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ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED

阿里健康信息技术有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00241)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting (the “**Special General Meeting**”) of Alibaba Health Information Technology Limited (the “**Company**”) will be held at 10:30 a.m. on Monday, November 24, 2014 at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions and special resolutions, as the case may be:

SPECIAL RESOLUTION

- (a) That existing bye-law 140 of the Bye-Laws be and is hereby deleted in its entirety and replaced with the following new Bye-law 140:

“140. (A) The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.

(B) Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise any sum for the time being standing to the credit of any of the reserve accounts or to the credit of the retained earnings or profit and loss account or funds legally available by applying such sum in paying up unissued shares to be allotted to (i) service providers and employees (including directors) of the Company or its affiliate (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.

(C) The Board may settle, as it considers appropriate, any difficulty arising in regard to any distribution under this Bye-law 140 and in particular may issue certificates in respect of fractions of shares or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Members.”

ORDINARY RESOLUTIONS

- (b) Subject to the passing of the above special resolution, any one Director or the company secretary of the Company be and is hereby authorised to make all such filings as may be required with the Registrar of Companies in Bermuda and the Stock Exchange of Hong Kong Limited accordingly and do all such things and undertake all such matters as may be required to give effect to, or as a consequence of passing, such Special Resolution;
- (c) Approval of the termination of the existing share option scheme of the Company adopted on 29 August 2013 (the “**Existing Share Option Scheme**”), subject to and conditional upon the approval and adoption of the rules of the Share Award Scheme (as defined below) and that the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares of the Company to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme (as defined below);

- (d) Approval and adoption of the rules of the new share award scheme pursuant to which the Company intends to reward the personnel who have contributed to the success and development of the Group, to incentivise them to remain with the Company's group, to motivate them to strive for the future development and expansion of the Company's group and to attract skilled and experienced personnel for the further development and expansion of the Company's group by providing them with the opportunity to acquire shares in the Company, a copy of which marked "A" is produced to the meeting and for the purpose of identification signed by the Chairman thereof (the "**Share Award Scheme**"), subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares of the Company to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme;
- (e) Authorization of the board of directors of the Company (the "**Board**") to grant awards of options or restricted share units ("**RSUs**") pursuant to the Share Award Scheme and to allot and issue shares, direct and procure any professional trustee as may be appointed by the Company to assist with the administration, exercise and vesting of options and RSUs to transfer shares and otherwise deal with shares underlying the options and/or RSUs granted pursuant to the Share Award Scheme as and when they vest or are exercised (as the case may be); and
- (f) Approval of the grant of a mandate authorising the Board to grant awards of options and/or RSUs pursuant to the Share Award Scheme in respect of a maximum number of the underlying new shares equal to 3 per cent. of the shares in issue as at the date of adoption of the Share Award Scheme during the period from the date of adoption until the earlier of (a) conclusion of the Company's next annual general meeting, (b) the end of the period within which the Company is required by any applicable law or its bye-laws to hold its next annual general meeting and (c) the date on which the resolution granting such authorization is varied or revoked by ordinary resolution of the Shareholders in general meeting (the "**Applicable Period**") and to allot, issue and deal with shares underlying the options and/or RSUs granted pursuant to the Share Award Scheme during the Applicable Period as and when such options and/or RSUs vest."

By Order of the Board
ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED
Wang Jian
Chairman of the Board

Hong Kong, October 31, 2014

Notes:

1. All resolutions at the Special General Meeting will be taken by poll pursuant to the Bye-laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (CCASS) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the Register of Members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the meeting, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.
4. In order to be valid, the form of proxy must be deposited at the Company’s head office and principal place of business in Hong Kong at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from November 20, 2014 to November 24, 2014 both dates inclusive, during which period no transfer of shares will be registered. The record date for determining which shareholders will be eligible to attend and vote at the Special General Meeting will be November 24, 2014. In order to be eligible to attend and vote at the Special General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s head office and principal place of business in Hong Kong at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong for registration not later than 4:30 p.m. on November 19, 2014.
6. In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text.
7. As at the date of this announcement, the Board comprises nine Directors, of which (i) two are executive Directors, namely, Dr. WANG Jian and Ms. CHEN Xiao Ying; (ii) four are non-executive Directors, namely, Mr. ZHANG Yong, Mr. CHEN Jun, Mr. CHIA Pun Kok and Mr. YU Feng; and (iii) three are independent non-executive Directors, namely Mr. YAN Xuan, Mr. LUO Tong and Mr. Samuel King On WONG.