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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shandong Weigao Group Medical Polymer Company Limited, you should at once hand this circular and the accompanying forms of proxy 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.

This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Shandong Weigao Group Medical Polymer Company Limited.

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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)

### **PROPOSED RESOLUTIONS FOR SHAREHOLDERS TO APPROVE THE MAKING OF THE PROPOSED APPLICATION TO THE CSRC FOR THE TRANSFER FROM GEM TO MAIN BOARD AND AMENDMENTS TO ARTICLES OF ASSOCIATION**

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Notices convening an extraordinary general meeting and the respective class meetings of holders of the H Shares and the Domestic Shares to be held at No. 312 Shi Chang Road, Weihai, Shandong, the PRC on Monday, 4 May 2009 immediately after the annual general meeting of the Company to be held at the same place and on the same date are set out on pages 10 to 30 of this circular. Whether or not you are able to attend the above meetings, please complete and return the respective enclosed proxy forms in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the meetings or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the meetings or at any adjourned meetings (as the case may be) should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum period of seven days from the date of its posting.

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

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## DEFINITION

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

“Articles Amendments”	the proposed amendments to be made to the Articles of Association at the EGM and the Class Meetings so as to conform them with the applicable laws, rules and regulations in the PRC and Hong Kong for the purpose of the Main Board Migration
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors of the Company
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be held at No. 312 Shi Chang Road, Weihai, Shandong, the PRC on Monday, 4 May 2009 immediately after the extraordinary general meeting of the Company to be held at the same place and on the same date, or any adjournment thereof
“Company”	山東威高集團醫用高分子製品股份有限公司 (Shandong Weigao Group Medical Polymer Company Limited), a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) (including non-listed foreign shares) with a nominal value of RMB0.10 each in the share capital of the Company which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held at No. 312 Shi Chang Road, Weihai, Shandong, the PRC on Monday, 4 May 2009 immediately after the annual general meeting of the Company to be held at the same place and on the same date, or any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as may be amended from time to time
“Group”	the Company and its subsidiaries (as defined in the GEM Listing Rules)

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## DEFINITION

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“H Share(s)”	the overseas listed foreign invested share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 March 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange responsible for the listing matters
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice”	《關於企業申請境外上市有關問題的通知》 (the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
“PRC”	The People’s circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer”	the transfer of listing of the H shares from GEM to the Main Board

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LETTER FROM THE BOARD

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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)

*Executive Directors*

Mr. Zhang Hua Wei  
Mr. Miao Yan Guo  
Mr. Wang Yi  
Mr. Wang Zhi Fan  
Mr. Wu Chuan Ming

*Registered office and principal  
Place of business in the PRC*  
312 Shi Chang Road  
Weihai  
Shandong  
The PRC

*Non-executive Directors*

Mr. Chen Xue Li  
Mrs. Zhou Shu Hua  
Mr. Li Bing Yung  
Mr Jean-Luc Butel

*Principal place of business  
In Hong Kong*  
801 Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

*Independent Non-executive Directors*

Mr. Lau Wai Kit  
Mr. Li Jia Miao  
Mr. Luan Jian Ping  
Mr. Shi Huan

18 March 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RESOLUTIONS FOR SHAREHOLDERS  
TO APPROVE THE MAKING OF THE PROPOSED APPLICATION TO  
THE CSRC FOR THE TRANSFER  
FROM GEM TO MAIN BOARD  
AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION**

**INTRODUCTION**

Further to the Company's announcement dated 13 March 2009, the Directors have resolved to convene the EGM and the Class Meetings at No. 312 Shi Chang Road, Weihai, Shandong, the PRC on

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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Monday, 4 May 2009 immediately after the annual general meeting of the Company to be held at the same place and on the same date, and at each of which special resolutions will be proposed to the Shareholders to consider, and if thought fit, and approve, among other things, (i) the Transfer; (ii) the Articles Amendments; and (iii) the authorisation for the Directors to take such steps as they consider necessary, desirable and expedient to carry out the above.

Preparations relating to the Transfer are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Shareholders should note that the special resolutions to be proposed at the EGM and the Class Meetings are for the sole purpose of obtaining approval from the Shareholders to enable the Company to make the proposed application to the CSRC in connection with the Transfer.

