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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

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

(stock code: 8199)

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In accordance with and as authorized by the Shareholders' approval on 2 June 2008, the Board has considered and approved resolutions to amend the Articles of Association so as to effect and reflect the terms of the transactions contemplated under the SPA (as amended, modified and supplemented by the Supplemental Deed), subject to the approval of the relevant PRC government authorities.

This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules.

Reference is made to the Announcement in relation to, among other things, the SPA dated 18 December 2007 entered into by and among the Company, Weigao Holding, the Management Shareholders, Medtronic and Medtronic Switzerland, prescribing the terms for the issuance of the Subscription Shares by the Company, and sale of the Sale Shares by Weigao Holding and the Management Shareholders, to Medtronic Switzerland, which the Subscription Shares together with the Sale Shares will represent an aggregate 15% of the enlarged issued share capital of the Company.

RESOLUTIONS OF THE BOARD PASSED ON 24 OCTOBER 2008 TO AMEND ARTICLES OF ASSOCIATION

A meeting of the Board was held on 24 October 2008. At the meeting, the Board, in accordance with and as authorized by the Shareholders' approval on 2 June 2008, considered and approved resolutions to amend the Articles of Association to, among other things, (i) increase the authorized number of Directors, (ii) re-classify the Domestic Shares to be sold to Medtronic Switzerland as non-listed foreign shares with rights and privileges similar to the Domestic Shares in most respects (e.g., voting, transfer, replacement) save for certain provisions such as dividend and right to subject certain matters to arbitration which are similar to the H Shares, (iii) change in the issued capital structure of the Company with Medtronic Switzerland as a new Shareholder, and (iv) reflect certain other changes as necessary to effect the terms of the transactions contemplated under the SPA (as amended, modified and supplemented by the Supplemental Deed), all subject the approval of the relevant PRC government authorities.

The full text of the amendments to the Articles of Association approved by the Board on 24 October 2008 is set out below:

Article 19 of the Articles of Association as set out below:

“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 are known as foreign invested shares. Foreign invested shares listed overseas are known as overseas listed foreign invested shares (those listed in Hong Kong are also known as H Shares).”

Unless otherwise required in these Articles of Association, shareholders of domestic invested shares and foreign invested shares are ordinary shareholders sharing the same obligations and rights.”

shall be replaced by the following provision:

“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 that are 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.”

Unless otherwise required in these Articles of Association, shareholders of domestic invested shares and foreign invested shares are holders of ordinary shares sharing the same obligations and rights.”

Article 20 of the Articles of Association as set out below:

“Subject to the review and approval by regulatory authorities authorized by the State Council, the total number of ordinary shares which can be issued by the Company is 995,560,000 shares. Of these (1) 600,000,000 shares were issued upon the establishment of the Company and fully subscribed by the Company’s promoters, representing approximately 60.27% of the total ordinary shares issued by the Company; (2) 264,500,000 H Shares (including 34,500,000 H Shares issued under the over-allotment option) were issued to overseas investors under the initial public offering, representing approximately 26.57% of the total ordinary shares issued by the Company; (3) 48,160,000 shares were issued to Weigao Holding Company Limited, representing approximately 4.84% of the total ordinary shares issued by the Company; (4) 52,900,000 H Shares, representing approximately 5.31% of the total ordinary shares issued by the Company; and (5) 30,000,000 H Shares, representing approximately 3.01% of the total ordinary shares issued by the Company.”

shall be replaced by the following provision:

“Subject to the review and approval by the regulatory authorities authorized by the State Council, the total number of ordinary shares which can be issued by the Company is 1,076,281,081 shares. Of these (1) 567,438,919 shares were issued and held by Weigao Group Company Limited and other domestic natural person shareholders, representing approximately 52.72% of the total ordinary shares issued by the Company; (2) 347,400,000 H Shares were issued to overseas investors, representing approximately 32.28% of the total ordinary shares issued by the Company; (3) 80,721,081 shares were transferred to Medtronic Holding Switzerland G.m.b.H (translated Chinese name: 美敦力控股 (瑞士) 有限公司) from Weigao Holding Company Limited and other domestic natural person shareholders, representing approximately 7.50% of the total ordinary shares issued by the Company; and (4) 80,721,081 H Shares were issued to Medtronic Holding Switzerland G.m.b.H (translated Chinese name: 美敦力控股 (瑞士) 有限公司), representing approximately 7.50% of the total ordinary shares issued by the Company.”

