
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 your 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 and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or 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)

- (1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE OF H SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS;**
- (3) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION;**
- (4) PROPOSED FINAL DIVIDEND PAYMENT;**
- (5) NOTICES OF ANNUAL GENERAL MEETING AND
CLASS MEETINGS**

The notices convening the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the People's Republic of China (the "PRC") on Monday, 12 June 2017 are set out on pages 25 to 40 of this circular.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricolor Standard Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; and for holders of Non-listed Shares, the proxy form shall be delivered to the registered office of the Company at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC 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.

20 April 2017

* For identification purpose only

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DEFINITIONS

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2016 to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 12 June 2017 at 9:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Class Meetings”	the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Non-listed Shares
“Class Meeting for Holders of Non-listed Shares”	the class meeting of the holders of Non-listed Shares to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 12 June 2017 at 9:30 a.m. (or immediately following the conclusion of the Annual General Meeting)
“Class Meeting for Holders of H Shares”	the class meeting of the holders of H Shares to be held at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 12 June 2017 at 10:00 a.m. (or immediately following the conclusion of the Class Meeting for Holders of Non-listed Shares)
“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
“H 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to issue, allot or otherwise deal with additional shares in the capital of the Company (whether Non-listed Shares and/or H Shares) up to a maximum of 20% of the aggregate nominal amount of the Non-listed Shares and/or H Shares in issue as at the date of passing the relevant resolutions at the Annual General Meeting and the Class Meetings

DEFINITIONS

“Latest Practicable Date”	10 April 2017, 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
“Non-listed Shares”	the non-listed shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held in Renminbi
“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
“PRC Company Law”	the Company Law of the PRC
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolutions at the Annual General Meeting and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Non-listed Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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. Wang Yi

Mr. Gong Jian Bo

Mr. Xia Lie Bo

Principal place of business in the PRC:

18 Xingshan Road

Torch Hi-tech Science Park

Weihai

Shandong Province

the PRC

Non-executive Directors:

Mrs. Zhou Shu Hua

Principal place of business

in Hong Kong:

Independent non-executive Directors:

Mr. Lo Wai Hung

801 Chinachem Century Tower

Mrs. Fu Ming Zhong

178 Gloucester Road

Mrs. Wang Jin Xia

Wanchai

Hong Kong

20 April 2017

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE OF H SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS;**
- (3) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION;**
- (4) PROPOSED FINAL DIVIDEND PAYMENT;**
- (5) NOTICES OF ANNUAL GENERAL MEETING AND
CLASS MEETINGS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares to, including (a) approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate; (b) re-election of retiring directors and supervisors; (c) proposed amendment of Articles of Association; and (d) proposed final dividend payment.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 13 June 2016, a special resolution was passed whereby a general mandate was granted to the Directors to allot and issue new shares and disposal of outstanding Shares individually and collectively up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any shares, the Board proposes a special resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with H Shares up to a maximum of 20% of the total nominal value of H and Non-listed Shares in issue as at the date of passing of the resolution as set out in Resolution 12 of the AGM.

As at the Latest Practicable Date, the Company had in issue an aggregate of 4,522,332,324 Shares, comprising 2,638,600,000 Non-listed Shares and 1,883,732,324 H Shares. On the basis that no further Shares will be issued by the Company during the period from the Latest Practicable Date to the date of the AGM, subject to the passing of Resolution 12 of the notice of AGM for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 527,720,000 Non-listed Shares, representing 20% of Non-listed Shares in issue, and a maximum of 376,746,464 H Shares, representing 20% of the H Shares in issue on the date of the passing of the proposed resolution.

With reference to the proposed general mandate, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate.

GENERAL MANDATE TO REPURCHASE H SHARES

The Company proposed a special resolution at the Annual General Meeting, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Non-listed Shares to grant the Directors again the Repurchase Mandate to purchase H Shares in issue with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

LETTER FROM THE BOARD

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its share capital; (b) granting shares as reward to the staff of the company; (c) in connection with a merger between itself and another entity that holds its shares; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division. The Articles of Association provides that subject to the approval of the relevant regulatory authorities of the PRC and compliance with the Articles of Association, share repurchase may be effected by the Company for the purpose of reducing its share capital, in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations of the PRC.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and a special resolution passed by holders of non-listed Shares and holders of H Shares in a separate class meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approval of SAFE is required.