### **REASONS FOR THE TRANSFER**

The Company is principally engaged in the research and development, production and sale of single-use medical devices. The Group has a wide range of products, which includes: i) consumables (infusion set, syringes, medical needle, blood bags, dental and anaesthetic consumables, blood sampling products, and other consumables); ii) orthopedic materials; iii) blood purification consumables; iv) medical and non-medical PVC granules; and v) stent. Since the listing of the H Shares on GEM on 27 February 2004, the business of the Company has grown steadily and the Company has improved its public profile.

The Directors are of the view that the Transfer will further enhance the profile of the Company, draw industry analysts' on the Company, further strengthen the recognition of the Company among institutional investors so that they will become more confident of investing in the Company, widen the Shareholder base (including institutional investors), and enhance the liquidity of the H Shares. The Directors believe that the Transfer of the listing of the H Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company as a whole.

Accordingly, for the reasons stated above, the Directors have resolved to convene the EGM and the Class Meetings to approve, among other things, the Main Board Migration.

### **REQUIREMENTS UNDER THE PRC REGULATIONS**

Under the relevant PRC laws and regulations, a company incorporated in the PRC which intends to have its shares listed on an overseas stock exchange is required to comply with the Notice. The Notice is applicable to the Transfer. Under the Notice, shareholders' approval in relation to, among others, the Transfer must be obtained prior to the submission of the relevant application to the CSRC.

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## LETTER FROM THE BOARD

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### THE ARTICLES AMENDMENTS

In view of the proposed Transfer, the amendments to the Main Board Listing Rules effective on 1 January 2009 and for the purpose of complying with the Main Board Listing Rules and the relevant laws and regulations in the PRC and Hong Kong, special resolutions will also be proposed at the EGM and the Class Meetings to approve, on a conditional basis, the necessary amendments to the existing Articles of Association so as to conform them with the relevant laws, rules and regulations in the PRC and Hong Kong. Subject to the passing of the relevant special resolutions at the EGM and the Class Meetings, the Articles Amendments will take effect subject to the Transfer becoming unconditional and the listing of the H Shares on the Main Board. Accordingly, the Articles Amendments will not become effective if the Company does not proceed with the Transfer. Prior to the Articles Amendments becoming effective, the existing Articles of Association will continue to be in force.

The Articles Amendments seek to provide amendments to the existing Articles of Association as a result of the Transfer and the amendments to the Main Board Listing Rules. The Articles Amendments will become effective on the date of the listing of the H Shares on the Main Board.

The details of the Articles Amendments are set out in notices of EGM and Class Meetings as contained in this circular.

### THE EGM AND THE CLASS MEETINGS

Shareholders should note that the approval of (i) the Transfer and (ii) the Articles Amendments at the EGM and the Class Meetings is the prerequisite for making an application to the CSRC.

Upon obtaining the notice of acceptance of application from the CSRC, the Company will make a formal application to the Stock Exchange in relation to the Transfer.

With the aim of making the proposed application by the Company to the CSRC in connection with the Transfer, the Directors have resolved to convene the EGM and the Class Meetings for the Shareholders to consider and approve (i) the Transfer; (ii) the Articles Amendments; and (iii) the authorisation for the Directors to take such steps as they consider necessary, desirable or expedient to carry out the above.

### CONDITIONS FOR THE TRANSFER AND THE ARTICLES AMENDMENTS

Shareholders should note that the the shareholders' approval to be sought at the EGM and the Class Meetings is for the sole purpose of enabling the Company to make the relevant application to the CSRC. The Transfer, however, will be conditional on, among other things, the following:

- (i) the fulfillment of all the listing requirements on the Main Board as stipulated in the Notice and the Main Board Listing Rules by the Company;
- (ii) the granting of the relevant approval by the CSRC and other relevant PRC authorities in connection with the Transfer;



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## LETTER FROM THE BOARD

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- (iii) the granting of approval by the Listing Committee in relation to the Proposed Transfer; and
- (iv) the publication of an announcement as required by the Rule 9A.08 of the Main Board Listing Rules after formal approval for the Transfer has been received from the Stock Exchange.

The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders informed on the latest progress of the proposed Transfer.

### CLOSURE OF REGISTER OF MEMBERS

The register of members in Hong Kong will be closed from Saturday, 4 April 2009 to Monday, 4 May 2009, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of members who are qualified to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the H Shares registrar and transfer office in Hong Kong, Tricor Standard Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 3 April 2009.

