connell, Mr. O'Connell will not receive remuneration arising from his appointment as a non-executive director of the Company. Mr. O'Connell is not entitled to any other benefits.

As of the date of this circular, Medtronic Holding Switzerland GmbH, a wholly owned subsidiary of Medtronic and is the substantial shareholder of the Company, holds 322,884,324 non-listed shares and 294,096,324 H shares of the Company. Saved as disclosed above, Mr. O'Connell has not previously held or currently holds any position in the Company or its subsidiaries and he does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")). Mr. O'Connell has not held any directorship in other listed companies in Hong Kong or overseas during the last three years. As at the date of this circular, Mr. O'Connell does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

This appendix sets out the details of an independent non-executive directors proposed for election at the AGM.

Mrs. Wang

Mrs. Wang, aged 57, senior economist and has over 20 years of working experience, especially the management experience in the pharmaceutical and healthcare products industry. Ms. Wang obtained a bachelor degree in economics (經濟學學士) from Dongbei University of Finance and Economics in July 1983.

Mrs. Wang was deputy director of the finance division, deputy director and director of the information division of China Pharmaceutical Company (中國醫藥公司) during the period from 1989 to 1995, chairperson and general manager of Beijing Zhongxinli Pharmaceutical Consultancy Company (北京中新利醫藥諮詢公司) from 1996 to 1997, deputy secretary of China Pharmaceutical Business Association (中國醫藥商業協會) from 1998 to 1999, expertise committee member of the drug encoding division of the State of Food and Drug Administration (國家藥品監督管理局藥品編碼委會). Mrs. Wang was an independent director of Jiangsu a Shanghai-listed Wu Zhong Industrial Company Limited (江蘇吳中實業股份有限公司) (Stock code: 600200) from April 2002 to April 2010.

Mrs. Wang is currently the vice president of China Association of Pharmaceutical Commerce (中國醫藥商業協會) and the president of the pharmaceutical chains branch of China Association of Pharmaceutical Commerce (中國醫藥商業協會連鎖藥店分會). She is also an expertise committee member of the pharmaceutical industry under the Ministry of Commerce (國家商務部藥品流通行業) and an expertise member of price evaluation division under the National Development and Reform Commission. (國家發展和改革委員會品價格評審中心), vice president of Commerce Statistical Society of China (中國商業統計學會), senior advisor of China Non-prescription Medicines Association (中國非處方藥協會), deputy director of the editorial office of Herald of Medicine (醫藥導報), deputy director of the editorial board of China Pharmaceutical Commerce (中國藥品流通).

Mrs. Wang is the independent non-executive director of Shanghai-listed Merro Pharmaceutical Co., Ltd since September 2007, (stock code: 600297) and also the independent non-executive director of Shenzhen listed Shandong Realcan Pharmaceutical Co., Ltd., (stock code: 002589) since November 2009.

Save as disclosed above, Ms. Wang did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the date of this circular.

The Company will enter into a service contract with Ms. Wang for a term of 3 years with effect from the date of the appointment. Her remuneration is fixed at RMB72,000 per annum, which is determined by the Board with reference to her duties and responsibilities within the Company and the prevailing market conditions. Save as director's remuneration disclosed herein, Mrs. Wang is not entitled to any other benefits. Mrs. Wang had not previously held or currently holds any position in the Company or its subsidiaries and she does not have any relationship with any directors, senior management or substantial or controlling shareholders as defined in the Listing Rules.

As at the date of this circular, Mrs. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters about the appointment of Mrs. Wang as an independent non-executive director which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

This appendix sets out the details of an independent non-executive directors proposed for re-election at the AGM.

Mr. Lo, aged 52, obtained a bachelor degree in Commerce from James Cook University of North Queensland, Australia. Mr. Lo is an associate member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Lo was appointed as an independent non-executive director, chairman of audit committee and a member of remuneration committee of the Company on 10th August, 2009. Mr. Lo is also an independent non-executive director of Talent Property Group Limited and Ngai Lik Industrial Holdings Limited, both companies are listed on the Stock Exchange of Hong Kong Limited, and an independent director of China Merchants Property Development Co. Ltd., a company listed on Shenzhen Stock Exchange.

