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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 Hangzhou Tigermed Consulting Co., Ltd., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HANGZHOU TIGERMED CONSULTING CO., LTD.
杭州泰格醫藥科技股份有限公司

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

(Stock Code: 3347)

- (1) PROPOSED PARTIAL REPURCHASE AND CANCELLATION OF
THE 2019 RESTRICTED A SHARES;**
- (2) PROPOSED CHANGE OF THE REGISTERED CAPITAL OF
THE COMPANY;**
- (3) PROPOSED CHANGE OF THE REGISTERED ADDRESS OF
THE COMPANY;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR GENERAL MEETINGS;**
- AND**
- (6) NOTICE OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING
AND NOTICE OF THE 2020 FIRST H SHARE CLASS MEETING**

All capitalised terms used herein have the meanings set out in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 1 to 13 of this circular.

The EGM and the H Share Class Meeting will be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 at 3:00 p.m. A notice of the EGM is set out on pages 14 to 15 of this circular, and a notice of the H Share Class Meeting is set out on pages 16 to 17 of this circular.

The reply slips and the forms of proxy for use at the EGM and the H Share Class Meeting respectively were published on the website of the Hong Kong Stock Exchange at <http://www.hkexnews.hk> on September 3, 2020. If you intend to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM and/or the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting should you so wish. Shareholders who intend to attend the EGM and/or the H Share Class Meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Tuesday, September 29, 2020.

September 4, 2020

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“A Shares”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi and are listed for trading on the Shenzhen Stock Exchange;
“A Share Class Meeting”	the A share class meeting of the Company to be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Company”	Hangzhou Tigermed Consulting Co., Ltd. (杭州泰格醫藥科技股份有限公司), the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300347) and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 03347);
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 at 3:00 p.m.;
“H Shares”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong Dollars and are to be listed on the Hong Kong Stock Exchange;
“H Share Class Meeting”	the H share class meeting of the Company to be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 after the conclusion or adjournment of the EGM and A Share Class Meeting, or any adjournment thereof;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China which, for the purpose of this circular, does not include Hong Kong, Macao Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rules of Procedure for General Meetings”	the rules of procedure for general meetings of Hangzhou Tigermed Consulting Co., Ltd.;
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares;
“Shareholder(s)”	the shareholder(s) of the Company, including the holders of A Share(s) and H Share(s);
“Supervisory Committee”	the supervisory committee of the Company; and
“%”	percentage.

LETTER FROM THE BOARD



HANGZHOU TIGERMED CONSULTING CO., LTD.

杭州泰格醫藥科技股份有限公司

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

(Stock Code: 3347)

Executive Directors:

Dr. Ye Xiaoping
Ms. Cao Xiaochun
Ms. Yin Zhuan

Independent Non-executive Directors:

Mr. Zheng Bijun
Dr. Yang Bo
Mr. Liu Kai Yu Kenneth

Registered Office:

15/F, Dongguan Plaza
No. 618 Jiangnan Avenue
Binjiang District
Hangzhou, the PRC
Postal code: 310053

Principal place of business in

Hong Kong:
40/F, Sunlight Tower
No. 248 Queen's Road East
Wan Chai
Hong Kong

September 4, 2020

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED PARTIAL REPURCHASE AND CANCELLATION OF
THE 2019 RESTRICTED A SHARES;**
**(2) PROPOSED CHANGE OF THE REGISTERED CAPITAL OF
THE COMPANY;**
**(3) PROPOSED CHANGE OF THE REGISTERED ADDRESS OF
THE COMPANY;**
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
**(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR GENERAL MEETINGS;**
AND
**(6) NOTICE OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING
AND NOTICE OF THE 2020 FIRST H SHARE CLASS MEETING**

1. INTRODUCTION

The purpose of this circular, of which this letter forms a part, is to give you the notice of the EGM and the notice of the H Share Class Meeting to be held on October 20, 2020, and to provide you with all reasonable and necessary information to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed on the EGM and the H Share Class Meeting.