### Warning:

**Preparations relating to the Transfer are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Shareholders should note that the special resolutions to be proposed at the EGM and the Class Meetings to be held is for the sole purpose of obtaining approval from the Shareholders to enable the Company to make an application to the CSRC in connection with the Transfer. Subject to the issuance of the notice of acceptance of application by the CSRC, the Company will then make a formal application to the Stock Exchange in relation to the Transfer.**

**Shareholders and potential investors should be aware that the Transfer is subject to, among others, the granting of relevant approval by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company, and thus the Transfer may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.**

### RECOMMENDATION

The Board is of the view that the Transfer and the Articles Amendments are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM and the Class Meetings.

Yours faithfully,  
for and on behalf of

**Shandong Weigao Group Medical Polymer Company Limited**  
**Chen Xue Li**  
*Chairman*

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

## 2. DIRECTORS' INTERESTS AND LONG POSITIONS IN SHARES

As at 31 December 2008, the interests of the directors in the share capital of the Company and their associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies of Rule 5.46 of the GEM Listing Rules, were as follows:

### (i) Long positions of Domestic Shares of RMB0.10 each of the Company

Name of Director	Types of interests	Capacity	Total number of Domestic Shares	Approximate percentage of the issued share capital of the Company
Mr. Zhang Hua Wei	Personal	Beneficial owner	8,100,000	0.75%
Mr. Miao Yan Guo	Personal	Beneficial owner	5,850,000	0.54%
Mr. Wang Yi	Personal	Beneficial owner	5,850,000	0.54%
Ms. Zhou Shu Hua	Personal	Beneficial owner	3,825,000	0.36%
Mr. Wang Zhi Fan	Personal	Beneficial owner	2,025,000	0.19%
Mr. Wu Chuan Ming	Personal	Beneficial owner	1,800,000	0.17%

In addition, Mr. Chen Lin, son of Mr. Chen Xue Li is holder of the Company's 50,000 Domestic Shares, representing 0.005% of the issue share capital of the Company.

(ii) **Long positions in the registered capital of the ultimate holding company, Weigao Holding, an associated corporation of the Company**

Name of director	Capacity	Amount of registered capital	Approximate percentage of the registered capital of Weigao Holding
Mr. Chen Xue Li	Beneficial owner	36,600,000	30.00%
Mr. Zhang Hua Wei	Beneficial owner	29,280,000	24.00%
Mrs. Zhou Shu Hua	Beneficial owner	14,579,000	11.95%
Mr. Miao Yan Guo	Beneficial owner	7,320,000	6.00%
Mr. Wang Yi	Beneficial owner	7,320,000	6.00%
Mr. Wang Zhi Fan	Beneficial owner	2,610,800	2.14%
Mr. Wu Chuan Ming	Beneficial owner	2,257,000	1.85%

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares of the Company or any of its associated corporations as at the date of this report.

### 3. LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any member of the Group.

### 4. SERVICE CONTRACTS

None of the Directors and the Supervisors has any service contract with the Company which is not terminable by the Company within one year without payment of compensation other than statutory compensation

### 5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, management shareholder and their respective associates (as defined in GEM Listing Rules) had an interest in a business, which competes or may compete with the businesses of the Company and any other conflicts of interest which any such person has or may have with the Company.

**6. DIRECTORS' INTERESTS IN ASSETS**

None of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or proposed to be so acquired, disposed of or leased since 31 December 2008, being the date to which the latest published audited accounts of the Company were made up, and up to the Latest Practicable Date.

**7. DIRECTORS' INTERESTS IN CONTRACTS**

There was no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

**8. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors confirmed that there was not any material adverse changes in the financial or trading position of the Group since 31 December 2008, the date to which the latest published audited consolidated accounts of the Group were made up.