Mr. Lo is a chairman of the Audit Committee and the Remuneration Committee of the Company. Save as disclosed above, Mr. Lo has not held any directorship in any listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group. He does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company. Pursuant to the service agreement of Mr. Lo, the director's fee of Mr. Lo is HK\$120,000 per annum, which was determined by the Board with reference to his duties and responsibilities.

At the Latest Practicable Date, Mr. Lo does not have any interest in the Shares within the meaning or Part XV of the SFO.

Save as disclosed above, there is no information about the Mr. Lo that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the aforesaid re-election that is required to be brought to the attention of the Shareholders.

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of the Company.
- 1.2 The majority of the members of the Nomination Committee shall be independent non-executive directors (“INEDs”).

2. Chairman

- 2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall be the INED.

3. Secretary

- 3.1 The company secretary shall be the secretary of the Nomination Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee.

4. Proceedings of the Nomination Committee

4.1 *Quorum*

- 4.1.1 The quorum for meetings of the Nomination Committee shall be any two members.

4.2 *Frequency of meetings*

- 4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 *Attendance at meetings*

- 4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Nomination Committee.

4.4 *Notice of meetings*

4.4.1 A meeting of the Nomination Committee may be convened by any of its members or by the company secretary.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given for a regular meeting of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 *Minutes of meetings*

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Nomination Committee shall be kept by the company secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 *Written resolutions*

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), written resolution may be passed and adopted by all members of the Nomination Committee.

5. Responsibilities and authorities of the nomination committee

- 5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).
- 5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:
- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
 - (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
 - (c) To assess the independence of INEDs.
 - (d) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.
- 5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.
- 5.4 All members of the Nomination Committee shall have access to the advice and services of the company secretary, and separate and independent access to the Company’s senior management for obtaining necessary information.

6. Reporting responsibilities

- 6.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. Annual general meeting

- 7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

NOTICE OF THE AGM

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of the shareholders 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 5th Floor, No. 312 Shichang Road, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 21 May 2012 for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Group (including the Company and its subsidiaries) for the year ended 31 December 2011;
2. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2011;
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2011;
4. To declare a final dividend of RMB0.03 per share of RMB0.1 each in the Company for the year ended 31 December 2011;
5. To consider and approve the proposal for the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for the year ending 31 December 2012, and to authorise the Board to determine his remuneration;
6. To consider and authorise the Board to approve the remuneration of the directors, supervisors and senior management of the Company for the year ending 31 December 2012;

* For identification purpose only

NOTICE OF THE AGM

7. To consider and approve the appointment of Mr. Christopher J. O'Connell as non-executive director of the Company;
8. To consider and approve the appointment of Mrs. Wang Jin Xia as independent non-executive director of the Company;
9. To consider and approve the re-election of Mr. Lo Wai Hung as independent non-executive director of the Company;
10. to consider and approve the establishment of nomination committee (with the terms of reference); and

SPECIAL RESOLUTION

11. To consider and approve the general mandate to be granted to the Board to issue new shares.

“THAT:

- a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as herein after defined in paragraph (f)) of all the powers of the Company to allot, issue and deal with non-listed Shares and/or H Shares severally or jointly be and is hereby approved;
- b) the approval in paragraph (a) above shall authorise the Board the Relevant Period to make or grant offers, agreement and options which would or might require the exercise of such powers to allot and issue non-listed Shares and/or H Shares during the Relevant Period or after the end of the Relevant Period;
- c) the aggregate nominal amount of non-listed Shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors pursuant to paragraphs (a) and (b) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined in paragraph (f)); (ii) upon the exercise of rights of conversion under the terms of any securities which are convertible into Shares; (iii) upon the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend plan of other similar arrangement in lieu of the whole or part of a dividend on Shares allotted pursuant to the Company's Articles of Association, shall not exceed 20% of the aggregate nominal amount of the non-listed Shares in issue on the date of passing this resolution;