In accordance with the relevant requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of such special resolutions and the reduction to the registered capital of the Company that would occur should the Directors decide to exercise the Repurchase Mandate. Such notification has to be given in writing to the Company's creditors within 10 days after the passing of such special resolutions and also by way of publication on three occasions of a press announcement within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 90 days after the first publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described above, the Directors will convene the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares. At each of such meetings, a special resolution will be proposed to grant to the Directors a general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

LETTER FROM THE BOARD

The Repurchase Mandate will be conditional upon:

- (i) the special resolution approving the grant of the Repurchase Mandate being approved at each of the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares;
- (ii) 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
- (iii) 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 resource) pursuant to the notification procedure set out in the relevant article of the Articles of Association.

If the conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Non-listed Shares at their respective class meetings.

LETTER FROM THE BOARD

A special resolution will be proposed at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares to grant to the Directors the Repurchase Mandate, details of which are set out in the notices of the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares. The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the relevant resolutions approving the Repurchase Mandate.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS

Pursuant to Articles of Association of the Company, Mr. Zhang Hua Wei (“Mr. Zhang”), Mr. Wang Yi (“Mr. Wang”) and Mrs. Zhou Shu Hua (“Mrs. Zhou”) shall retire from their three-years terms of office by rotation and, the Company will offer Mr. Zhang and Mr. Wang for re-election as executive directors and Mrs. Zhou for re-election as a non-executive director at the AGM. Besides, Mrs. Bi Dong Mei (“Mrs. Bi”) and Mrs. Chen Xiao Yun (“Mrs. Chen”) shall also retire from their three years terms of office by rotation, being eligible, offer themselves for re-election as supervisors at the AGM.

Biographical information of Mr. Zhang, Mr. Wang, Mrs. Zhou, Mrs. Bi and Mrs. Chen who are proposed to be re-elected at the AGM is set out in Appendix II to this circular.

PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association of the Company due to the extension of business scope, the change in number of directors and the frequency of holding board meetings of the Company. Detail of the proposed amendment to the Articles of Associations is set out in Appendix III to this circular.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 13 May 2017 to Monday, 12 June 2017 (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 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 Friday, 12 May 2017.

LETTER FROM THE BOARD

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, 12 May 2017

Closure of register of members of the Company for attendance of the AGM Saturday, 13 May 2017 to Monday, 12 June 2017

Latest time to lodge in the reply slip 4:30 p.m., Monday, 22 May 2017

Date of AGM Monday, 12 June 2017

PROPOSED FINAL DIVIDEND PAYMENT AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend a final dividend of RMB0.046 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB208,027,000. In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

LETTER FROM THE BOARD

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (the “Tax Treaties Notice”), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.

The Company will identify the country of domicile of the individual holders of H shares according to their registered address on the H share register of members of the Company (the “Registered Address”). If the domicile of an individual holders of H shares is not the same as the Registered Address or if the individual holders of H shares would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual holders of H shares shall notify and provide relevant supporting documents to the Company. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement the relevant tax withholding provisions and arrangements. Individual holders of H shares may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notice if they do not provide the relevant supporting documents to the Company.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from or in connection with any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

LETTER FROM THE BOARD

The cash dividends for investors through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be paid in Renminbi. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No.81 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知（財稅[2014]81號）》 and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No.127 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知（財稅[2016]127號, for dividend received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors.

Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H shares of the Company.

The register of members of the Company will be closed from Saturday, 17 June 2017 to Thursday, 22 June 2017 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2016, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 16 June 2017.

In order to qualify to entitle the final dividend for the year ended 31 December 2016:–

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Friday, 16 June 2017
Closure of register of members of the Company for the entitlement of final dividend for the year ended 31 December 2016	Saturday, 17 June 2017 to Thursday, 22 June 2017
Record date for entitlement of final dividend	Thursday, 22 June 2017
Despatch date of final dividend	Friday, 21 July 2017

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING, THE CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES AND THE CLASS MEETING FOR HOLDERS OF H SHARES

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate.

