
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult the registered dealer in securities, 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 and the accompanying form of proxy to the purchaser or transferee, or to the bank, registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

**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 APPOINTMENT OF AN EXECUTIVE DIRECTOR;
(2) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF THE EGM**

All capitalized terms used in this circular have the meanings set out in the section headed "Definitions" of this circular. A letter from the Board is set out on pages 1 to 5 of this circular.

The Company will convene the EGM at 3:00 p.m. on Friday, October 15, 2021 at the Meeting Room, 18/F, Shengda Science Park Tower A, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC. The notice of the EGM is set out on pages E-1 to E-2 of this circular.

The forms of proxy for use at the EGM was published on the website of the Stock Exchange at <http://www.hkexnews.hk> on Friday, September 24, 2021. If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

September 24, 2021

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Notice of the EGM	E-1

DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“A Shares”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited in RMB and are listed for trading on Shenzhen Stock Exchange;
“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 Stock Exchange (stock code: 3347);
“Director(s)”	the directors of the Company;
“EGM”	the 2021 fifth extraordinary general meeting or any adjournment thereof of the Company to be held at 3:00 p.m. on Friday, October 15, 2021 at the Meeting Room, 18/F, Shengda Science Park Tower A, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC;
“Group”	the Company and its subsidiaries;
“H Shares”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and are listed on the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Wu”	Mr. Wu Hao (吳灝);

DEFINITIONS

“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary shares 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);
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange (SZSE);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	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 (*Chairman*)
Ms. Cao Xiaochun
Ms. Yin Zhuan

Independent Non-executive Directors:

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

Registered Office:

Room 2001-2010
20/F, Block 8
No. 19 Jugong Road
Xixing Sub-District
Binjiang District
Hangzhou, the PRC
Postal Code: 310051

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

September 24, 2021

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR;
(2) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF THE EGM**

INTRODUCTION

The purpose of this circular, of which this letter forms a part, is to give you the information about certain proposals to be considered at the EGM and set out in the notice of the EGM, 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.

LETTER FROM THE BOARD

At the EGM, the following resolutions will be proposed to consider and approve:

Ordinary Resolution

- (1) proposed appointment of an executive Director.

Special Resolution

- (2) proposed amendment to the Articles of Association.

(1) Proposed Appointment of an Executive Director

Reference is made to the announcement dated September 17, 2021 of the Company in relation to, among others, the proposed appointment of an executive Director (the “**Proposed Appointment of Executive Director**”).

The Board is pleased to announce that on September 17, 2021, at the nineteenth meeting of the fourth session of the Board, Mr. Wu has been nominated as an executive Director candidate for the fourth session of the Board. The biographical details of Mr. Wu are set out as follows:

Mr. Wu Hao (吳灝), aged 54, joined the Group in January 2020 and is currently the co-president of our Company.

Mr. Wu has over 17 years of experience in the pharmaceutical industry and has extensive marketing and managerial experience. Prior to joining the Group, Mr. Wu served successively as sales manager and a product/project manager of Schering Plough Pharmaceutical Co., Ltd.* (先靈葆雅製藥有限公司) from August 1994 to October 1999, product manager of Shanghai Roche Pharmaceutical Co., Ltd.* (上海羅氏製藥有限公司) from October 1999 to December 2002, marketing director of Eisai China Inc.* (衛材(中國)製藥有限公司) from January 2003 to July 2007, director of marketing and business development department of SciClone International Pharmaceutical Co., Ltd.* (賽生國際製藥有限公司) from August 2007 to January 2009 and the general manager of Meixin Insurance Broker (Shanghai) Co., Ltd. (美信保險經紀(上海)有限公司) from March 2010 to January 2020.

Mr. Wu obtained his bachelor’s degree in clinical medicine from Shanghai Jiao Tong University School of Medicine (formerly known as Shanghai Second Medical University) in 1992 and an EMBA degree from China Europe International Business School in 2009.

Mr. Wu has entered into an employment contract with the Company for a term of three years commencing on January 13, 2020 and ending on January 13, 2023. Mr. Wu will not enter into a separate employment contract with the Company in relation to his appointment as the executive Director. The term of office of Mr. Wu as executive Director shall commence from the date of passing of the relevant resolutions at the EGM until the conclusion of the fourth session of the Board and is eligible for re-election upon expiry of his term of office pursuant

LETTER FROM THE BOARD

to the Articles of Association. The remuneration of Mr. Wu in relation to his role in the Company is determined by the Board according to the remuneration policy of the Company and with reference to his duties and responsibilities within the Group as well as his qualifications and experience. His remuneration was approximately RMB0.89 million (before tax) for the year ended December 31, 2020. Mr. Wu will not receive additional remuneration for his appointment as the executive Director.

