



**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)*  
 (the "Company")  
 (Stock Code: 8199)

**PROXY FORM for the Class Meeting of Holders of H Shares**

I/We <sup>(1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of RMB0.1 each in the capital of  
 the Company hereby appoint the Chairman of the Meeting, or <sup>(3)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy/proxies to attend for me/us and on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) to be held at the company's office at No. 312 Shichang Road, Weihai City, Shandong Province, PRC on Monday, 4 May 2009 at 9:30 a.m. (a immediately after the conclusion or adjournment of the EGM of the Company) and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting:

Special Resolutions		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	<p><b>“THAT</b> conditional upon:</p> <p>(1) the granting of approval by the listing sub-committee of the board of directors of the Stock Exchange of Hong Kong Stock Exchange Limited (the "Stock Exchange") in relation to the proposed transfer of the listing of H shares of the Company from GEM to the Main Board (the "Proposed Transfer") and H Shares refers to all the H shares of RMB0.10 each in the share capital of the Company (the "H shares");</p> <p>(2) the granting of approval by the China Securities Regulatory Commission (the "CSRC") in relation to the Proposed Transfer;</p> <p>(3) the obtaining of all other relevant consents or approval (if any) which are required in connection with the Proposed Transfer and the fulfillment of all conditions which may be attached to such consents or approval; and</p> <p>(4) the publication of an announcement as required by Rule 9A.08 of the Main Board Listing Rules after formal approval for the Proposed Transfer has been received from the Stock Exchange,</p> <p>the Proposed Transfer be and are hereby approved and confirmed and the listing of H shares of the Company on GEM shall cease on and the listing of H shares on the Main Board shall commence on such date and time as the directors of the Company (the "Directors") may designate; and any Director and/or the company secretary of the Company be and is hereby authorized:</p> <p>(i) to make any application and submission, to do all such acts and things, to execute any document and to take all such step for and on behalf of the Company as he/she may deem necessary, desirable or expedient in relation to the Proposed Transfer; and</p> <p>(ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Proposed Transfer.</p>		

Special Resolutions	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
<p>2. “That conditional upon the listing of the H Shares (as defined in the special resolution numbered 1 set out in the notice containing this resolution) on the Main Board of the Stock Exchange, the following amendments (the “Articles Amendments”) shall be made to the existing articles of association of the Company (the Existing Articles”) with effect from the date on which dealing in the H Shares on the Main Board commences:</p> <p>(i) All reference to the “Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited” in the Article 79 of the existing articles of association of the Company shall be replaced with the “Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited”.</p> <p>(ii) the following amendment shall be made to the existing articles of association of the Company:-</p> <p>(1) Article 4 To substitute the name of “Chen Xue Li” by “the Chairman of the Company”.</p> <p>The legal representative of the Company is the Chairman of the Company.</p> <p>(2) Article 14 To insert “Business Scope” on the first line.</p> <p>(3) Article 58 To insert “No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company”.</p> <p>(4) Article 66 To insert “Notice of Shareholders’ general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of Domestic Shares, notice of the meetings may be issued by way of public announcement.”</p> <p>Any communication of the Company (including but not limited to notice of shareholders’ general meeting, circular to shareholders, annual report, interim report and quarterly report) to holders of foreign shares can be in English printed version or Chinese printed version, or in both English and Chinese printed versions. Such communication of the Company (including but not limited to notice of shareholders’ general meeting, circular to shareholders, annual report, interim report and quarterly report) to holders of foreign shares may also be issued by way of publishing such contents on the Company’s website.” following the first paragraph of the Article 66.</p> <p>(5) Article 72 Delete “by hand” on line six</p> <p>(6) Article 80 Article 80 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>“Any vote of shareholders at a general meeting must be taken by poll.”</p> <p>(7) Article 81 Delete “vote by poll” on line two and line three</p> <p>(8) Article 83 Delete “by hand or by vote” on the first line</p> <p>(9) Article 105 The first paragraph of the Article 105 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>First Paragraph</p> <p>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 14 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.</p> <p>(10) Article 108 Replace the word “Directors’ board meeting” by “Directors’ regular board meeting”.</p> <p>Replace the word “teleconferencing or other similar kinds of communication means” by “through other electronic means of communication”</p>		

