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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 CANCELLATION OF REPURCHASED SHARES; (2) PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY; AND (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the 2022 Restricted A Share Incentive Scheme (the “**Incentive Scheme**”) of Hangzhou Tigermed Consulting Co., Ltd. (the “**Company**”) which became effective on November 23, 2022, the announcements dated October 25, 2022 and November 25, 2022 and the circular dated November 3, 2022 of the Company in relation to, among others, the proposed adoption of the Incentive Scheme by the Company. References are also made to the overseas regulatory announcements dated November 1, 2021 and February 14, 2023 of the Company in relation to the partial repurchase of A shares of the Company through centralized bidding transactions via a dedicated securities account for share repurchases for the purpose of implementing the A share incentive scheme or the employee share ownership plan in a later period; and as disclosed in the announcement of the Company dated March 28, 2024 in relation to, among others, the termination of the implementation of the Incentive Scheme and the lapse of the restricted shares. The aforementioned announcements and Circular collectively referred to as the “**Announcements and Circular**”. Unless the context requires otherwise, capitalised terms used herein shall have same meanings as those defined in the Announcements and the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, on March 28, 2024, at the sixth meeting of the fifth session of the Board and the fourth meeting of the fifth session of supervisory committee of the Company (the “**Supervisory Committee**”), the Board resolved and approved, among others: (i) proposed cancellation of repurchased shares; (ii) proposed change of the registered capital of the Company; and (iii) proposed amendments to the articles of association of the Company (the “**Articles of Association**”). The specific details are announced as follows:

### **(I) PROPOSED CANCELLATION OF REPURCHASED SHARES**

#### **I. Reason for the Cancellation of Repurchased Shares by the Company**

On March 28, 2024, the sixth meeting of the fifth session of the Board and the fourth meeting of the fifth session of the Supervisory Committee considered and approved the Resolution on Terminating the Implementation of the 2022 Restricted A Share Incentive Scheme and the Lapse of the Restricted Shares. The Company decided that the implementation of the Incentive Scheme, together with the relevant ancillary documents such as the Management Measures for Assessment Relating to the Implementation of the 2022 Restricted A Share Incentive Scheme of the Company Shall be terminate, and all Restricted Shares that have been granted but not yet vested will lapse.

The 7,469,650 shares repurchased by the Company for the implementation of the employee share ownership plan or the A share incentive scheme in the previous two repurchases through centralized bidding transactions have not been utilized. In accordance with the Company's share repurchase plan and the relevant requirements of the Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 9 – Repurchase of Shares, given that the shares repurchased by the Company were not expected to be used for the implementation of the A share incentive scheme or the employee share ownership plan, the Company intended to cancel the 7,469,650 shares deposited in the designated account set up Specially for repurchases and reduced the registered capital of the Company accordingly.

## II. Changes of the Shareholding Structure of the Company after the Cancellation of Repurchased Shares

Nature of Shares	Before the Cancellation of the Repurchased Shares		Number of Cancelled Repurchased Shares	After the Cancellation of the Repurchased Shares	
	Number of shares (Share)	Proportion (%)	(Share)	Number of shares (Share)	Proportion (%)
I. Circulating Shares subject to selling restrictions	171,687,044	19.68	0	171,687,044	19.85
Locked Shares held by senior management	171,687,044	19.68	0	171,687,044	19.85
II. Circulating Shares not subject to selling restrictions	700,731,176	80.32	(7,469,650)	693,261,526	80.15
RMB ordinary Shares (A Shares)	577,606,376	66.21	(7,469,650)	570,136,726	65.92
Overseas-listed foreign Shares (H Shares)	123,124,800	14.11	(0)	123,124,800	14.23
IV. Total number of Shares	872,418,220	100	(7,469,650)	864,948,570	100

*Note:* Any discrepancies in the above table between totals and sums of figures listed are due to rounding.

## III. Effect of the Cancellation of Repurchased Shares of the Company

The cancellation of repurchased shares will not materially affect the financial position and operating results of the Company, and will not jeopardize the interests of the Company and the minority investors. After the cancellation of repurchased shares, the shareholding distribution of the Company is still able to fulfill the listing conditions and will not change the Company's status as a listed company.