LETTER FROM THE BOARD

At the EGM, the following special resolutions will be proposed to consider and approve, among others, (i) the proposed partial repurchase and cancellation of the 2019 restricted A Shares; (ii) the proposed change of the registered capital of the Company; (iii) the proposed change of the registered address of the Company; (iv) the proposed amendments to the Articles of Association; and (v) the proposed amendments to the Rules of Procedure for General Meetings.

At the H Share Class Meeting, the following special resolutions will be proposed for the holders of H Shares to approve (i) the proposed partial repurchase and cancellation of the 2019 restricted A Shares; and (ii) the proposed change of the registered capital of the Company.

2. PROPOSED PARTIAL REPURCHASE AND CANCELLATION OF THE 2019 RESTRICTED A SHARES

Reference is made to the announcement dated August 28, 2020 of the Company in relation to, among others, the proposed partial repurchase and cancellation of the 2019 restricted A Shares. The Resolution on the Partial Repurchase and Cancellation of the 2019 Restricted Shares was approved at the fifth meeting of the fourth session of the Board and the fourth meeting of the fourth session of the Supervisory Committee convened on August 28, 2020, pursuant to which, the Company will repurchase and cancel a total of 71,260 restricted Shares granted but not yet unlocked to 7 incentive participants who have resigned and not met the incentive conditions. None of the above 7 incentive participants is a Connected Person as defined under the Listing Rules. The relevant matters are described as follows:

I. Reasons for, Number of, Price of and Source of Funds for the Partial Repurchase and Cancellation of the Restricted Shares

1. Reasons for the Partial Repurchase and Cancellation of the Restricted Shares

As of the date of the fifth meeting of the fourth session of the Board of the Company, 7 incentive participants resigned due to personal reasons. According to the provisions of Chapter 13 “Handling Unusual Changes to the Company/Incentive Participants” under the 2019 Restricted Share Incentive Scheme (Draft) of Hangzhou Tigermed Consulting Co., Ltd. effective from April 10, 2019 (the “**Incentive Scheme (Draft)**”), where an incentive participant leaves the Company due to resignation, expiry of labour contract or dismissal, the Board may decide that the restricted Shares granted to the incentive participants but not yet unlocked under the scheme shall not be released from the selling restrictions and shall be repurchased and cancelled by the Company.

According to the resolution of the 2019 second extraordinary general meeting of the Company and the Incentive Scheme (Draft), the Company shall repurchase the restricted Shares granted to the aforesaid 7 incentive participants who have resigned but not yet unlocked at the repurchase price of RMB26.55 per share as adjusted after the completion of the 2018 equity distribution plan.

LETTER FROM THE BOARD

2. *Number and Price of the Restricted Shares subject to the Repurchase and Cancellation*

According to the Resolution on the Partial Repurchase and Cancellation of the 2019 Restricted Shares considered and approved at the fifth meeting of the fourth session of the Board of the Company, the Incentive Scheme (Draft) and as confirmed by the Company and verified by the lawyers, 71,260 restricted Shares have been granted to 7 incentive participants but not yet unlocked, and the number of restricted Shares to be repurchased and cancelled is 71,260 shares. The repurchase price of the restricted Shares of the Company granted to the aforesaid 7 incentive participants but not yet unlocked is RMB26.55 per share.

3. *Source of funds for the Repurchase and Cancellation of the Restricted Shares*

All funds used by the Company for the repurchase are self-owned funds of the Company.

II. **Changes of the Shareholding Structure of the Company after the Repurchase and Cancellation**

Nature of shares	Before the change		Change	After the change	
	<i>Number of shares</i> (Share)	<i>Proportion</i> (%)		<i>Number of shares</i> (Share)	<i>Proportion</i> (%)
I. Circulating shares subject to selling restrictions	208,570,464	24.35	-71,260	208,499,204	24.34
Locked shares held by senior management	203,976,854	23.81	0	203,976,854	23.82
Restricted shares under the incentive scheme	4,593,610	0.54	-71,260	4,522,350	0.53
II. Circulating shares not subject to selling restrictions	647,950,186	75.65	0	647,950,186	75.66
RMB ordinary shares (A shares)	540,885,086	63.15	0	540,885,086	63.15
Overseas-listed foreign shares (H shares)	107,065,100	12.50	0	107,065,100	12.50
III. Total number of shares	856,520,650	100	-71,260	856,449,390	100

LETTER FROM THE BOARD

III. Effect of the Repurchase and Cancellation on the Company

The repurchase and cancellation will not have any material impact on the financial position and operating results of the Company without prejudice to the interests of the Company and the Shareholders. The management of the Company will continue to work diligently and strive to create value for Shareholders.

