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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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# **WEGO 威高**

**山東威高集團醫用高分子製品股份有限公司**

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

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1066)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION NOTICES OF THE FIRST EGM AND CLASS MEETINGS**

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The notices convening the First EGM, 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, 16 April 2018 are set out on pages 31 to 38 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, 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 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.

28 February 2018

\* For identification purpose only

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 26 February 2018
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 16 April 2018 at 10:00 a.m. (immediately following the conclusion of 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, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 16 April 2018 at 9:30 a.m. (immediately following the conclusion of the First EGM)
“Class Meetings”	the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Non-listed Shares
“CSRC”	China Securities Regulatory Committee
“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
“First EGM”	the extraordinary general meeting of the Company to be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC on Monday, 16 April 2018 at 9:00 a.m.

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## DEFINITIONS

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“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
“Latest Practicable Date”	26 February 2018, 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
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Reforms”	the Deepening Reforms on Overseas Listing Systems and the “Full Liquidity” of H Shares 《中國證監會深化境外上市制度改革開展H股「全流通」試點》 issued by the CSRC on 29 December 2017
“Reply”	the Reply to the Press by Chang Depeng, the CSRC Spokesperson, regarding the implementation of the “Full Liquidity” Pilot Program of H Shares 《中國證監會新聞發言人常德鵬就開展H股「全流通」試點相關事宜答記者問》 issued by the CSRC on 29 December 2017
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SAFE”	the State Administration of Foreign Exchange of the PRC
“Scheme”	the pilot scheme under which the CSRC may select certain joint stock companies incorporated in the People’s Republic of China that have foreign-invested shares listed on the Stock Exchange and allow the conversion of their non-listed shares into freely tradable foreign– invested shares listed on the Stock Exchange subject to fulfillment of the conditions and requirements as set out in the Reply.
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Non-listed Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Zhang Hua Wei (*Chairman*)

Mr. Wang Yi

Mr. Gong Jian Bo

*Non-executive Director:*

Mrs. Zhou Shu Hua

*Independent non-executive Directors:*

Mr. Lo Wai Hung

Mrs. Fu Ming Zhong

Mrs. Wang Jin Xia

*Registered Office:*

18 Xingshan Road

Torch Hi-tech Science Park

Weihai

Shandong Province

PRC

*Principal place of business*

*in Hong Kong:*

801, Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

28 February 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

**INTRODUCTION**

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

The purpose of this circular is to provide you with the information regarding the Proposed Amendments together with the notices to the First EGM and Class Meetings.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS

As at the date of this announcement, the issued share capital of the Company consists of:

- (i) 1,883,732,324 H-Shares; and
- (ii) 2,638,600,000 Non-listed Shares.

The Company proposes to amend its articles of association to the effect that subject to obtaining all the relevant approvals (including the approvals from the CSRC and the relevant overseas regulatory authorities) and compliance with all the applicable securities laws and regulations of the relevant overseas regulatory authorities, the Non-listed Shares can be converted into freely tradable H-Shares to be listed on the Stock Exchange.

Subject to obtaining all the relevant approvals (including the approvals from the CSRC and the relevant overseas regulatory authorities) and compliance with all the applicable securities laws and regulations of the relevant overseas regulatory authorities, no further shareholders' approval will be required for the conversion of the Non-listed Shares into H-Shares in the event that the Company is selected by the CSRC for the purpose of the Scheme.

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## LETTER FROM THE BOARD

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The Proposed Amendments are set out below.

Article number	Existing article	Amended article
19	<p>Shares issued to domestic investors by the Company for subscription in Renminbi are known as domestic invested shares. Shares issued to overseas investors by the Company for subscription in foreign currency, and shares held by foreign investors, or shares that are being transferred from domestic invested shareholders of the Company are known as foreign invested shares. Among the foreign invested shares, those listed overseas are known as overseas listed foreign invested shares (those listed in Hong Kong are also known as H Shares), and those that are not listed overseas are known as non-listed foreign invested shares.</p> <p>Unless otherwise required in this Articles of Association, shareholders of domestic invested shares and foreign invested shares are holders of ordinary shares sharing the same obligations and rights.</p>	<p>Shares issued to domestic investors by the Company for subscription in Renminbi are known as domestic invested shares.</p> <p>Shares issued to overseas investors by the Company for subscription in foreign currency, and shares held by foreign investors, or shares that are being transferred from domestic invested shareholders of the Company are known as foreign invested shares: <del>Among the;</del> <u>those</u> foreign invested shares, <del>those</del><u>that are</u> listed overseas are known as overseas listed foreign invested shares (<del>those listed in Hong Kong are also known as H Shares</del>), and those that are not listed overseas are known as non-listed foreign invested shares. <u>Those shares approved by the regulatory authorities, authorized by the State Council and the overseas securities regulatory authorities and listed and traded on the overseas stock exchanges are known as overseas listed shares.</u></p> <p>Unless otherwise required in this Articles of Association, shareholders of domestic invested shares and foreign invested shares are holders of ordinary shares sharing the same obligations and rights.</p>



