

HANGZHOU TIGERMED CONSULTING CO., LTD.

TERMS OF REFERENCE OF THE STRATEGY DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate the needs of the strategic development of the Company, strengthen the core competitiveness of the Company, determine the development plans of the Company, build a sound investment-decision procedure, improve the scientific decision-making on strategies, improve the effectiveness, quantity and quality of material investment decisions, the Company has established the Strategy Development Committee of the board of directors (the “Strategy Development Committee”) and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Corporate Governance Code in Appendix 14 of the Hong Kong Listing Rules, the Articles of Association of Hangzhou Tigermed Consulting Co., Ltd. (the “Articles of Association”), the Board Meeting Rules of Hangzhou Tigermed Consulting Co., Ltd. and other relevant provisions.

Article 2 The Strategy Development Committee is a specific working body established by the board of directors, which is primarily responsible for carry out researches and make recommendations concerning long term development strategies and material investment decisions of the Company. The Committee shall report to the board of directors and be accountable to the board of directors.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Development Committee shall comprise three directors, which shall include at least one independent director.

Article 4 The members of the Strategy Development Committee shall be nominated by the chairman, more than one-half of the independent directors or one-third of all directors, and elected by the board of directors of the Company.

Article 5 The Strategy Development Committee shall have a chairman, who shall be elected among the members of the Strategy Development Committee. The chairman of the Company shall act as the chairman of the Committee if such chairman was elected as a member of the Strategy Development Committee.

Article 6 The term of the members of the Strategy Development Committee shall be the same as the term of directors of the board of directors. A member may serve consecutive term if re-elected upon the expiry of his/her term of office. No member of the Strategy Development Committee may be removed from office without cause prior to the expiry of term of office save as the occurrence of circumstances that requires dismissal as stipulated in the Company Law, the Articles of Association and listing rules of the stock exchange in the place where the Company’s shares are listed. The qualification as a Committee member will be automatically withdrawn in the event that Committee member ceases to be a director of the Company during the period and the Strategy Development Committee shall make up the number of members according to the Articles 3 to 5 above.

Article 7 The Strategy Development Committee shall have an investment review panel.

Article 8 The provisions of the Company Law, the Articles of Association and listing rules of the stock exchange in the place where the Company's shares are listed concerning directors' obligations are applicable to members of the Strategy Development Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The main duties and authorities of the Strategy Development Committee are as follows:

- (1) conduct research and make recommendations on the Company's long-term development plans, business goals and development strategies;
- (2) consider and make recommendations on the Company's business strategies, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and human resources strategy;
- (3) consider and make recommendations on the significant strategic investments and financing schemes of the Company;
- (4) deliberate and make recommendations on major capital operations and asset management projects of the Company;
- (5) consider and make recommendations on other major matters affecting the Company's development;
- (6) follow up and monitor the implementation of the aforesaid matters;
- (7) Make recommendations on other matters authorized by the board of directors of the Company.

Article 10 After deliberating the matters set out in the previous article hereof, the Strategy Development Committee shall formulate the resolutions of the meeting and report to the board of directors for consideration.

Article 11 The Strategy Development Committee shall exercise its power in accordance with relevant provisions of the Company Law, the Articles of Association, listing rules of the stock exchange in the place where the Company's shares are listed and these Terms of Reference without infringing upon the interest of the Company and the shareholders.

Article 12 The Strategy Development Committee may make resolutions for the matters specified in Article 9 of these Terms of Reference within the authorization granted by the board of directors when the board of directors of the Company is in recess. Resolutions in respect of these matters that needed to be submitted to general meeting or the board of directors for consideration or to the chairman for consideration and approval shall be submitted to the general meeting or the board of directors for consideration or to the chairman for approval in accordance with the relevant procedures.

Article 13 When the Strategy Development Committee performs its duties, relevant departments of the Company shall provide cooperation. The Strategy Development Committee may, if necessary, engage an intermediary institution to provide professional advice on its decision. The cost shall be borne by the Company. The cost incurred by the Strategy Development Committee in performing its duties shall be borne by the Company.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 14 The investment review panel is responsible to make preliminary preparation for decision-making by the Strategy Development Committee. The main working procedures are as follows:

- (1) The responsible person of the relevant functional departments, branches, controlled subsidiaries, jointly controlled entities or investees of the Company shall report to their higher levels the particulars about development plans, business goals, operating strategies, material investment/financing, capital operation, the intention of projects such as assets operation, the preliminary feasibility report and basic conditions of the cooperating parties;
- (2) The investment review panel shall carry out a preliminary review on proposed investment projects and sign and issue a written opinion on approval of project proposal, which will be filed to the Strategy Development Committee;
- (3) The relevant functional department, branches, controlled subsidiaries, jointly controlled entities or investees of the Company shall discuss with the external parties on matters relating to agreement, contract, prospectus and feasibility report, and shall report the particulars of discussions to the investment review panel;
- (4) The investment review panel shall evaluate and sign and issue a written opinion and shall submit a formal proposal to the Strategy Development Committee.