## IV. Opinions of Supervisory Committee

Upon verification, the Supervisory Committee is of the view that, the cancellation of repurchased shares and reduction of registered capital are in compliance with the Company Law of the People's Republic of China (the "Company Law"), Rules for Share Repurchase by Listed Companies and the Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 9 – Repurchase of Shares and other relevant laws and regulations, and will not jeopardize the interests of the shareholders, in particular, the minority shareholders. The Supervisory Committee agrees with the cancellation of repurchased shares and reduction of registered capital.

The resolution on the cancellation of repurchased shares is subject to the consideration and approval by special resolution by the Shareholders at the 2024 second extraordinary general meeting of the Company (the “**EGM**”), the 2024 first A share class meeting of the Company (the “**A Share Class Meeting**”) and the 2024 first H share class meeting of the Company (together with the A Share Class Meeting, collectively, the “**Class Meetings**”).

## **(II) PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY**

Given that the 7,469,650 shares repurchased by the Company for the implementation of the employee share ownership plan or the A share incentive scheme in the previous two repurchases through centralized bidding transactions have not been utilized, the Company proposed to cancel the 7,469,650 shares deposited in the designated account setting up Specifically for repurchases and reduce the registered capital of the Company accordingly. Pursuant to the relevant requirements of the Company Law and the Articles of Association, the registered capital of the Company and the total number of Shares of the Company shall be changed as a result of the aforesaid cancellation of the repurchased shares. The total number of shares of the Company will be changed from 872,418,220 shares to 864,948,570 shares and the registered capital of the Company will be changed from RMB872,418,220 to RMB864,948,570.

As a result of the change of the registered capital of the Company above, the Board proposed to change the registered capital of the Company from RMB872,418,220 (divided into 872,418,220 shares) to RMB864,948,570 (divided into 864,948,570 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 and Class Meetings.

### (III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given the registered capital of the Company and the total number of shares shall be changed as a result of the aforesaid cancellation of repurchased shares, and at the request of the Administration for Market Regulation for Zhejiang Province (being the Company place of hereinafter), the Company will amend the relevant provisions in the Articles of Association. The Board proposed to make the following amendments to the relevant provisions of the Articles of Association:

No.	Original articles	Amended articles
1.	<b>Article 6</b> The registered capital of the Company is RMB872.418220 million.	<b>Article 6</b> The registered capital of the Company is RMB872.418220 <u>864.948570</u> million.
2.	<p><b>Article 22</b> 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 total number of shares of the Company is 872.418220 million, all being ordinary shares, including 749,293,420 shares held by shareholders of domestic listed domestic shares (A Shares), accounting for approximately 85.89% of the total share capital of the Company; 123,124,800 shares held by overseas listed foreign shares (H Shares) shareholders, accounting for approximately 14.11% of the total share capital of the Company.</p>	<p><b>Article 22</b> 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 total number of shares of the Company is <u>872.418220864.948570</u> million, all being ordinary shares, including <u>749,293,420741,823,770</u> shares held by shareholders of domestic listed domestic shares (A Shares), accounting for about <u>85.8985.77%</u> of the total share capital of the Company; 123,124,800 shares held by overseas listed foreign shares (H Shares) shareholders, accounting for approximately <u>14.1123%</u> of the total share capital of the Company.</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 EGM 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 to the Articles of Association according to opinions of the regulatory authorities.

## **GENERAL**

A circular containing, among others, (i) proposed cancellation of repurchased shares; (ii) proposed change of the registered capital of the Company; (iii) proposed amendments to the Articles of Association; and (iv) notices convening the EGM and the Class Meetings will be despatched to the Shareholders as and when appropriate.

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

Hong Kong, March 28, 2024

*As at the date of this announcement, the executive Directors are Dr. Ye Xiaoping, Ms. Cao Xiaochun, Mr. Wu Hao and Mr. Wen Zengyu; the independent non-executive Directors are Mr. Liu Kai Yu Kenneth, Mr. Yuan Huagang and Ms. Liu Yuwen.*