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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
20	<p>Subject to the review and approval by the regulatory authorities authorized by the State Council, the total number of ordinary shares issued by the Company is 4,522,332,324 shares. The share capital structure is stated as below:</p> <p>1. A total of 2,315,715,676 domestic shares, representing 51.206% of the total share capital, which includes:</p> <p>a) Weigao Group Company Limited holds 2,159,755,676 shares, representing 47.758% of the total share capital;</p> <p>b) Mr. Zhang Hua Wei holds 32,400,000 shares, representing 0.716% of the total share capital;</p> <p>c) Mr. Wang Yi holds 23,400,000 shares, representing 0.517% of the total share capital;</p> <p>d) Mr. Miao Yan Guo holds 23,400,000 shares, representing 0.517% of the total share capital;</p>	<p>Subject to the review and approval by the regulatory authorities authorized by the State Council, the total number of ordinary shares <u>that may be issued</u> by the Company is 4,522,332,324 shares. <del>The share capital structure is stated as below:</del></p> <p><del>1. A total of 2,315,715,676 domestic shares, representing 51.206% of the total share capital, which includes:</del></p> <p><del>a) Weigao Group Company Limited holds 2,159,755,676 shares, representing 47.758% of the total share capital;</del></p> <p><del>b) Mr. Zhang Hua Wei holds 32,400,000 shares, representing 0.716% of the total share capital;</del></p> <p><del>c) Mr. Wang Yi holds 23,400,000 shares, representing 0.517% of the total share capital;</del></p> <p><del>d) Mr. Miao Yan Guo holds 23,400,000 shares, representing 0.517% of the total share capital;</del></p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	e) Mrs. Zhou Shu Hua holds 15,300,000 shares, representing 0.338% of the total share capital;	<del>e) Mrs. Zhou Shu Hua holds 15,300,000 shares, representing 0.338% of the total share capital;</del>
	f) Mr. Wang Zhi Fan holds 8,100,000 shares, representing 0.179% of the total share capital;	<del>f) Mr. Wang Zhi Fan holds 8,100,000 shares, representing 0.179% of the total share capital;</del>
	g) Mr. Wu Chuan Ming holds 7,200,000 shares, representing 0.159% of the total share capital;	<del>g) Mr. Wu Chuan Ming holds 7,200,000 shares, representing 0.159% of the total share capital;</del>
	h) Mr. Chen Lin holds 200,000 shares, representing 0.004% of the total share capital;	<del>h) Mr. Chen Lin holds 200,000 shares, representing 0.004% of the total share capital;</del>
	i) 威海長弘企業管理諮詢中心(有限合伙)(Weihai Changhong Enterprise Management Consulting Center(LP)) holds 26,240,000 shares, representing 0.580% of the total share capital;	<del>i) 威海長弘企業管理諮詢中心(有限合伙)(Weihai Changhong Enterprise Management Consulting Center(LP)) holds 26,240,000 shares, representing 0.580% of the total share capital;</del>
	j) 威海揚帆企業管理諮詢中心(有限合伙)(Weihai Yangfan Enterprise Management Consulting Center(LP)) holds 15,880,000 shares, representing 0.351% of the total share capital;	<del>j) 威海揚帆企業管理諮詢中心(有限合伙)(Weihai Yangfan Enterprise Management Consulting Center(LP)) holds 15,880,000 shares, representing 0.351% of the total share capital;</del>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	<p>k) 威海宏圖企業管理諮詢中心（有限合伙）（Weihai Hongtu Enterprise Management Consulting Center (LP)） holds 3,840,000 shares, representing 0.085% of the total share capital.</p>	<p><del>k) 威海宏圖企業管理諮詢中心（有限合伙）（Weihai Hongtu Enterprise Management Consulting Center (LP)） holds 3,840,000 shares, representing 0.085% of the total share capital.</del></p>
2.	<p>A total of 322,884,324 non-listed foreign shares, held as follows:</p> <p>a) 181,886,803 shares by CMF Health Investment, L.P. representing 4.022% of the total share capital of the Company;</p> <p>b) 91,648,389 shares by CDH Wellness Limited, representing 2.027% of the total share capital of the Company;</p> <p>c) 49,349,132 shares by Sequoia Capital China GF Holdco III-A, Ltd., representing 1.091% of the total share capital of the Company; and</p>	<p><del>2. A total of 322,884,324 non-listed foreign shares, held as follows:</del></p> <p><del>a) 181,886,803 shares by CMF Health Investment, L.P. representing 4.022% of the total share capital of the Company;</del></p> <p><del>b) 91,648,389 shares by CDH Wellness Limited, representing 2.027% of the total share capital of the Company;</del></p> <p><del>e) 49,349,132 shares by Sequoia Capital China GF Holdco III-A, Ltd., representing 1.091% of the total share capital of the Company; and</del></p>
3.	<p>Shareholders holds a total of 1,883,732,324 H Shares, representing 41.654% of the total share capital.</p>	<p><del>3. Shareholders holds a total of 1,883,732,324 H Shares, representing 41.654% of the total share capital.</del></p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
		<p><u>At the time of establishment of the Company, an aggregate of 60,000,000 shares were issued to the promoters (as approved by the China Securities Regulatory Commission, the shares of RMB1 per share were subdivided into RMB0.1 per share when the Company was listed on the Growth Enterprise Market of the Hong Kong Stock Exchange in 2004 and the number of shares was subsequently changed to 600,000,000), representing approximately 13.27% of the total number of ordinary shares that may be issued by the Company.</u></p>