**9. MISCELLANEOUS**

- (a) The registered office of the Company is located at 312 Shi Chang Road, Weihai, Shandong, the PRC and the office of the Company in Hong Kong is located at 801 Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.
- (b) The Company's H share registrar in Hong Kong is Tricor Standard Limited, 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (c) The company secretary is Ms. Wong Miu Ling, Phillis is an associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.
- (d) The compliance officer of the Company is Mr. Zhang Hua Wei.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours at the office of the Company at No. 312 Shi Chang Road, Weihai, Shandong, the PRC from the date of this circular up to and including 4 May 2009, being the date of the EGM and the Class Meetings of Holders of H Shares and Domestic Shares:

- (a) Articles of Association; and
- (b) the amended Articles of Association.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Shandong Weigao Group Medical Polymer Company Limited (the “Company”) will be convened and held at No. 312 Shi Chang Road, Weihai, Shandong, the People’s Republic of China (the “PRC”) on Monday, 4 May 2009 at 9:15 a.m. (immediately after the annual general meeting of the Company).

#### SPECIAL RESOLUTIONS

1. “**THAT** conditional upon:
  - (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”);
  - (2) the granting of approval by the China Securities Regulatory Commission (the “CSRC”) in relation to the Proposed Transfer;
  - (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
  - (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,

\* *For identification purpose only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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:

- (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
  - (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Proposed Transfer.
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:
- (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”.
  - (ii) the following amendment shall be made to the existing articles of association of the Company:-
    - (1) Article 4                      To substitute the name of “Chen Xue Li” by “the Chairman of the Company”.

The legal representative of the Company is the Chairman of the Company.

    - (2) Article 14                      To insert “Business Scope” on the first line.
    - (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”.
    - (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.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.

- (5) Article 72 Delete "by hand" on line six
- (6) Article 80 Article 80 of the existing Article shall be deleted in its entirety and replaced by the following:
- "Any vote of shareholders at a general meeting must be taken by poll."
- (7) Article 81 Delete "vote by poll" on line two and line three
- (8) Article 83 Delete "by hand or by vote" on the first line
- (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:
- First Paragraph
- 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.
- (10) Article 108 Replace the word "Directors' board meeting" by "Directors' regular board meeting".
- Replace the word "teleconferencing or other similar kinds of communication means" by "through other electronic means of communication"

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (11) Article 118      The Article 118 of the existing Article shall be deleted in its entirety and replaced by the following:
- “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.”
- (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.”
- (13) Articles 123      To insert “senior management”
- Directors, general manager, financial controller and senior management shall not be the supervisors of the Company
- (14) Article 141      The Article 141 of the existing Article shall be deleted in its entirety and replaced by the following:
- “If the Company beaches 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.”
- (15) Article 150      The Article 150 of the existing Article shall be deleted in its entirety and replaced by the following:
- 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.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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(16) Article 153      The Article 153 of the existing Article shall be deleted in its entirety and replaced by the following:

### Results Announcements

“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.”

(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.)

### Annual Report and Interim Report

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.

(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.”

(18) Article 157      To insert “the public welfare fund shall not be used to make up for losses”

(i) Loss make up: the public welfare fund shall not be used to make up for losses.

To insert “prior to capital injection” in the last sentence

(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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.
  
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.

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

Shandong, the PRC  
18 March 2009

**Notes:**

- (i) A shareholder who has the right to attend and vote at the EGM is entitled to appoint one proxy (or more) in writing to attend the EGM and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the general meeting. In the case of joint registered holders, the proxy from may be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
  
- (ii) To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Share Registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong (in respect of the H Shareholders of the Company) or the Company's principal place of business at No. 312 Shichang Road, Weihai, Shandong Province, PRC (in respect of domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM or 24 hours before the time designated for voting.
  
- (iii) Shareholders and their proxies attending the EGM shall produce their proof of identification.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iv) The register of members in Hong Kong will be closed from Saturday, 4 April 2009 to Monday, 4 May 2009, both days inclusive, during which no transfer of shares will be effected. In order to be eligible to attend the EGM and to vote thereat as shareholders, all transfers of shares together with the relevant share certificates 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 no later than 4:00 p.m. on Friday, 3 April 2009.
- (v) The holders of the Company's H shares who intend to attend the EGM should complete and return the reply slip to the Company's H share Registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than Thursday, 9 April 2009 by hand, by post, by telegraph or by fax to (852) 2528 3158,
- (vi) The holders of the Company's Domestic Shares who intend to attend the EGM should complete and return the reply slip to the Company's registered address at No. 312 Shichang Road, Weihai, Shandong Province, PRC no later than Thursday, 9 April 2009 by hand, by post, by telegraph or by fax to (86) 631 5622419.
- (vii) The EGM is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.
- (viii) Any enquiries about this notice and the EGM shall be sent for the attention to Ms. Xing Jingran at No. 312 Shichang Road, Weihai, Shandong Province, PRC (Tel. (86) 631 5622418).