The notices convening the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares at which the resolutions mentioned above will be proposed are set out on pages 25 to 40 to this circular.

The relevant forms of proxy for use at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares are enclosed. Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Standard Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; and for holders of Non-listed Shares, the proxy form shall be delivered to the registered office of the Company at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC 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.

ANNUAL GENERAL MEETING AND CLASS MEETINGS

The Annual General Meeting will be held at 9:00 a.m. on Monday, 12 June 2017 at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC to approve the following including, but not limited to (1) general mandate to issue Shares and repurchase of H Shares, (2) proposal re-election of retiring directors and supervisors, (3) the amendments to the Articles of Association and (4) the payment of the proposed final dividend.

The Class Meeting for holders of Non-listed Shares will be held at 9:30 a.m. (or immediately following the conclusion of the Annual General Meeting) on Monday, 12 June 2017 at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC to approve (1) general mandate to issue Shares and repurchase of H Shares.

The Class Meeting for holders of H Shares will be held at 10:00 a.m. (or immediately following the conclusion of the Class Meeting of the Holders of Non-listed Shares) on Monday, 12 June 2017 at 2/F, 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC to approve (1) general mandate to issue Shares and repurchase of H Shares.

LETTER FROM THE BOARD

The relevant notices of the Annual General Meeting and the Class Meetings are set out on pages 25 to 40 to this circular.

Proxy forms for use at the Annual General Meetings and the Class Meetings and reply slips 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 meetings 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 principal place of business (in the case of proxy form from holders of Non-listed Shares) at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC, or at the Company's H Share registrar, Tricor Standard Limited (in the case of proxy form of holders of H Shares), 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 Annual General Meeting and Class Meetings 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 meetings or any adjournment thereof (as the case may be) if you so wish.

If you intend to attend the Annual General Meeting and the Class Meetings 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, 22 May 2017 in accordance with the instructions printed thereon.

All votes casted at the Annual General Meeting and the Class Meetings will be taken by poll.

VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices convening the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares will be voted by poll.

RECOMMENDATION

The Directors consider that the resolutions to be put before the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders, holders of Non-listed Shares and holders of H Shares to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares (as the case may be).

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

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

This explanatory statement contains all the information required to be given to the Shareholders of the Company pursuant to Rule 10.06 of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:

(i) Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the Company or proceeds of a new issue of shares made for such purpose.

(ii) Reasons for Repurchase of H Shares

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

(iii) Registered Capital

As at the Latest Practicable Date, the registered capital of the Company is RMB452,233,232.4 comprising RMB188,373,232.4 for H Shares of RMB0.10 each and RMB263,860,000 for Non-listed Shares of RMB0.10 each.

(iv) Exercise of the Repurchase Mandate

Subject to the passing of the special resolution approving the grant of the Repurchase Mandate at each of the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the special resolution in each of the notices of Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares).

Additionally, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and 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 resource) pursuant to the notification procedure set out in the relevant article of the Articles of Association. The notification to the creditors will not be issued until the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares to be convened have approved the Repurchase Mandate by way of special resolutions.

The exercise in full of the Repurchase Mandate (on the basis of 1,883,732,324 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares) would result in a maximum of 188,373,232 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Non-listed Shares at their respective class meetings.

(v) Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the PRC laws, H Shares so repurchased will be treated as cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2016, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

(vi) Status of Repurchased H Shares

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

(vii) H Shares Prices

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	H Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	5.08	4.64
May	4.74	4.28
June	4.59	4.22
July	4.59	4.22
August	5.07	4.32
September	5.45	4.92
October	5.67	4.99
November	5.36	4.85
December	5.50	4.85
2017		
January	5.34	5.04
February	5.16	4.66
March	5.60	4.54
April (up to the Latest Practicable Date)	5.76	5.40

(viii) Substantial Shareholders

As at the Latest Practicable Date, the interests of substantial shareholders of the Company, as defined under the Listing Rules, were as follows:

Name of substantial shareholder	Class of Shares	Non-listed Number of Shares held	Approximate percentage of total share capital
Weigao Holding Company Limited	Non-listed Shares	2,159,755,676	47.76%