		<p><u>At the time of its establishment, the Company issued 3,922,332,324 ordinary shares, of which 1,883,732,324 ordinary shares were overseas listed foreign invested shares (including overseas listed foreign invested shares issued pursuant to the exercise of the over-allotment option), representing approximately 41.65% of the total number of ordinary shares that may be issued by the Company and 2,038,600,000 domestic invested shares, representing 45.08% of the total number of ordinary shares that may be issued by the Company.</u></p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
21	The content has been removed.	<p><u>The share capital structure of the Company is as follows: 4,522,332,324 ordinary shares, all being overseas listed shares. Among the ordinary shares, 2,269,755,676 overseas listed shares, representing 50.19% of the total number of ordinary shares that may be issued by the Company, are held by the promoters; 2,252,576,648 shares are overseas listed shares, representing 49.81% of the total number of ordinary shares that may be issued by the Company.</u></p> <p><del>The content has been removed.</del></p> <p><u>Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required), non-listed shares of the Company may be listed and traded overseas. The aforesaid shares shall be listed and traded on overseas stock exchanges and shall also comply with the regulatory procedures, rules and requirements of the overseas stock market. The aforesaid situations where shares are listed on the overseas stock exchanges do not require passing of resolutions at a general meeting or shareholders' class meeting.</u></p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
22	<p>After the proposal of issuance of overseas-listed foreign shares and domestic shares of the Company are approved by China Securities Regulatory Commission, the board of directors of the Company may formulate implementation arrangements for separate issuances. The proposal of issuance of overseas-listed foreign shares and domestic shares of the Company may be implemented separately by the Company pursuant to the preceding paragraph within 15 months after the date of approval of China Securities Regulatory Commission.</p>	<p>After the proposal of issuance of overseas-listed <del>foreign</del> shares and domestic shares of the Company are approved by China Securities Regulatory Commission, the board of directors of the Company may formulate implementation arrangements for separate issuances. The proposal of issuance of overseas-<u>listed</u> <del>foreign</del> shares and domestic shares of the Company may be implemented separately by the Company pursuant to the preceding paragraph within 15 months after the date of approval of China Securities Regulatory Commission.</p>
23	<p>Where the overseas-listed foreign shares and domestic shares issued are within the total number of shares specified in the proposal of issuance, such shares shall be subscribed for in full at one time. If such shares are not subscribed for in full at one time due to special circumstances, they may be subscribed for in several stages upon the approval of China Securities Regulatory C.</p>	<p>Where the overseas-<u>listed</u><del>foreign</del> shares and domestic shares issued are within the total number of shares specified in the proposal of issuance, such shares shall be subscribed for in full at one time. If such shares are not subscribed for in full at one time due to special circumstances, they may be subscribed for in several stages upon the approval of China Securities Regulatory <u>€Commission</u>.</p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
41	<p>The Company may, in accordance with the mutual understanding and agreement between China Securities Regulatory Commission and the overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register.</p> <p>The original register of shareholders of overseas listed foreign invested shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a copy of the register of shareholders of overseas listed foreign shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the copy of the register of shareholders of overseas-listed foreign shares at all times.</p> <p>Should there be any inconsistency between the original and the copy of the register of shareholders of overseas-listed foreign shares, the original version shall prevail.</p>	<p>The Company may, in accordance with the mutual understanding and agreement between China Securities Regulatory Commission and the overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed <del>foreign</del> shares outside the PRC and appoint overseas agent(s) to manage such register.</p> <p>The original register of shareholders of overseas listed <del>foreign invested</del> shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a copy of the register of shareholders of overseas-listed <del>foreign</del> shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the copy of the register of shareholders of overseas-listed <del>foreign</del> shares at all times.</p> <p>Should there be any inconsistency between the original and the copy of the register of shareholders of overseas-listed <del>foreign</del> shares, the original version shall prevail.</p>