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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### 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)**

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

**Notice is hereby given** that a class meeting (the “H Shareholders Class Meeting”) of holders of H shares (the “H Shareholders”) of Shangdong Weigao Group Medical Polymer Company Limited (the “Company”) will be held at 312, Shi Chang Road, Weihai, Shandong, the People’s Republic of China on Monday, 4 May 2009 at 9:30 a.m. (or immediately after the conclusion or adjournment of the EGM of the Company).

#### SPECIAL RESOLUTIONS

1. **“THAT** conditional upon:
  - (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”);
  - (2) the granting of approval by the China Securities Regulatory Commission (the “CSRC”) in relation to the Proposed Transfer;
  - (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
  - (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,

\* *For identification purpose only*

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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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:

- (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
  - (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Proposed Transfer.
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:
- (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”.
  - (ii) the following amendment shall be made to the existing articles of association of the Company:-
    - (1) Article 4                      To substitute the name of “Chen Xue Li” by “the Chairman of the Company”.

The legal representative of the Company is the Chairman of the Company.

    - (2) Article 14                      To insert “Business Scope” on the first line.
    - (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”.
    - (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.”

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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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.

- (5) Article 72 Delete "by hand" on line six
- (6) Article 80 Article 80 of the existing Article shall be deleted in its entirety and replaced by the following:
- "Any vote of shareholders at a general meeting must be taken by poll."
- (7) Article 81 Delete "vote by poll" on line two and line three
- (8) Article 83 Delete "by hand or by vote" on the first line
- (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:
- First Paragraph
- 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.
- (10) Article 108 Replace the word "Directors' board meeting" by "Directors' regular board meeting".
- Replace the word "teleconferencing or other similar kinds of communication means" by "through other electronic means of communication"

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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- (11) Article 118      The Article 118 of the existing Article shall be deleted in its entirety and replaced by the following:
- “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.”
- (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.”
- (13) Articles 123      To insert “senior management”
- Directors, general manager, financial controller and senior management shall not be the supervisors of the Company
- (14) Article 141      The Article 141 of the existing Article shall be deleted in its entirety and replaced by the following:
- “If the Company beaches 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.”
- (15) Article 150      The Article 150 of the existing Article shall be deleted in its entirety and replaced by the following:
- 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.

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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(16) Article 153      The Article 153 of the existing Article shall be deleted in its entirety and replaced by the following:

### Results Announcements

“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.”

(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.)

### Annual Report and Interim Report

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.

(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.”

(18) Article 157      To insert “the public welfare fund shall not be used to make up for losses”

(i) Loss make up: the public welfare fund shall not be used to make up for losses.

To insert “prior to capital injection” in the last sentence

(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.



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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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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.
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.

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

Shandong, the PRC  
18 March 2009

**Notes:**

- (i) A shareholder who has the right to attend and vote at the class meeting of holders of H Shares is entitled to appoint one proxy (or more) in writing to attend the class meeting of holders of H Shares and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the general meeting. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (ii) To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Share Registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong (in respect of the H Shareholders of the Company) or the Company's principal place of business at No. 312 Shichang Road, Weihai, Shandong Province, PRC (in respect of domestic Shareholders) not less than 24 hours before the time appointed for holding the class meeting of holders of H Shares or 24 hours before the time designated for voting.
- (iii) Shareholders and their proxies attending the class meeting of holders of H Shares shall produce their proof of identification.

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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- (iv) The register of members in Hong Kong will be closed from Saturday, 4 April 2009 to Monday, 4 May 2009, both days inclusive, during which no transfer of shares will be effected. In order to be eligible to attend the class meeting of holders of H Shares and to vote thereat as shareholders, all transfers of shares together with the relevant share certificates 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 no later than 4:00 p.m. on Friday, 3 April 2009.
- (v) The holders of the Company's H shares who intend to attend the class meeting of holders of H Shares should complete and return the reply slip to the Company's H share Registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than Thursday, 9 April 2009 by hand, by post, by telegraph or by fax to (852) 2528 3158.
- (vi) The class meeting of holders of H Shares is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.
- (vii) Any enquiries about this notice and the class meeting of holders of H Shares shall be sent for the attention to Ms. Xing Jingran at No. 312 Shichang Road, Weihai, Shandong Province, PRC (Tel. (86) 631 5622418).