Article 15 On the basis of the proposal submitted by the investment review panel, the Strategy Development Committee shall convene a meeting to discuss the matter. The result of such discussion shall be proposed to the board of directors for consideration or to the chairman for approval and feedback shall be given to the investment review panel in accordance with the relevant procedures.

CHAPTER 5 PROCEDURAL RULE

Article 16 Meetings of the Strategy Development Committee shall be convened by the chairman of the Committee and the notice thereof shall be issued to all members of the Committee seven days before the date of the meeting. Meetings of the Strategy Development Committee shall be held when proposed by at least half of the members of the Committee. A meeting of the Committee shall be presided over by the chairman of the Committee, in whose absence another member (an independent director) under the authorization of the chairman of the Committee may preside over the meeting in his/her stead.

Article 17 The meeting of the Strategy Development Committee shall not be held unless two-thirds of members are present. Each member shall have one vote and the resolutions of the meeting may only be adopted by the affirmative votes of a majority of the members.

Article 18 Members of the Strategy Development Committee may attend the meeting in person or appoint other members to attend the meeting and exercise the rights to vote on their behalf. If members of the Strategy Development Committee appoints other members as their proxy to attend the meeting and exercise the rights to vote, they shall submit a power of attorney to the chairman of the meeting. The power of attorney shall be submitted to the chairman of the meeting prior to voting at the meeting.

Article 19 The meeting of Strategy Development Committee shall vote by a show of hands or by a poll. Ad hoc meetings may be held by way of voting by correspondence.

Article 20 The leader and deputy leader of the investment review panel may attend meetings of Strategy Development Committee. The panel may invite directors, supervisors and other members of the senior management of the Company to attend the meeting or call other persons relating to the meeting proposals to sit in on the meetings to give a briefing or express their opinions when necessary. However, those who are not members of the Strategy Development Committee shall have no voting right over the proposals.

Article 21 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Strategy Development Committee shall comply with the provisions of the relevant laws and regulations, listing rules of the stock exchange in the place where the Company's shares are listed, the Articles of Association and these terms of reference.

Article 22 The Strategy Development Committee shall keep minutes of its meetings. Minutes of meetings of the Strategy Development Committee shall record in sufficient details the matters considered at the meetings and the decision reached, including any concerns raised by members or dissenting view expressed. Members present at a meeting shall sign the minutes of the meeting which shall be kept by the secretary to the board of directors. Any member who has opinion on or objects to the minutes shall not be required to sign, but shall submit a written opinion to the secretary to the board of directors within the aforementioned period. If errors or omissions occur to the minutes, the secretary to the board of directors shall revise and the members shall sign after such revision.

Article 23 Resolutions passed and voting results of the Strategy Development Committee meetings shall be reported to the board of directors of the Company in writing.

Article 24 Members present at the meetings and persons attending the meetings shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 25 These Terms of Reference shall come into effect on the date the resolution of the board of directors is approved and the date of listing and trading of the overseas listed foreign shares (H Shares) under the public issuance by the Company on The Stock Exchange of Hong Kong Limited. Since the effective date hereof, the original Terms of Reference of the Strategy Development Committee of the board of directors of Hangzhou Tigermed Consulting Co., Ltd. shall automatically become invalid and void.

Article 26 For matters not covered in these Terms of Reference, they shall be implemented subject to the provisions of the State's relevant laws and regulations, listing rules of the stock exchange in the place where the Company's shares are listed, Articles of Association and other normative documents. In the event that these Terms of Reference contradict to the laws and regulations promulgated by the State in the future, listing rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association amended pursuant to the legal procedures, it shall be implemented subject to the provisions of the State's relevant laws and regulations, listing rules of the stock exchange in the place where the Company's shares are listed and Articles of Association and shall be amended promptly and considered and approved by the board of directors of the Company.

Article 27 The board of directors of the Company shall be responsible for amendment to and interpretation of these Terms of Reference.

The Board of Directors of Hangzhou Tigermed Consulting Co., Ltd.
July 22, 2020