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
42	<p>The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include the followings:</p> <p>(I) the register of shareholders maintained at the Company's domicile (other than those parts as described in items (II) and (III) of this Article);</p> <p>(II) the register of shareholders of overseas listed foreign shares of the Company maintained at the place where the overseas securities exchange on which the shares are listed is located;</p> <p>(III) the register of shareholders maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>	<p>The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include the followings:</p> <p>(I) the register of shareholders maintained at the Company's domicile (other than those parts as described in items (II) and (III) of this Article);</p> <p>(II) the register of shareholders of overseas listed <del>foreign</del> shares of the Company maintained at the place where the overseas securities exchange on which the shares are listed is located;</p> <p>(III) the register of shareholders maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>



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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
44	<p>All fully paid overseas listed foreign shares listed on Hong Kong Stock Exchange may be transferred freely in accordance with this Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:</p> <p>(I) A fee of HK\$2.5 or a higher fee acceptable to Hong Kong Stock Exchange is paid to the Company so as to register the instrument of transfer in respect of shares and any other documents that relate to the ownership of shares or may have an effect on its ownership;</p> <p>(II) the instrument of transfer only involves the overseas listed foreign shares listed on Hong Kong Stock Exchange;</p> <p>(III) the stamp duty for the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;</p>	<p>All fully paid overseas listed <del>foreign</del> shares listed on Hong Kong Stock Exchange may be transferred freely in accordance with this Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:</p> <p>(I) A fee of HK\$2.5 or a higher fee acceptable to Hong Kong Stock Exchange is paid to the Company so as to register the instrument of transfer in respect of shares and any other documents that relate to the ownership of shares or may have an effect on its ownership;</p> <p>(II) the instrument of transfer only involves the overseas listed <del>foreign</del> shares listed on Hong Kong Stock Exchange;</p> <p>(III) the stamp duty for the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;</p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	(V) the relevant shares are free from any liens of the Company.	(V) the relevant shares are free from any liens of the Company.
	If the Company refuses to register the transfer of shares, the Company shall deliver a written notification related to the refusal of shares transfer to the transferor and transferee within 2 months from the date of the formal application for transferring the shares.	If the Company refuses to register the transfer of shares, the Company shall deliver a written notification related to the refusal of shares transfer to the transferor and transferee within 2 months from the date of the formal application for transferring the shares.
46	The issue of all H shares or their transfer thereafter shall be registered in the part of the register of shareholders kept in Hong Kong pursuant to the requirements of this Article 41.	The issue of all <del>H</del> <u>overseas listed</u> shares or their transfer thereafter shall be registered in the part of the register of shareholders kept in Hong Kong pursuant to the requirements of this Article 41.
47	Any shareholders of overseas listed foreign shares can transfer all or part of their shares by using written transfer instruments commonly used in the place of listing or transfer documents that have been signed or bearing machine printed signatures. Transfer of shares of the Company held by shareholders of non-listed foreign shares shall be executed in accordance with the relevant laws and regulations in China.	Any shareholders of overseas listed <del>foreign</del> shares can transfer all or part of their shares by using written transfer instruments commonly used in the place of listing or transfer documents that have been signed or bearing machine printed signatures. Transfer of shares of the Company held by shareholders of non- <u>overseas listed</u> <del>foreign</del> shares shall be executed in accordance with the relevant laws and regulations in China.