Article 21 of the Articles of Association as set out below:

“Upon the completion of the above issuance of shares, the Company’s share capital then comprised 995,560,000 ordinary shares, which is held as to 578,160,000 shares by Weigao Holding Company Limited, as to 23,400,000 shares by Mr. Chen Lin, as to 10,800,000 shares by Mr. Zhang Hua Wei, as to 10,000,000 shares by Mr. Jiang Qiang, as to 7,800,000 shares by Mr. Miao Yan Guo, as to 7,800,000 shares by Mr. Wang Yi, as to 5,100,000 shares by Ms. Zhou Shu Hua, as to 2,700,000 shares by Mr. Wang Zhi Fan, as to 2,400,000 shares by Mr. Wu Chuan Ming, while 347,400,000 H Shares are held by overseas shareholders.”

shall be replaced by the following provision:

“Upon the completion of the above issuance of shares, the Company’s share capital then comprised 1,076,281,081 ordinary shares, of which 532,438,919 non-circulating shares are held by Weigao Holding Company Limited, 50,000 shares by Mr. Chen Lin, 8,100,000 shares by Mr. Zhang Hua Wei, 7,500,000 shares by Mr. Jiang Qiang, 5,850,000 shares by Mr. Miao Yan Guo, 5,850,000 shares by Mr. Wang Yi, 3,825,000 shares by Ms. Zhou Shu Hua, 2,025,000 shares by Mr. Wang Zhi Fan, 1,800,000 shares by Mr. Wu Chuan Ming, 80,721,081 shares by Medtronic Holding Switzerland G.m.b.H. (translated Chinese name: 美敦力控股 (瑞士) 有限公司), 80,721,081 overseas listed foreign invested H shares by Medtronic Holding Switzerland GmbH (translated Chinese name: 美敦力控股 (瑞士) 有限公司), while 347,400,000 H Shares are held by public shareholders.”

Article 24 of the Articles of Association as set out below:

“The registered capital of the Company is RMB99,556,000.”

shall be replaced by the following provision:

“The registered capital of the Company is RMB107,628,108.10.”

Article 47 of the Articles of Association as set out below:

“Any shareholder of foreign invested shares can transfer all or part of his 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.”

shall be replaced by the following provision:

“Any shareholder of overseas listed foreign invested shares can transfer all or part of his 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 invested shares shall be executed in accordance with the relevant laws and regulations of China.”

Article 52 of the Articles of Association as set out below:

“Applications for replacement of lost share certificates by shareholders of domestic invested shares shall be handled in accordance with Article 144 of the Company Law.”

shall be replaced by the following provision:

“Applications for replacement of lost share certificates by shareholders of domestic invested shares and non-listed foreign invested shares shall be handled in accordance with Article 144 of the Company Law.”

Article 99 of the Articles of Association as set out below:

“Other than shareholders of different classes of shares, shareholders of domestic invested shares and overseas listed foreign invested shares are deemed as different classes of shareholders.

The special voting procedures for class meetings do not apply to:

- (1) any proposed issuance of domestic invested shares and overseas listed foreign invested shares by the Company in every 12 months, whether separately or together, if such proposed 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 of not exceeding 20 per cent of the shares in issue of such class;*
- (2) 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 15 months commencing from the date of approval by China Securities Regulatory Commission.”*

shall be replaced by the following provision:

“Other than shareholders of different classes of shares, shareholders of domestic invested shares and non-listed foreign invested shares are regarded as the same class 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.

The special voting procedures for class members do not apply to:

- (1) the issuance of domestic invested shares and overseas listed foreign invested shares by the Company in every 12 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 20 per cent of the shares in issue of such class;*
- (2) 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 15 months commencing from the date of approval by the China Securities Regulatory Commission.”*

Article 100 of the Articles of Association as set out below:

“The Company shall have a board of directors which comprises 11 members 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.”

shall be replaced by the following provision:

“The Company shall have a board of directors which comprises 13 members 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.”

Article 160 of the Articles of Association as set out below:

“Dividends of ordinary shares shall be calculated and declared in RMB. Dividends of domestic invested shares shall be paid in RMB. Dividends or other distributions of foreign invested shares shall be paid in the currency of the place of listing of such foreign invested shares, and if the place of listing is more than one, in the currency of the primary listing place determined by the Board.”

shall be replaced by the following provision:

“Dividends of ordinary shares shall be calculated and declared in RMB. Dividends of domestic invested shares shall be paid in RMB. Dividends or other distributions of overseas listed foreign invested shares shall be paid in the currency of the place of listing of such foreign invested shares. If the place of listing is more than one, it shall be paid in the currency of the primary listing place determined by the Board. Dividends of non-listed foreign invested shares shall be paid in Hong Kong dollars.”

Article 188 of the Articles of Association as set out below:

“The Company shall observe the following rules when resolving disputes:

- (1) For any disputes or claims related to matters of the Company between shareholders of overseas listed foreign invested shares and the Company; between shareholders of overseas listed foreign invested shares and the directors, supervisors, general managers or other senior management officers of the Company; between shareholders of overseas listed foreign invested shares and shareholders of domestic invested shares, that arise based on the rights and obligations stipulated in the Articles of Association, the 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.*

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 officers 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.

Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.

- (2) 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.*

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.

- (3) *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.*
- (4) *The decision made by the arbitral body shall be final and conclusive, and shall be binding on the parties.”*

shall be replaced by the following provision:

“The Company shall observe the following rules when resolving disputes:

- (1) *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 officers 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, the 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.*

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 officers 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.

Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.

- (2) *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.*

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.

- (3) *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.*
- (4) *The decision made by the arbitral body shall be final and conclusive, and shall be binding on the parties.”*

Please note that the above English version of the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

PRC GOVERNMENTAL APPROVAL

The amendments to the Articles of Association set out herein are subject the approval of various relevant PRC governmental authorities. The amendments relating to the issuance of the Subscription Shares by the Company are subject to the approval of Shandong MOFCOM and the amendments relating to the sale of the Sale Shares are subject to the approval of MOFCOM. Such amendments will only become effective if and when the Company receives the requisite approvals from such PRC governmental authorities.

The Company will make further announcements as required under the GEM Listing Rules upon the approval of the relevant PRC government authorities of such amendments to the Articles of Association.

Made by the order of the Board of the Company, the directors of which collectively and individually accept responsibility for the accuracy of this statement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite them below:

“Articles of Association”	Articles of Association of the Company
“Announcement”	Announcement of the Company dated 21 December 2007
“Board”	the board of directors of the Company

“Company”	Shandong Weigao Group Medical Polymer Company Limited, a joint stock company incorporated in the People’s Republic of China with limited liability and the shares of which are listed on GEM
“Directors”	directors of the Company
“Domestic Shares”	the ordinary shares of RMB0.10 each in the share capital of the Company, which are initially subscribed for by legal and natural persons of the PRC and denominated in RMB
“EGM”	the extraordinary general meeting of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Shares”	overseas listed foreign shares of RMB0.10 each in the share capital of the Company, which may only be subscribed for, dealt with, and traded in Hong Kong dollars between legal and natural persons of Hong Kong, Macau or Taiwan or any country other than the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Management Shareholders”	Mr. Chen Lin, Mr. Zhang Hua Wei, Mr. Miao Yan Guo, Mr. Wang Yi, Ms. Zhou Shu Hua, Mr. Wang Zhi Fan, Mr. Wu Chuan Ming and Mr. Jiang Qiang
“Medtronic”	Medtronic, Inc., a corporation incorporated under the laws of Minnesota, United States of America, and the shares of which are listed on the New York Stock Exchange
“Medtronic Switzerland”	Medtronic Holding Switzerland G.m.b.H., a wholly-owned subsidiary of Medtronic
“MOFCOM”	the PRC Ministry of Commerce or its local counterpart, as the case may be
“PRC”	the People’s Republic of China

“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	80,721,081 Domestic Shares, being part of the Domestic Shares held by Weigao Holding and Management Shareholders which together represent 8.1% of the entire issued share capital of the Company as at 18 December 2007 and which will represent, immediately after completion of the transaction contemplated under the SPA (as amended, modified and supplemented by the Supplemental Deed), 7.5% of the enlarged issued share capital of the Company
“Share(s)”	ordinary share(s) of RMB0.10 each in the capital of the Company
“Shareholders”	holders of Shares
“Supplemental Deed”	the supplemental deed in respect of the SPA, entered into by and among the Company, Weigao Holding, the Management Shareholders, Medtronic and Medtronic Switzerland on 22 October 2008 which, among other things, reinstated the effect of the SPA and extended the deadline for the fulfillment of the conditions precedent under the SPA (as amended, modified and supplemented by the Supplemental Deed) from 30 September 2008 to 31 December 2008, and as further detailed in the announcement of the Company dated 22 October 2008
“SPA”	the subscription and sale and purchase deed dated 18 December 2007 entered into by and among the Company, Weigao Holding, the Management Shareholders, Medtronic and Medtronic Switzerland
“Subscription Shares”	80,721,081 new H Shares which will represent, immediately after completion of the transaction contemplated under the SPA (as amended, modified and supplemented by the Supplemental Deed), 7.5% of the enlarged issued share capital of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Weigao Holding”

Weigao Holding Company Limited, a limited liability company established in the PRC whose principal place of business is at 312 Shi Chang Road, Weihai, Shandong Province, PRC

By order of the Board
**Shandong Weigao Group Medical
Polymer Company Limited**
Chen Xue Li
Chairman

Weihai, Shandong, the PRC

27 October 2008

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

Mr. Zhang Hua Wei (*Executive Director*)
Mr. Miao Yan Guo (*Executive Director*)
Mr. Wang Yi (*Executive Director*)
Mr. Wang Zhi Fan (*Executive Director*)
Mr. Wu Chuan Ming (*Executive Director*)
Mr. Chen Xue Li (*Non-executive Director*)
Mrs. Zhou Shu Hua (*Non-executive Director*)
Mr. Shi Huan (*Independent non-executive Director*)
Mr. Luan Jian Ping (*Independent non-executive Director*)
Mr. Lau Wai Kit (*Independent non-executive Director*)
Mr. Li Jia Miao (*Independent non-executive Director*)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least seven days from the date of its posting.

** For identification purposes only*