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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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)**

### NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

**Notice is hereby given** that a class meeting (the “Domestic Share Class Meeting”) of holders of Domestic Shares (the “Domestic Shareholder”) of Shangdong Weigao Group Medical Polymer Company Limited (the “Company”) will be held at 312, Shi Chang Road, Weihai, Shandong, the People’s Republic of China on Monday, 4 May 2009 at 9:30 a.m. (or immediately after the conclusion or adjournment of the EGM of the Company).

### SPECIAL RESOLUTIONS

1. **“THAT** conditional upon:

- (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”);
- (2) the granting of approval by the China Securities Regulatory Commission (the “CSRC”) in relation to the Proposed Transfer;
- (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
- (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,

\* *For identification purpose only*

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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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:

- (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
  - (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Proposed Transfer.
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:
- (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”.
  - (ii) the following amendment shall be made to the existing articles of association of the Company:-
    - (1) Article 4                      To substitute the name of “Chen Xue Li” by “the Chairman of the Company”.

The legal representative of the Company is the Chairman of the Company.

    - (2) Article 14                      To insert “Business Scope” on the first line.
    - (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”.
    - (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.”

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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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.

- (5) Article 72 Delete "by hand" on line six
- (6) Article 80 Article 80 of the existing Article shall be deleted in its entirety and replaced by the following:
- "Any vote of shareholders at a general meeting must be taken by poll."
- (7) Article 81 Delete "vote by poll" on line two and line three
- (8) Article 83 Delete "by hand or by vote" on the first line
- (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:
- First Paragraph
- 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.
- (10) Article 108 Replace the word "Directors' board meeting" by "Directors' regular board meeting".
- Replace the word "teleconferencing or other similar kinds of communication means" by "through other electronic means of communication"

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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- (11) Article 118      The Article 118 of the existing Article shall be deleted in its entirety and replaced by the following:
- “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.”
- (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.”
- (13) Articles 123      To insert “senior management”
- Directors, general manager, financial controller and senior management shall not be the supervisors of the Company
- (14) Article 141      The Article 141 of the existing Article shall be deleted in its entirety and replaced by the following:
- “If the Company beaches 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.”
- (15) Article 150      The Article 150 of the existing Article shall be deleted in its entirety and replaced by the following:
- 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.

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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(16) Article 153      The Article 153 of the existing Article shall be deleted in its entirety and replaced by the following:

### Results Announcements

“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.”

(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.)

### Annual Report and Interim Report

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.

(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.”

(18) Article 157      To insert “the public welfare fund shall not be used to make up for losses”

(i) Loss make up: the public welfare fund shall not be used to make up for losses.

To insert “prior to capital injection” in the last sentence

(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.

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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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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.
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.

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

Weihai, Shandong, the PRC  
18 March 2009

**Notes:**

- (i) A shareholder who has the right to attend and vote at the class meeting of holders of Domestic Shares is entitled to appoint one proxy (or more) in writing to attend the class meeting of holders of Domestic Shares and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the general meeting. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (ii) The Company's register of Domestic Shares members will be closed from Saturday, 4 April 2009 to Monday, 4 May 2009 (both days inclusive), during which period no transfer of Domestic Shares will be registered. Holders of Domestic Shares whose names appear on the register of members on 4 May 2009 will be entitled to attend and vote at the Domestic Shares Class Meeting.
- (iii) Shareholders and their proxies attending the class meeting of holders of Domestic Shares shall produce their proof of identification.



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## NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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- (iv) The holders of the Company's Domestic Shares who intend to attend the class meeting of holders of Domestic Shares should complete and return the reply slip to the Company's registered address at No. 312 Shichang Road, Weihai, Shandong Province, PRC no later than Thursday, 9 April 2009 by hand, by post, by telegraph or by fax to (86) 631 5622419.
- (v) The class meeting of holders of Domestic Shares is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own traveling and accommodation expenses.
- (vi) Any enquiries about this notice and the class meeting of holders of Domestic Shares shall be sent for the attention to Ms. Xing Jingran at No. 312 Shichang Road, Weihai, Shandong Province, PRC (Tel. (86) 631 5622418).