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
53	<p>Application for re-issue of share certificates by a holder of overseas listed foreign shares, who has lost his share certificate, may be dealt with in accordance with the law of the place where the original register of holders of overseas listed foreign shares is maintained, the rules of the stock exchange or other relevant regulations.</p>	<p>Application for re-issue of share certificates by a holder of overseas listed <del>foreign</del> shares, who has lost his share certificate, may be dealt with in accordance with the law of the place where the original register of holders of overseas listed <del>foreign</del>-shares is maintained, the rules of the stock exchange or other relevant regulations.</p>
54	<p>Application for the re-issue of share certificates by a shareholder of overseas listed foreign shares listed in Hong Kong shall satisfy the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarized certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the lost; and declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p>	<p>Application for the re-issue of share certificates by a shareholder of overseas listed <del>foreign</del>-shares listed in Hong Kong shall satisfy the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarized certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the lost; and declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p>

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	(II) The Company confirms that it has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.	(II) The Company confirms that it has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.
	(III) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the Board of Directors.	(III) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the Board of Directors.
	(IV) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of 90 days.	(IV) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of 90 days.

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	<p>In the case of an application which is made without the consent of the registered shareholders of the Relevant Shares, the Company shall deliver by mail to such registered shareholders a copy of the notice to be published.</p>	<p>In the case of an application which is made without the consent of the registered shareholders of the Relevant Shares, the Company shall deliver by mail to such registered shareholders a copy of the notice to be published.</p>
(V)	<p>If, by the expiration of the 90-day period referred to in paragraphs (III) and (IV) of this Article, the Company has not received any objections from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p>	<p>(V) If, by the expiration of the 90-day period referred to in paragraphs (III) and (IV) of this Article, the Company has not received any objections from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p>
(VI)	<p>Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and enter the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p>	<p>(VI) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and enter the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	(VII) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable undertaking is provided by the applicant for such expenses.	(VII) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable undertaking is provided by the applicant for such expenses.
99	Other than shareholders of other classes of shares, shareholders of domestic invested shares and non-listed foreign invested shares are regarded as the same class of shareholders, shareholders of domestic invested shares and shareholders of overseas listed foreign invested shares are regarded as different classes of shareholders. Shareholders of non-listed foreign invested shares and shareholders of overseas listed foreign invested shares are treated as different classes of shareholders.	Other than shareholders of other classes of shares, shareholders of domestic invested shares <del>and non-listed foreign invested shares</del> <u>which</u> are regarded as the same class of shareholders; <del>shareholders of domestic invested shares and shareholders of non-overseas listed foreign invested and</del> <u>shareholders of overseas listed</u> shares are regarded as different classes of shareholders. <del>Shareholders of non-listed foreign invested shares and shareholders of overseas listed foreign invested shares are treated as different classes of</del> <u>shareholders.</u>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	The special voting procedures for class members do not apply to:	The special voting procedures for class members do not apply to:
	(I) the issuance of domestic invested shares and overseas listed foreign invested shares by the Company in every twelve months, whether separately or together, if such issuance of domestic invested shares and overseas listed foreign invested shares are approved by the shareholders in a general meeting by way of special resolution, and the domestic invested shares and overseas listed foreign invested shares proposed to be issued by the Company does not, in each case, exceed twenty per cent of the shares in issue of such class;	(I) the issuance of domestic invested shares and overseas listed foreign invested shares by the Company in every twelve months, whether separately or together, if such issuance of domestic invested shares and overseas listed <del>foreign invested</del> shares are approved by the shareholders in a general meeting by way of special resolution, and the domestic invested shares and overseas listed <del>foreign invested</del> shares proposed to be issued by the Company does not, in each case, exceed twenty per cent of the shares in issue of such class;
	(II) plans in respect of the issuance of domestic invested shares and overseas listed foreign invested shares at the time of establishment of the Company and completed within fifteen months commencing from the date of approval by the China Securities Regulatory Commission.	(II) plans in respect of the issuance of domestic invested shares and overseas listed <del>foreign invested</del> shares at the time of establishment of the Company and completed within fifteen months commencing from the date of approval by the China Securities Regulatory Commission.;