(ix) General Information

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders of the Company.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase the H Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of PRC.
- (c) No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

(x) Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Repurchase Mandate was exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

Name of substantial shareholder	Number of shares interested	% of issued share capital
JPMorgan Chase & Co.	208,000,064 (L)	11.04 (L)
	1,816,000 (S)	0.09 (S)
	202,257,867 (P)	10.73 (P)
Joho Partners L.P.	189,747,038 (L)	10.07 (L)
Karr Robert A.	189,747,038 (L)	10.07 (L)
RAK Capital, LLC	189,747,038 (L)	10.07 (L)
Capital Research and Management Company	114,662,000 (L)	6.09 (L)
BlackRock, Inc.	95,804,532 (L)	5.09 (L)
	3,132,000 (S)	0.70 (S)

Note: (L) – Long Position, (S) – Short Position, (P) – Lending Pool

**Source:* Website of Hong Kong Stock Exchange

Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, if any, as a result of any repurchases made under the Repurchase Mandate.

(xi) Share Repurchases Made by the Company

The Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise) during the six months period preceding the Latest Practicable Date.

1. Mr. Zhang Hua Wei

Mr. Zhang Hua Wei, aged 53, is the chairman and an executive director of the Company and vice chairman of Weigao Holding Company Limited (“Weigao Holding”). Mr. Zhang studied politics and economics at the Weihai Campus of Shandong University from 1996 to 1998. Mr. Zhang was the deputy factory director of Weigao Holding from 1988 to 1998, and has been the general manager of Weigao Holding since 1998. Mr. Zhang joined the Company in December 2000.

2. Mr. Wang Yi

Mr. Wang Yi, aged 57, is the vice chairman, the chief executive officer and an executive director of the Company. Mr. Wang studied Business Administration at the Shandong Cadres Distance Learning University from 1994 to 1997. He joined Weigao Holding in 1988 and was production director from 1988 to 1989, head of the No. 2 branch of Weigao Holding from 1989 to 1992 and manager of the No. 3 branch of Weigao Holding from 1992 to 2004. Mr. Wang joined the Company in December 2000.

3. Mrs. Zhou Shu Hua

Mrs. Zhou Shu Hua, aged 60, is a non-executive Director of the Company and financial deputy general manager of Weigao Holding. Mrs. Zhou studied Business Administration at the Weihai Campus of Shandong University from 1999 to 2001. Mrs. Zhou joined Weigao Holding in 1989 and held a number of positions such as head of the finance division in the finance department, manager of the finance department and deputy general manager of Weigao Holding.

1. Mrs. Bi Dong Mei

Mrs. Bi Dong Mei, aged 53, is the supervisor of the Company and the Audit Consultant of Weigao Holding. Mrs. Bi graduated from the Economic Management Department of Shandong Cadres Distance Learning University in 1997. She joined Weigao Holding in December 1988 and has been the head of the finance division and the deputy manager of the infusion sets branch , audit manager of Weigao Holding and Comptroller.

2. Ms. Chen Xiao Yun

Ms. Chen Xiao Yun, aged 43, is the supervisor of the Company and the chief financial officer of Weigao Holding. Ms. Chen studied financial accounting at the Shandong Broadcast and Television University from 1994 to 1998. She joined Weigao Holding in July 1991 and has been the head of the finance division in finance department, the assistant to the manager of infusion sets branch and the finance manager of Weigao Holding.

The following amendment is proposed to be made to the existing Articles of Association in relation to extension of business scope of the Company:

Original Article 14

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), 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. (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.).

Original Article 14 is proposed to be amended as:-

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, 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. (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.).

The following amendment is proposed to be made to the existing Articles of Association in relation to change in number of director:-

Original Article 100

“Article 100: The Company shall have a board of directors which comprises nine directors including one chairman, one vice chairman and four independent directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).

At the re-election of the board of directors, external directors (who are not employees of the Company) shall constitute more than half of the members of the board of directors.”

Original Article 100 is proposed to be amended as:

“Article 100: The Company shall have a board of directors which comprises eight directors including one chairman, one vice chairman and three independent directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).