	<b>Special Resolutions</b>	<b>FOR <sup>(4)</sup></b>	<b>AGAINST <sup>(4)</sup></b>
	<p>(11) Article 118 The Article 118 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>“The general manager of the Company can attend the board meetings of the Company, but general manager who is a not a director of the Company has no voting rights in the board meetings.”</p> <p>(12) Articles 189 Delete the last statement “The announcements required by the Articles of Association to be given to the holders of overseas listed foreign shares shall also be published in such newspapers which are specified by the Listing Rules of the Hong Kong Stock Exchange in accordance with ‘newspapers publication’ as defined by such Listing Rules.”</p> <p>(13) Articles 123 To insert “senior management”</p> <p>Directors, general manager, financial controller and senior management shall not be the supervisors of the Company</p> <p>(14) Article 141 The Article 141 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>“If the Company breaches the previous articles regarding the loan borrowing under whatever terms of loan borrowing, the recipients of the loan amount shall return the amount to the Company immediately.”</p> <p>(15) Article 150 The Article 150 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>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 four 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.</p> <p>(16) Article 153 The Article 153 of the existing Article shall be deleted in its entirety and replaced by the following:</p> <p>Results Announcements</p> <p>“The Company shall comply with the Listing Rules of the Stock Exchange of Hong Kong Limited to issue an annual results announcement and an interim results announcement by not later than three months after the end of the financial year and two months after the end of the first six months’ period of each year respectively.”</p> <p>(Note: For the annual accounting periods ending before 31 December 2010, the annual results announcement shall be issued not later than four months after the end of the financial year. For half-year accounting periods ending before 30 June 2010, the interim results announcement shall be issued not later than three months after the end of that period of six months.)</p> <p>Annual Report and Interim Report</p> <p>The Company shall comply with the Listing Rules of the Stock Exchange of Hong Kong Limited to issue an annual report and an interim report by not later than four months after the end of the financial year and not later than three months after the end of the first six months of each year respectively.</p> <p>(17) Article 155 To insert “The Company shall not exercise its power to forfeit unclaimed dividends until six years or more after the date of declaration of the dividend.”</p> <p>(18) Article 157 To insert “the public welfare fund shall not be used to make up for losses”</p> <p>(i) Loss make up: the public welfare fund shall not be used to make up for losses.</p> <p>To insert “prior to capital injection” in the last sentence</p> <p>(ii) in the event of conversion of the statutory surplus reserve into share capital by way of capitalization, the balance of the capital shall not be less than 25% of the registered capital prior to capital injection of the Company.</p>		
3.	the board of directors and the Company Secretary of the Company be and is hereby authorized to do all such acts and things and to take all such steps as deemed by it to be incidental to, ancillary to or in connection with the matters relating to the application for the Proposed Transfer to the CSRC and the Listing Committee of the Stock Exchange, as they may consider necessary, desirable or expedient.		

Special Resolutions		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
4.	the amended articles of association of the Company (a copy of which is produced to this meeting) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company immediately after the completion of the Proposed Transfer, and the Directors be authorized to make further amendments to the same or to do all things on behalf of the Company including application for relevant government approvals in relation to the amendments to the existing articles of association, in accordance with the relevant laws and regulations of the People's Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Signature <sup>(5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. A shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy (or more) in writing to attend the AGM and vote on his behalf in accordance with the Company's Article of Association. A proxy need not be a shareholder of the Company. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for any resolution, please fill in the appropriate box(es) marked "For" with "√". If you wish to vote against any resolution, please fill in the appropriate box(es) marked "Against" with "√". Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion.
5. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint registered holders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. To be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Share Registrars, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong (in respect of the H Shareholders of the Company) and the Company's registered address (in respect of Domestic Shares holders) not less than 24 hours before the time appointed for holding the AGM or 24 hours before the time designated for voting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only



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)  
(Stock Code: 8199)

**Reply Slip**

To: SHANDONG WEIGAO GROUP MEDICAL POLYMER COMPANY LIMITED (“the Company”)

I/we intend to attend (in person or by proxy) the class meeting of holders of H Shares of the Company to be held at No. 312 Shichang Road, Weihai City, Shandong Province, the People's Republic of China (the “PRC”) at 9:30 a.m on Monday, 4 May 2009 (or immediately after the conclusion or adjournment of the EGM of the Company).

Date: \_\_\_\_\_ 2009

Signature(s): \_\_\_\_\_

Name	
Shareholding	
Identity Card/Passport No.*	
Shareholder Code	
Correspondence address	
Telephone No.	

*Notes:*

1. Please insert full name(s) and address(es) in English and Chinese in block capital(s).
2. Please enclose copy(ies) of Identity Card/Passport as evidence to shareholding together with the reply slip.
3. \* Please delete where it is inappropriate.
4. This completed and signed reply slip shall be delivered to the Company's share registrar in Hong Kong (for holders of H shares) or the Company's registered office (for holders of domestic shares) no later than Thursday, 9 April 2009 by hand, by post or by fax.

The address and fax number of the Company's share register in Hong Kong, Tricor Standard Limited, are as follows:

26/F., Tesbury Centre  
28 Queen's Road East  
Hong Kong  
Fax: (852) 25283158

The address, postal code and fax number of the registered office of the Company are as follows:

No. 312, Shichang Road  
Weihai  
Shandong Province  
The PRC  
中國山東省威海市世昌大道312號  
Postal Code: 264209  
Fax: (86) 631 5622419

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