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
		(III) <u>Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required), non-listed shares of the Company may be listed and traded overseas.</u>
150	The Company shall send a copy of its annual report including its annual accounts together with a copy of the auditors' report thereon by pre-paid post to each of its non-domestic shareholders not less than 21 days before the date of its annual general meeting and not more than 4 months after the financial year end date. The address of each shareholder should be the address listed on the register of shareholders of the Company.	The Company shall send a copy of its annual report including its annual accounts together with a copy of the auditors' report thereon by pre-paid post to each of its <del>non-domestic</del> <u>shareholders of overseas listed shares</u> not less than 21 days before the date of its annual general meeting and not more than 4 months after the financial year end date. The address of each shareholder should be the address listed on the register of shareholders of the Company.
162	The Company shall appoint a receiving agent for shareholders of overseas listed foreign shares.	The Company shall appoint a receiving agent for shareholders of overseas listed <del>foreign</del> shares.



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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	<p>The receiving agent shall receive on behalf of such shareholder the dividends distributed to and other amounts payable by the Company in respect of the overseas listed foreign shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock exchange at the place where the shares of the Company are listed. The receiving agent appointed by the Company for H shares listed in Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	<p>The receiving agent shall receive on behalf of such shareholder the dividends distributed to and other amounts payable by the Company in respect of the overseas listed foreign shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock exchange at the place where the shares of the Company are listed. The receiving agent appointed by the Company for <del>H</del><u>overseas listed</u> shares listed in Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>
172	<p>An accounting firm may resign from its office by depositing at the Company's address a resignation notice in writing which shall become effective on the date of such deposit at the Company's address or on such later date as may be stipulated in such notice. Such notice shall include one of the following statements:</p> <p>(I) A statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p>	<p>An accounting firm may resign from its office by depositing at the Company's address a resignation notice in writing which shall become effective on the date of such deposit at the Company's address or on such later date as may be stipulated in such notice. Such notice shall include one of the following statements:</p> <p>(I) A statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p>

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	(II) A statement of any such circumstances.	(II) A statement of any such circumstances.
	<p>Where the notice as mentioned in the preceding paragraph is received by the Company, the Company shall within fourteen days send a copy of such notice to the relevant governing authority. If the notice contains the statement referred to in Item (II) of the preceding paragraph, a copy of such statement shall also be placed at the Company for the inspection of shareholders. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders.</p>	<p>Where the notice as mentioned in the preceding paragraph is received by the Company, the Company shall within fourteen days send a copy of such notice to the relevant governing authority. If the notice contains the statement referred to in Item (II) of the preceding paragraph, a copy of such statement shall also be placed at the Company for the inspection of shareholders. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed <del>foreign</del>-shares at the address registered in the register of shareholders.</p>
	<p>Where the accounting firm's notice of resignation contains the statement referred to in the aforesaid Item (II), the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of receiving the explanation of the circumstances connected with its resignation.</p>	<p>Where the accounting firm's notice of resignation contains the statement referred to in the aforesaid Item (II), the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of receiving the explanation of the circumstances connected with its resignation.</p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
188	<p>The Company shall observe the following rules when resolving disputes:</p> <p>(I) For any disputes or claims related to matters of the Company between shareholders of foreign invested shares (including shareholders of overseas listed foreign invested shares and shareholders of non-listed foreign invested shares) and the Company; between shareholders of foreign invested shares (including shareholders of overseas listed foreign invested shares and shareholders of non-listed foreign invested shares) and the directors, supervisors, general managers or other senior management of the Company; between shareholders of overseas listed foreign invested shares and shareholders of non-listed foreign invested shares or shareholders of domestic invested shares, that arise based on the rights and obligations stipulated in the Articles of Association, Company Law and the “Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Companies” and other relevant laws and administrative regulations, any such disputes or claims shall be referred by the relevant parties to arbitration.</p>	<p>The Company shall observe the following rules when resolving disputes:</p> <p>(I) For any disputes or claims related to matters of the Company between shareholders of <u>overseas listed</u> foreign invested shares (<del>including shareholders of overseas listed foreign invested shares and shareholders of non-listed foreign invested shares</del>) and the Company; between shareholders of <u>overseas listed</u> foreign invested shares (<del>including shareholders of overseas listed foreign invested shares and shareholders of non-listed foreign invested shares</del>) and the directors, supervisors, general managers or other senior management of the Company; between shareholders of overseas listed foreign invested shares and <del>shareholders of non-listed foreign invested shares</del> or shareholders of domestic invested shares, that arise based on the rights and obligations stipulated in the Articles of Association, Company Law and the “Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Companies” and other relevant laws and administrative regulations, any such disputes or claims shall be referred by the relevant parties to arbitration.</p>