IV. Opinions of Independent Non-Executive Directors

The independent non-executive Directors unanimously agreed that the Company shall repurchase and cancel the restricted Shares granted to 7 incentive participants who have resigned but not yet unlocked in accordance with the relevant provisions of the Administrative Measures on Share Incentives of Listed Companies (the “**Administrative Measures**”) and the Incentive Scheme (Draft). The partial repurchase and cancellation of the restricted Shares by the Company are in compliance with the relevant requirements of the Company Law of the People’s Republic of China, the Administrative Measures and other laws and regulations. The procedures of consideration and approval are legal and compliant, and will not have any material impact on the financial position and operating results of the Company, nor prejudice the interests of the Company and the Shareholders.

V. Opinions of Supervisory Committee

Upon verification, the Supervisory Committee is of the view that, as of the date of the meeting, 7 incentive participants who have resigned were no longer qualified for the incentives, and a total of 71,260 restricted Shares granted to them which have not been released from selling restrictions shall be repurchased and cancelled. In accordance with the relevant provisions of the Incentive Scheme (Draft) and the authorisation of the 2019 first extraordinary general meeting of the Company, the Board considered that the procedures for the partial repurchase and cancellation of the restricted Shares are in compliance with the laws and regulations and the relevant provisions of the Incentive Scheme (Draft). Therefore, we unanimously agreed with the Board to proceed with the matters in relation to the partial repurchase and cancellation of the restricted Shares.

VI. Conclusion of the Legal Opinion

Jia Yuan Law Offices are of the view that the repurchase and cancellation has obtained the necessary authorisation and approval at the current stage, which is in compliance with the relevant provisions of the Administrative Measures and the Incentive Scheme (Draft). The repurchase and cancellation is subject to the approval at the general meeting of the Company. The reasons for, number of and price of the repurchase and cancellation are in compliance with the relevant provisions of the Administrative Measures and the Incentive Scheme (Draft) and are legal and valid.

LETTER FROM THE BOARD

The resolution on the partial repurchase and cancellation of the restricted Shares is subject to the consideration and approval at the EGM, the A Share Class Meeting and the H Share Class Meeting by way of special resolution.

3. PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY

Reference is made to the announcement of the Company dated August 28, 2020, in relation to, among others, the proposed change of the registered capital of the Company. Given that 7 incentive participants under the 2019 Restricted Share Incentive Scheme of the Company have resigned and are no longer qualified for the incentives, the Company shall repurchase and cancel 71,260 restricted Shares granted to the aforesaid incentive participants but not yet unlocked. Pursuant to the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association, the registered capital of the Company and the total number of Shares shall be changed as a result of the repurchase and cancellation above. The total number of Shares will be reduced from 856,520,650 shares to 856,449,390 shares and the registered capital of the Company will be reduced from RMB856,520,650 to RMB856,449,390. As a result of the changes of the registered capital of the Company above, the Board proposed to change the registered capital of the Company from RMB856,520,650 (divided into 856,520,650 shares) to RMB856,449,390 (divided into 856,449,390 shares).

The proposed change of the registered capital of the Company is subject to approval of the special resolution by the Shareholders at the EGM.

4. PROPOSED CHANGE OF THE REGISTERED ADDRESS OF THE COMPANY

Reference is made to the announcement of the Company dated August 28, 2020, in relation to, among others, the proposed change of the registered capital of the Company. Based on the needs of the Company's operation and development, the Board proposed to change the existing registered address of the Company in the PRC from "1502-1, Dongguan Plaza, No. 618 Jiangnan Avenue, Binjiang District, Hangzhou" to "Room 2001-2010, 20/F, Block 8, No. 19 Jugong Road, Xixing Sub-District, Binjiang District, Hangzhou".