NOTICE OF THE AGM

- d) the aggregate nominal amount of H Shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors pursuant to paragraphs (a) and (b) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined in paragraph (f)); (ii) upon the exercise of rights of conversion under the terms of any securities which are convertible into Shares; (iii) upon the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend plan or other similar arrangement in lieu of the whole or part of a dividend on Shares allotted pursuant to the Company's Articles of Association, shall not exceed 20% of the aggregate nominal amount of the H Shares in issue on the date of passing this resolution;
- e) the approval referred to in paragraph (a) above is conditional upon the Company obtaining the approval from China Securities Regulatory Commission;
- f) for the purpose of this resolution;

“Relevant Period” means the period from the date of the passing of this special resolution until whichever is the earliest of:

- i) the conclusion of next annual general meeting of the Company after the passing of this resolution;
- ii) the expiration of the period within the twelve month period after the passing of this resolution; or
- iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.

“Right Issue” means an offer of shares open for a fixed period to holders of shares on the register of members of the Company and (where appropriate) other holders of the equity securities of the Company that are entitled to accept such offer on a fixed record date in proportion to their then holdings of such shares or such equity securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional 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 relevant jurisdiction); and

NOTICE OF THE AGM

- g) authorise the Board to, at its discretion, make any amendment of the Articles of Association of the Company where necessary, so as to increase the registered capital of the Company, and to reflect the new capital structure upon the granting of approval for the allotment or issue of the shares in the Company pursuant to paragraph (a) above.”

Yours faithfully,

By order of the Board

Shandong Weigao Group Medical Polymer Company Limited*

Chen Xue Li

Chairman

Weihai, Shandong

30 March 2012

Registered Office:

312 Shichang Road

Weihai

Shandong Province

The PRC

Principal Place of Business in Hong Kong:

801, Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

NOTICE OF THE AGM

Notes:

- (i) A Shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy (or more) in writing to attend the AGM and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the general meeting. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the AGM. For any Shareholder 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 Shareholders 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 H Share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong (in respect of the holder of H Shares) and the Company's principal place of business at No. 312 Shichang Road, Weihai, Shandong Province, PRC (in respect of the holder of the Non-listed Shares) not less than 24 hours before the time appointed for holding the AGM or 24 hours before the time designated for voting.
- (iii) Shareholders and their proxies attending the AGM shall produce their proof of identification.
- (iv) For the purpose of determining the identity of shareholders who are entitled to attend at the meeting, the register of members will be closed from 21 April 2012 to 21 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 20 April 2012.
- (v) For the purpose of determining the identity of shareholders who are entitled to receive final dividend for the year ended 31 December 2011, the register of members will be closed from 26 May 2012 to 31 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for entitlement of final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2012.
- (vi) The holders of the H Shares who intend to attend the AGM, whether in person or by proxy, should complete and return the reply slip to the Company's H Share registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than Monday, 30 April 2012 by hand, by post, by telegraph or by fax to (852) 2528 3158.
- (vii) The holders of the Non-listed Shares who intend to attend the AGM, whether in person or by proxy, should complete and return the reply slip to the Company's registered address at No. 312 Shichang Road, Weihai, Shandong Province, PRC no later than Monday, 30 April 2012 by hand, by post, by telegraph or by fax to (86) 631 5622419.
- (viii) The AGM is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.

NOTICE OF THE AGM

- (ix) Pursuant to Article 80 of the Company's Articles of Association all votes of the Shareholders at the general meetings must be taken by poll.
- (x) Any enquiries about this notice and the SGM shall be sent for the attention to Ms. Xing Jingran at No. 312 Shichang Road, Weihai, Shandong Province, 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. Miao Yan Guo (*Executive Director*)

Mr. Wang Yi (*Executive Director*)

Mr. Wang Zhi Fan (*Executive Director*)

Mr. Wu Chuan Ming (*Executive Director*)

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

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

Mr. Li Bing Yung (*Non-executive Director*)

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

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

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