Save as disclosed above, Mr. Wu has confirmed that, as at the date of this circular, he (i) does not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this circular, (ii) does not have any relationship with any of the directors, general manager, supervisors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules, or (iii) does not hold any other position in the Company or any other member of the Group.

As at the date of this circular, Mr. Wu does not have any interest in any shares or underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Wu that needs be brought to the attention of the Shareholders.

The Proposed Appointment of Executive Director is subject to the approval of the ordinary resolution by the Shareholders at EGM.

(2) Proposed Amendment to the Articles of Association

Reference is made to the announcement dated September 17, 2021 of the Company in relation to, among others, the proposed amendment to the Articles of Association (the “**Proposed Amendment to the Articles of Association**”).

In light of the Proposed Appointment of Executive Director, the Board has also proposed to make amendment to the relevant provision of the Articles of Association to reflect the new structure of the Board after the appointment of the executive Director.

LETTER FROM THE BOARD

No.	Original article	Amended article
1	Article 147 The board of directors shall comprise 6 directors and shall have one chairman and 3 independent directors. At least one of the independent directors must possess appropriate accounting or related financial management expertise.	Article 147 The board of directors shall comprise <u>6</u> directors and shall have one chairman and 3 independent directors. At least one of the independent directors must possess appropriate accounting or related financial management expertise.

Save for the abovementioned proposed amendment, other provisions of the Articles of Association shall remain unchanged. The Proposed Amendment 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 Amendment to the Articles of Association is subject to the approval of the special resolution by the Shareholders at the EGM. The Board has also resolved to propose a resolution at the EGM to authorize the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities, and to amend the wordings of the Proposed Amendment to the Articles of Association according to comments of the regulatory authorities (if any).

CLOSURE OF REGISTER OF MEMBERS

In order to qualify for the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, October 11, 2021 to Friday, October 15, 2021, both days inclusive, during which period no transfer of H Shares shall be effected. The record date of the entitlement to attend and vote at the EGM will be Monday, October 11, 2021. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, October 8, 2021.

EGM

The EGM will be held at 3:00 p.m. on Friday, October 15, 2021 at the Meeting Room, 18/F, Shengda Science Park Tower A, No. 19 Jugong Road, Binjiang District, Hangzhou, the PRC. The Company has already sent the notice of the EGM and the form of proxy for the use at the EGM to Shareholders on September 24, 2021. The aforesaid documents are also published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.tigermedgrp.com).

No Shareholder has a material interest in any resolution proposed at the EGM and is required to abstain from voting at the EGM.

No Director has a material interest in any of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that all the proposals set out in the notice of the EGM for Shareholders' consideration and approval are in the best interests of the Company and the Shareholders. Therefore, the Board recommends that Shareholders shall vote in favor of all the resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VOTING BY POLL AT THE EGM

Voting on all the resolutions to be proposed at the EGM will be taken by poll 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

NOTICE OF THE EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2021 FIFTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2021 fifth extraordinary general meeting (the “**EGM**”) of Hangzhou Tigermed Consulting Co., Ltd. (the “**Company**”) will be held at 3:00 p.m. on Friday, October 15, 2021 at the Meeting Room, 18/F, Shengda Science Park Tower A, No. 19 Jugong Road, Binjiang District, Hangzhou, the People’s Republic of China, 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 24, 2021 of the Company (the “**Circular**”).

ORDINARY RESOLUTION

1. To consider and approve the Proposed Appointment of Executive Director.

SPECIAL RESOLUTION

2. To consider and approve the Proposed Amendment to the Articles of Association.

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

Hong Kong, September 24, 2021

As at the date of this notice, the executive Directors 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 EGM

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 Monday, October 11, 2021 to Friday, October 15, 2021 (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 Monday, October 11, 2021 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 Friday, October 8, 2021. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, 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 form of proxy must be signed by the Shareholder or his/her attorney duly authorized 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 authorized. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
5. In order to be valid, the form of proxy of the holders of H Shares together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be deposited at Tricor Investor Services Limited, at Level 54, Hopewell Centre, 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. 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.
7. All times refer to Hong Kong local time, except as otherwise stated.