The change of the registered address of the Company involves the amendments to the Articles of Association, which are subject to the consideration by the Shareholders at the EGM. The proposed change of the registered address and the amendments to the corresponding provisions of the Articles of Association are subject to the final approval by the relevant administration for industry and commerce.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated August 28, 2020, in relation to, among others, the proposed amendments to the Articles of Association. In view of the changes of the registered capital and registered address of the Company and for the purpose of improving the corporate governance of the Company, the Board proposed to make the following amendments to the relevant provisions of the Articles of Association:

Original articles	Amended articles
<p>Article 5 Company address: 1502-1, Dongguan Plaza, No. 618 Jiangnan Avenue, Binjiang District, Hangzhou</p> <p>Postal code: 310053</p> <p>Telephone no.: +86-571-28887227</p> <p>Fax no.: +86-571-88211196</p>	<p>Article 5 Company address: <u>Room 2001-2010, 20/F, Block 8, No. 19 Jugong Road, Xixing Sub-District, 1502-1, Dongguan Plaza, No. 618 Jiangnan Avenue, Binjiang District, Hangzhou</u></p> <p>Postal code: 310053<u>310051</u></p> <p>Telephone no.: +86-571-28887227</p> <p>Fax no.: +86-571-88211196</p>
<p>Article 6 The registered capital of the Company is RMB856,520,650.</p>	<p>Article 6 The registered capital of the Company is RMB856,520,650<u>856,449,390</u>.</p>
<p>Article 8 The Company's legal representative is the chairman of the board of directors or the general manager of the Company.</p>	<p>Article 8 The Company's legal representative is the chairman of the board of directors or the general manager of the Company.</p>
<p>Article 22 The Company was approved by the CSRC on July 3, 2012 to conduct initial public offering of 13.40 million RMB ordinary shares (hereinafter referred to as the "A Shares").</p> <p>The Company issued 107,065,100 H Shares to overseas investors on June 22, 2020 upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is 8,565,206.50 million, all being ordinary shares, including 749,455,550 shares held by shareholders of domestic listed domestic shares (A Shares), accounting for about 87.50% of the total share capital of the Company; 107,065,100 shares held by overseas listed foreign shares (H Shares) shareholders, accounting for approximately 12.50% of the total share capital of the Company.</p>	<p>Article 22 The Company was approved by the CSRC on July 3, 2012 to conduct initial public offering of 13.40 million RMB ordinary shares (hereinafter referred to as the "A Shares").</p> <p>The Company issued 107,065,100 H Shares to overseas investors on June 22, 2020 upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is 8,565,206.50<u>856.449390</u> million, all being ordinary shares, including 749,455,550<u>749,384,290</u> shares held by shareholders of domestic listed domestic shares (A Shares), accounting for about 87.50% of the total share capital of the Company; 107,065,100 shares held by overseas listed foreign shares (H Shares) shareholders, accounting for approximately 12.50% of the total share capital of the Company.</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p>Article 49 Within thirty days before convention of a general meeting or within five (5) days before the base date of dividend distribution decided by the Company, no change of registration of the register of members arising from share transfer shall be conducted. Where the relevant laws and regulations and the listing rules of the stock exchange stipulate on the period of closure of the register of members prior to a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p>Article 49 Within thirty days before convention of a general meeting or within five (5) days before the base date of dividend distribution decided by the Company, no change of registration of the register of members arising from share transfer shall be conducted. Where the relevant laws and, <u>administrative regulations, departmental rules, normative documents</u> and the listing rules of the stock exchange <u>in the place where the stocks of the Company are listed</u> stipulate on the period of closure of the register of members occasions <u>when no change of registration of the register of shareholders shall be conducted</u> prior to a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>
<p>Article 79 The convener shall notify the shareholders 20 business days prior to the convening of the general meetings by publishing an announcement stating, 15 days (and not less than 10 business days) prior to the convening of the extraordinary general meetings. Regarding the calculation of the notice period, the date of the meeting shall not be included. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>Article 79 The convener shall notify the shareholders 20 business days prior to the convening of the <u>annual</u> general meetings by publishing an announcement stating in written form, 15 days (and not less than 10 business days) prior to the convening of the extraordinary general meetings. Regarding the calculation of the notice period, the date of the meeting shall not be included, <u>but the date on which the notice is given shall be included</u>. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p>Article 94 General meetings shall be convened by the board of directors. General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A general meeting convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy) shall act as the preside to preside over the meeting.</p> <p>When a general meeting is held and the presider violates the articles of association or the rules of procedure for general meetings of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.</p>	<p>Article 94 General meetings shall be convened by the board of directors. General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A general meeting convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy (<u>other than HKSCC Nominees</u>)) shall act as the preside to preside over the meeting.</p> <p>When a general meeting is held and the presider violates the articles of association or the rules of procedure for general meetings of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p>Article 133 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>Where there shall be any special provisions in the listing rules of the stock exchange at which the shares of the Company are listed, the Company shall adhere to as required.</p>	<p>Article 133 When the Company is to hold a class meeting, it shall issue a written notice <u>45 days prior to the meeting in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under Article 79,</u> informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>Where there shall be any special provisions in the listing rules of the stock exchange at which the shares of the Company are listed, the Company shall adhere to as required.</p>
<p>Article 276 The articles of association has been considered and approved at the general meeting of the Company and shall become effective as of the date on which the overseas listed foreign shares (H Shares) public issued by the Company are listed and traded on the Hong Kong Stock Exchange. The board of directors of the Company shall be responsible for the interpretation of the articles of association.</p>	<p>Article 276 The articles of association has been considered and approved shall come into effect on the date of consideration and approval at the general meeting of the Company and shall become effective as of the date on which the overseas listed foreign shares (H Shares) public issued by the Company are listed and traded on the Hong Kong Stock Exchange. <u>From the effective date of the articles of association, the former articles of association of the Company shall automatically go out of effect.</u> The board of directors of the Company shall be responsible for the interpretation of the articles of association.</p>

Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the special resolution by the Shareholders at the EGM. The Board has resolved to propose a resolution at the general meeting to authorise the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments according to opinions of the regulatory authorities.

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

For the purpose of improving the corporate governance of the Company, the Board proposed to make the following amendments to the relevant provisions of the Rules of Procedure for General Meetings in accordance with the relevant requirements of the Company Law of the People's Republic of China, the amendments to the provisions of the Articles of Association and the actual circumstances of the Company:

Original articles	Amended articles
<p>Article 20 Shareholders who individually or collectively hold over 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of general meeting within 2 days upon receipt of the proposals and announce the name of the shareholders, shareholding percentage and contents of the ad hoc proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall neither revise the proposals stated in the notice of general meetings nor add new proposals after issuing the announcement on the notice of general meeting.</p> <p>No voting shall be carried out and no resolution shall be made over the proposals that are not specified in the notice of general meeting or not fulfill the proposal required in this article.</p> <p>The convener shall notify the shareholders 20 business days prior to the convening of the general meetings by publishing an announcement stating, 15 days (and not less than 10 business days) prior to the convening of the extraordinary general meetings. Regarding the calculation of the notice period, the date of the meeting shall not be included. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>Article 20 Shareholders who individually or collectively hold over 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of general meeting within 2 days upon receipt of the proposals and announce the name of the shareholders, shareholding percentage and contents of the ad hoc proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall neither revise the proposals stated in the notice of general meetings nor add new proposals after issuing the announcement on the notice of general meeting.</p> <p>No voting shall be carried out and no resolution shall be made over the proposals that are not specified in the notice of general meeting or not fulfill the proposal required in this article.</p> <p>The convener shall notify the shareholders 20 business days prior to the convening of the <u>annual general meetings</u> by publishing an announcement stating in written form, 15 days (and not less than 10 business days) prior to the convening of the extraordinary general meetings. Regarding the calculation of the notice period, the date of the meeting shall not be included, <u>but the date on which the notice is given shall be included.</u> The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p>Article 70 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>Where there shall be any special provisions in the listing rules of the stock exchange at which the shares of the Company are listed, the Company shall adhere to as required.</p>	<p>Article 70 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting<u>in accordance with the provisions on the notice period of annual general meetings and extraordinary general meetings under Article 20,</u> informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>Where there shall be any special provisions in the listing rules of the stock exchange at which the shares of the Company are listed, the Company shall adhere to as required.</p>
<p>Article 74 The Rules shall become effective from the date of passing of the resolution at the general meeting on the date of the Company's public offering of overseas listed foreign shares (H shares) and listing on The Stock Exchange of Hong Kong Limited, and shall be attached as an appendix to the Articles of Association. The original Rules of Procedure for General Meetings of Hangzhou Tigermed Consulting Co., Ltd. shall automatically lapse from the effective date of the Rules.</p>	<p>Article 74 The Rules shall become effective from the date of passing of the resolution at the general meeting on the date of the Company's public offering of overseas listed foreign shares (H shares) and listing on The Stock Exchange of Hong Kong Limited, and shall be attached as an appendix to the Articles of Association. The original Rules of Procedure for General Meetings of Hangzhou Tigermed Consulting Co., Ltd. shall automatically lapse from the effective date of the Rules.</p>