At the re-election of the board of directors, external directors (who are not employees of the Company) shall constitute not less than half of the members of the board of directors.”

The following amendment is proposed to be made to the existing Articles of Association in relation to frequency of holding board meeting:-

Original Article 105

Article 105 The Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. The meeting shall be convened by the Chairman. Notice of at least fourteen days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings for discussion of urgent matters, the meeting shall be convened if proposed by more than three directors or by the Chairman and reasonable notice should be given. A regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.

All Directors shall be notified in accordance with the prescribed time limit as regards all major decisions which require the approval of the Board. Meanwhile, sufficient information shall be supplied and the Directors may request the provision of supplemental materials. When more than one-fourth of the Directors or more than two external Directors are of the view that the materials are not sufficient or the submission is inaccurate, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.

Original Article 105 to be amended as:

Article 105 The Board should meet regularly and board meetings should be held at least **twice a year**. The meeting shall be convened by the Chairman. Notice of at least fourteen days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings for discussion of urgent matters, the meeting shall be convened if proposed by more than three directors or by the Chairman and reasonable notice should be given. A regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.

All Directors shall be notified in accordance with the prescribed time limit as regards all major decisions which require the approval of the Board. Meanwhile, sufficient information shall be supplied and the Directors may request the provision of supplemental materials. When more than one-fourth of the Directors or more than two independent Directors are of the view that the materials are not sufficient or the submission is inaccurate, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.

The proposed amendment to the Articles of Association is subject to approval of the shareholders by way of a special resolution at the Annual General Meeting and the approval of and registration or filing with the relevant PRC government authorities.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) 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, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 12 June 2017 to consider and, if though fit, pass the following 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 2016;
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2016;
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2016;
4. To declare a final dividend of RMB0.046 per share of RMB0.1 each in the Company for the year ended 31 December 2016;
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 2017, 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 2017;
7. To re-elect Zhang Hua Wei as an executive director of the Company;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

8. To re-elect Mr. Wang Yi as an executive director of the Company;
9. To re-elect Mrs. Zhou Shu Hua as a non-executive director of the Company;
10. To re-elect Mrs. Bi Dong Mei as a supervisor of the Company; and
11. To re-elect Ms. Chen Xiao Yun as a supervisor of the Company.

SPECIAL RESOLUTIONS

12. To consider and, if thought fit, pass the following resolution: **THAT:**
 - (1) the Board be and is hereby granted an unconditional general mandate to issue, allot and/or deal with additional shares in the capital of the Company (whether Non-listed Shares or H Shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - i. 20% of the aggregate nominal amount of the Non-listed Shares in issue; and/or
 - ii. 20% of the aggregate nominal amount of the H Shares in issue; in each case as at the date of the passing of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the PRC Company Law and the Listing Rules or other applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

NOTICE OF ANNUAL GENERAL MEETING

- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
- (a) to approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company, including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into underwriting agreement(s) (or any other agreements);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and
 - (c) to make such amendments to the articles of association of the Company as it may deem appropriate for the increase of the registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (1) of this resolution.

For the purposes of this resolution:

“**Non-listed Shares**” means the non-listed shares in the share capital of the Company with a nominal value of RMB0.10 each, which are held in Renminbi;

“**Listing Rules**” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time);

“**H Shares**” means 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;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the PRC;

“**PRC**” means the People’s Republic of China, excluding, for the purpose of this resolution only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

NOTICE OF ANNUAL GENERAL MEETING

“**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.

“**RMB**” means Renminbi, the lawful currency of the PRC.

13. 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 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;
 - (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 a class meeting for Holders of H Shares and at a class meeting of Holders of Non-listed Shares 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 resource) 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 authorized 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 earlier 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.

NOTICE OF ANNUAL GENERAL MEETING

14. To consider and approve, subject to fulfillment of all relevant conditions and/or all necessary approvals and/or consents from the relevant PRC authorities and bodies being obtained and/or the procedures as required under the laws and regulations of the PRC being completed, the amendment to the Articles of Associations of the Company (as described in the appendix) as the result of the extension of business scope, change in number of directors and frequency of holding board meeting.