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	<p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors, general managers or other senior management of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall submit to arbitration.</p>	<p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors, general managers or other senior management of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall submit to arbitration.</p>
	<p>Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p>	<p>Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p>
	<p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p>	<p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p>

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	<p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p>	<p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p>
	<p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (1) above shall be resolved in accordance with the laws of the PRC.</p>	<p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (1) above shall be resolved in accordance with the laws of the PRC.</p>
	<p>(IV) The decision made by the arbitration body shall be final and conclusive, and shall be binding on the parties.</p>	<p>(IV) The decision made by the arbitration body shall be final and conclusive, and shall be binding on the parties.</p>
189	<p>Unless otherwise provided under these Articles of Association, all notices, information and written statements of the Company to be given to the holders of H Shares shall be served on each shareholder by personal delivery, or by post to the registered address (including places outside Hong Kong) of each holder of H Shares. Notices to holders of H Shares shall be posted from Hong Kong when possible.</p>	<p>Unless otherwise provided under these Articles of Association, all notices, information and written statements of the Company to be given to the holders of <del>H Shares</del><u>overseas listed shares</u> shall be served on each shareholder by personal delivery, or by post to the registered address (including places outside Hong Kong) of each holder of <del>H Shares</del><u>overseas listed shares</u>. Notices to holders of <del>H Shares</del><u>overseas listed shares</u> shall be posted from Hong Kong when possible.</p>

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	The announcements required by the Articles of Association of the Company shall be published in such newspapers which are specified or authorized by relevant laws and administrative regulations of the PRC.	The announcements required by the Articles of Association of the Company shall be published in such newspapers which are specified or authorized by relevant laws and administrative regulations of the PRC.

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

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

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

### **FIRST EGM AND CLASS MEETINGS**

The register of members of the Company will be closed from Thursday, 15 March 2018 to Saturday, 14 April 2018 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend the First EGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the First EGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 14 March 2018.

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## LETTER FROM THE BOARD

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**In order to qualify for attending the First EGM:**

Latest time to lodge in the transfer

instrument accompanied by the share certificates . . . . . 4:30 p.m. on Wednesday,  
14 March 2018

Closure of register of members of

the Company for attendance of the First EGM . . . . . Thursday, 15 March 2018 to  
Saturday, 14 April 2018  
(both days inclusive)

Latest time to lodge in the reply slip. . . . . 4:30 p.m. on Monday,  
26 March 2018

Date of the First EGM. . . . . Monday,  
16 April 2018

The Class Meeting for Holders of Non-listed Shares will be held at 9:30 a.m. (or immediately following the conclusion of the First EGM) on Monday, 16 April 2018 at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, the PRC.

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, 16 April 2018 at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong, the PRC.

The relevant notices of the First EGM and the Class Meetings are set out on pages 31 to 38 to this circular.

Proxy forms for use at the First EGM 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, Weihai 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 First EGM and Class Meetings or any adjournment thereof (as the case may be).

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## LETTER FROM THE BOARD

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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 First EGM 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, 26 March 2018 in accordance with the instructions printed thereon.

### VOTING BY POLL

All votes casted at the First EGM and the Class Meetings will be taken by poll.

**There is no certainty that the Company will be selected by the CSRC for the purpose of the Scheme. Shareholders and investors should exercise caution in dealing in the securities of the Company.**

### RECOMMENDATION

Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required), in the event that the Company is selected by the CSRC for the purpose of the Scheme, no further shareholders' approval will be required for the conversion of the Non-listed Shares into H-Shares.

The Directors consider that the resolutions to be put before the First EGM, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares are in the interest 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 First EGM, the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares (as the case may be).