Save as the amendments to the provisions above, other provisions of the Rules of Procedure for General Meetings shall remain unchanged. The proposed amendments to the Rules of Procedure for General Meetings are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedure of General Meetings are subject to the approval of the special resolution by the Shareholders at the EGM.

LETTER FROM THE BOARD

7. EGM AND H SHARE CLASS MEETING

The EGM and the H Share Class Meeting will be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 at 3:00 p.m. The notice of the EGM, the notice of the H Share Class Meeting, the forms of proxy for use at the EGM and the H Share Class Meeting and relevant reply slips were despatched to the Shareholders by the Company on September 4, 2020. The above documents have also been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.tigermedgrp.com).

In order to determine the list of Shareholders who are entitled to attend the EGM and the H Share Class Meeting, the Company's register of members of the H Shares will be closed from Thursday, October 15, 2020 to Tuesday, October 20, 2020 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of the H Shares of the Company whose names appear on the register of members on Thursday, October 15, 2020 are entitled to attend the EGM and the H Share Class Meeting.

In order to be entitled to attend and vote at the EGM and the H Share Class Meeting, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, October 14, 2020.

None of the Shareholders has any material interest in any of the resolutions to be proposed at the EGM and the H Share Class Meeting and is required to abstain from voting at the EGM and the H Share Class Meeting.

None of the Directors has any material interest in any of the resolutions to be proposed at the EGM and the H Share Class Meeting.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that all the transactions set out in this circular are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM and the H Share Class Meeting.

LETTER FROM THE BOARD

9. VOTING

Voting on all the resolutions will be taken by poll at the EGM and the H Share Class Meeting of the Company in accordance with the Rule 13.39(4) of the Listing Rules.

In the event of any discrepancy between the English translation and the Chinese version of this circular, the Chinese version shall prevail.

Yours faithfully,
By order of the Board
Hangzhou Tigermed Consulting Co., Ltd.
Ye Xiaoping
Chairman

Hong Kong

NOTICE OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING

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HANGZHOU TIGERMED CONSULTING CO., LTD. **杭州泰格醫藥科技股份有限公司**

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

(Stock Code: 3347)

NOTICE OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hangzhou Tigermed Consulting Co., Ltd. (the “**Company**”) will be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 at 3:00 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, approving the following resolutions. Unless the context otherwise requires, the terms and expressions used herein shall have same meanings as those defined in the circular dated September 4, 2020 of the Company (the “**Circular**”).

SPECIAL RESOLUTIONS:

1. To consider and approve the proposed partial repurchase and cancellation of the 2019 restricted A Shares.
2. To consider and approve the proposed change of the registered capital of the Company.
3. To consider and approve the proposed change of the registered address of the Company.
4. To consider and approve the proposed amendments to the Articles of Association.
5. To consider and approve the proposed amendments to the Rules of Procedure for General Meeting.

By order of the Board
Hangzhou Tigermed Consulting Co., Ltd.
Ye Xiaoping
Chairman

Hong Kong, September 4, 2020

As at the date of this notice, the executive Directors of the Company are Dr. Ye Xiaoping, Ms. Cao Xiaochun and Ms. Yin Zhuan; the independent non-executive Directors are Mr. Zheng Bijun, Dr. Yang Bo and Mr. Liu Kai Yu Kenneth.