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

Weihai, the PRC
20 April 2017

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*)
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*)

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining who may attend the AGM to be held on Monday, 12 June 2017, the register of holders of H Shares of the Company will be closed from Saturday, 13 May 2017 to Monday, 12 June 2017 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting in the AGM, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Friday, 12 May 2017.

For the purpose of determining who may be entitled to receive the final dividend of the Company (subject to approval by the Shareholders at the AGM), the register of holders of H Shares of the Company will be closed from Saturday, 17 June 2017 to Thursday, 22 June 2017 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Friday, 16 June 2017.

The address of Tricor Standard Limited is as follows:

22nd Floor
Hopewell Centre
183 Queen's Road East
Hong Kong
Fax: (852) 2810 8185

The Board has resolved to recommend a final dividend of RMB0.046 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB208,027,000. In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

NOTICE OF ANNUAL GENERAL MEETING

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (the “Tax Treaties Notice”), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.

The cash dividends for investors through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be paid in Renminbi. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No.81 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》 and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No.127 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號》, for dividend received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors.

The Company will identify the country of domicile of the individual holders of H shares according to their registered address on the H share register of members of the Company (the “Registered Address”). If the domicile of an individual holders of H shares is not the same as the Registered Address or if the individual holders of H shares would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual holders of H shares shall notify and provide relevant supporting documents to the Company. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement the relevant tax withholding provisions and arrangements. Individual holders of H shares may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notice if they do not provide the relevant supporting documents to the Company.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from or in connection with any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H shares of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM 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 AGM.
3. Any shareholder entitled to attend and vote at the AGM 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 H Share registrar, Tricor Standard Limited (for holders of H Shares) or the registered office of the Company (for holders of Non-listed Shares), at least 24 hours before the AGM or any adjourned meeting thereof. The Company's registered office is located at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555). The Company's H Share registrar, Tricor Standard Limited, is located at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (Fax no. (852) 2810 8185).
5. Completion and return of a proxy form will not preclude you from attending and voting at the AGM 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 AGM in person or by proxy should return the reply slip for the AGM to the registered office of the Company (for holders of Non-listed Shares) or the principal place of business of the Company in Hong Kong (for holders of H Shares), by hand, by post or by fax on or before Monday, 22 May 2017. The Company's registered office is located at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555). 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 AGM 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 AGM.

NOTICE OF CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES

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 NON-LISTED SHARES

NOTICE IS HEREBY GIVEN that a class meeting for the holders of Non-listed 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, Torch Hi-tech Science Park, Weihai, Shandong Province, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Monday, 12 June 2017 (or immediately following the conclusion of AGM) for the purpose of considering and passing the following special resolution:

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;
 - (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;

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES

- (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 earlier 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
Zhang Hua Wei
Chairman

Weihai, the PRC
20 April 2017

NOTICE OF CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES

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*)

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*)

Notes:

1. 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 Non-listed Shares will be voted by poll.
2. Any shareholder entitled to attend and vote at the Class Meeting for Holders of Non-listed Shares 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.
3. 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 registered office of the Company at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC, not less than 24 hours before the time for holding the Class Meeting for Holders of Non-listed Shares or any adjournment thereof in order for such documents to be valid.
4. Completion and return of a proxy form will not preclude you from attending and voting at the Class Meeting for Holders of Non-listed Shares or any adjourned meeting thereof should you so wish.
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 Non-listed 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 Non-listed 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 Non-listed Shares in person or by proxy should return the reply slip for the Class Meeting for Holders of Non-listed Shares to the registered office of the Company at 18 Xingshan Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555) on or before Monday, 22 May 2017.
7. The Class Meeting for Holders of Non-listed Shares is expected to last for half a day. Shareholders and their proxies attending the Class Meeting for Holders of Non-listed Shares are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting for Holders of Non-listed Shares must produce their identity documents.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 10:00 a.m. on Monday, 12 June 2017 (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:

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;
 - (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

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (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
Zhang Hua Wei
Chairman

Weihai, the PRC
20 April 2017

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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*)

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*)

Notes:

1. The register of holders of H Shares of the Company will be closed from Saturday, 13 May 2017 to Monday, 12 June 2017 (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, 12 May 2017 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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 Monday, 22 May 2017.
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.