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



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## NOTICE OF THE FIRST EGM

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**WEGO 威高**

山東威高集團醫用高分子製品股份有限公司  
**Shandong Weigao Group Medical Polymer Company Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1066)

### NOTICE OF THE FIRST EGM

**NOTICE IS HEREBY GIVEN** that the First EGM of Shandong Weigao Group Medical Polymer Company Limited\* (山東威高集團醫用高分子製品股份有限公司) will be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Monday, 16 April 2018 to consider and, if thought fit, pass the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular of the Company dated 28 February 2018 (the “**Circular**”)):

#### SPECIAL RESOLUTION

1. to consider and, if thought fit, to approve the Proposed Amendments as set out in the section headed “Proposed Amendments” of the Circular subject to:
  - i. to the fulfilment of all the 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; and
  - ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the Class Meeting for Holders of Non-listed Shares and the Class Meeting for Holders of H Shares.

By Order of the Board

**Shandong Weigao Group Medical Polymer Company Limited**

**Zhang Hua Wei**

*Chairman*

Weihai, Shandong, the PRC, 28 February 2018

\* For identification purpose only

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## NOTICE OF THE FIRST EGM

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*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*)

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. For the purpose of determining who may attend the First EGM to be held on Monday, 16 April 2018, the register of holders of H Shares of the Company will be closed from Thursday, 15 March 2018 to Saturday, 14 April 2018 (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 First EGM, 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 Wednesday, 14 March 2018.

The address of Tricor Standard Limited is as follows:

22nd Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

Fax: (852) 2810 8185

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the First EGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.weigaogroup.com](http://www.weigaogroup.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the First EGM.
3. Any shareholder entitled to attend and vote at the First EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's 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 First EGM or any adjourned meeting thereof. The Company's registered office is located at 2/F, 18 Xingshan Road, Weihai 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).

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## NOTICE OF THE FIRST EGM

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5. Completion and return of a proxy form will not preclude you from attending and voting at the First EGM or any adjourned meeting thereof if you so wish.
6. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders who intend to attend the First EGM in person or by proxy should return the reply slip for the First EGM 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 4:30 p.m. on Monday, 26 March 2018. The Company's registered office is located at 2/F, 18 Xingshan Road, Weihai 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 First EGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the First EGM.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES

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# **WEGO 威高**

山東威高集團醫用高分子製品股份有限公司  
**Shandong Weigao Group Medical Polymer Company Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1066)

### NOTICE OF CLASS MEETING FOR HOLDERS OF 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, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Monday, 16 April 2018 (or immediately following the conclusion of the First EGM) for the purpose of considering and passing the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular of the Company dated 28 February 2018 (the “**Circular**”)):

#### **SPECIAL RESOLUTION**

1. to consider and, if thought fit, to approve the Proposed Amendments as set out in the section headed “Proposed Amendments” of the Circular subject to:
  - i. to the fulfilment of all the 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; and
  - ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the First EGM and the Class Meeting for Holders of H Shares.

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

Weihai, Shandong, the PRC, 28 February 2018

\* *For identification purpose only*

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## NOTICE OF CLASS MEETING FOR HOLDERS OF NON-LISTED SHARES

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*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*)

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 2/F, 18 Xingshan Road, Weihai 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 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC (Fax no. (86) 631 5620555) on or before 4:30 p.m. on Monday, 26 March 2018.
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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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# **WEGO 威高**

山東威高集團醫用高分子製品股份有限公司  
**Shandong Weigao Group Medical Polymer Company Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1066)

### NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that the class meeting for the holders of H Shares (the “**Class Meeting**”) of Shandong Weigao Group Medical Polymer Company Limited\* (山東威高集團醫用高分子製品股份有限公司) (the “**Company**”) will be held at 2/F, 18 Xingshan Road, Weihai Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 10:00 a.m. on Monday, 16 April 2018 (or immediately following the conclusion of Class Meeting for Holders of Non-listed Shares) to consider and, if though fit, pass the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular of the Company dated 28 February 2018 (the “**Circular**”)):

#### SPECIAL RESOLUTION

1. to consider and, if thought fit, to approve the Proposed Amendments as set out in the section headed “Proposed Amendments” of the Circular subject to:
  - i. to the fulfilment of all the 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; and
  - ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the Class Meeting for Holders of Non-listed Shares and the First EGM.

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

Weihai, Shandong, the PRC, 28 February 2018

\* *For identification purpose only*

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*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*)

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 Thursday, 15 March 2018 to Saturday, 14 April 2018 (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 Wednesday, 14 March 2018 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.

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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 4:30 p.m. on Monday, 26 March 2018.
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.