NOTICE OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING

Notes:

1. The voting at the EGM will be conducted by way of poll.
2. The holders of A Shares and H Shares will vote as one class of Shareholders. The Company's register of members for the H Shares will be closed from Thursday, October 15, 2020 to Tuesday, October 20, 2020 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of the H Shares of the Company whose names appear on the Company's register of members of the H Shares on Thursday, October 15, 2020 are entitled to attend the EGM. In order to be entitled to attend at the EGM, the holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited by no later than 4:30 p.m. on Wednesday, October 14, 2020. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong.
3. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder. Each Shareholder who wishes to appoint one or more proxies should first review the Circular.
4. The forms of proxy must be signed by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorised. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy of the holders of H Shares together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be deposited at Tricor Investor Services Limited, at Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he/she so wishes.
6. Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip to Tricor Investor Services Limited on or before Tuesday, September 29, 2020. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong.
7. The EGM is expected to last for no more than half a day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the meeting shall produce their identity documents.
8. All times refer to Hong Kong local time, except as otherwise stated.

NOTICE OF THE 2020 FIRST H SHARE CLASS MEETING

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HANGZHOU TIGERMED CONSULTING CO., LTD. **杭州泰格醫藥科技股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3347)

NOTICE OF 2020 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2020 first H share class meeting (the “**H Share Class Meeting**”) of Hangzhou Tigermed Consulting Co., Ltd. (the “**Company**”) will be held at 19/F, Block 8, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC, on Tuesday, October 20, 2020 after the conclusion or adjournment of the 2020 fifth extraordinary general meeting and the 2020 first A share class meeting or any adjournment thereof, for the purpose of considering and, if thought fit, approving the following resolution. Unless the context otherwise requires, the terms and expressions used herein shall have same meanings as those defined in the circular dated September 4, 2020 of the Company (the “**Circular**”).

SPECIAL RESOLUTIONS:

1. To consider and approve the proposed partial repurchase and cancellation of the 2019 restricted A Shares.
2. To consider and approve the proposed change of the registered capital of the Company.

By order of the Board
Hangzhou Tigermed Consulting Co., Ltd.
Ye Xiaoping
Chairman

Hong Kong, September 4, 2020

As at the date of this notice, the executive Directors of the Company are Dr. Ye Xiaoping, Ms. Cao Xiaochun and Ms. Yin Zhuan; the independent non-executive Directors are Mr. Zheng Bijun, Dr. Yang Bo and Mr. Liu Kai Yu Kenneth.

NOTICE OF THE 2020 FIRST H SHARE CLASS MEETING

Notes:

1. The voting at the H Share Class Meeting will be conducted by way of poll.
2. The Company's register of members of the H Shares will be closed from Thursday, October 15, 2020 to Tuesday, October 20, 2020 (both days inclusive), during which period no transfer of H shares will be effected. Holders of the H Shares of the Company whose names appear on the Company's register of members of the H Shares on Thursday, October 15, 2020 are entitled to attend and vote at the H Share Class Meeting. In order to be entitled to attend at the H Share Class Meeting, holders of the H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited by no later than 4:30 p.m. on Wednesday, October 14, 2020. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong.
3. Each holder of the H Shares entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder. Each holder of the H Shares who wishes to appoint one or more proxies should first review the Circular.
4. The form of proxy must be signed by the holder of the H Shares or his/her attorney duly authorised in writing. If the holder of the H Shares is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorised. If the instrument is signed by an attorney of the holder of the H Shares, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy of together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be deposited at Tricor Investor Services Limited, at Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a holder of the H Shares from attending and voting in person at the H Share Class Meeting if he/she so wishes.
6. Holders of the H Shares who intend to attend the H Share Class Meeting in person or by proxy should return the reply slip to Tricor Investor Services Limited on or before Tuesday, September 29, 2020. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, No. 183 Queen's Road East, Hong Kong.
7. The H Share Class Meeting is expected to last for no more than a day. The holders of H Shares (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. The holders of H Shares (or their proxies) attending the meeting shall produce their identity documents.
8. Please refer to the Circular for details of the resolutions to be proposed at the H Share Class Meeting for consideration and approval.