

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 Alibaba Health Information Technology Limited (the "Company"), you should at once hand this circular with the enclosed form of proxy 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 the transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares in Alibaba Health Information Technology Limited.

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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)

**PROPOSALS INVOLVING
GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES AND
A SPECIFIC MANDATE TO GRANT SHARE AWARDS,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at the Training Theatre, Level 3, IT Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Wednesday, September 30, 2015 at 10:30 a.m. (the "Annual General Meeting") is set out on pages 13 to 16 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/alihealth>).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

September 10, 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Alibaba Group”	a group of companies comprising Alibaba Holding and its subsidiaries
“Alibaba Holding”	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands on June 28, 1999, the ultimate controlling shareholder of the Company, and the shares of which are listed on the New York Stock Exchange
“Annual General Meeting”	the annual general meeting of the Company to be held at the Training Theatre, Level 3, IT Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Wednesday, September 30, 2015 at 10:30 a.m., the notice of which is set out on pages 13 to 16 of this circular
“Applicable Period”	the period from the date of passing the resolution granting the Share Award Mandate, to 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 the Bye-Laws to hold its next annual general meeting, and (c) the date on which the resolution granting the Share Award Mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting
“Board”	the board of Directors
“Bye-Laws”	the existing bye-laws of the Company
“close associates”	has the same meaning as defined in the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Alibaba Health Information Technology Limited 阿里健康信息技术有限公司, a company incorporated in Bermuda with limited liability (formerly known as CITIC 21CN Company Limited), the shares of which are listed on the Main Board of the Stock Exchange
“control”	<p>the power of a person to secure:</p> <ul style="list-style-type: none">(i) by means of the holding of shares or other securities or the possession of voting power in or in relation to the relevant body corporate or any other body corporate; or(ii) by means of controlling the composition of a majority of the board of directors of the relevant body corporate or any other body corporate; or(iii) by virtue of any powers conferred by the bye-laws, articles of association or other constitutional document regulating the relevant body corporate or any other body corporate, <p>that the affairs of the first-mentioned body corporate are conducted in accordance with the wishes of such person</p>
“core connected persons”	has the same meaning as defined in the Listing Rules

DEFINITIONS

“Director”	any director of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in ordinary resolution no.4 in the notice of the Annual General Meeting
“Latest Practicable Date”	September 8, 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	option(s) to subscribe for or acquire Shares which is granted under the Share Award Scheme
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in ordinary resolution no.5 in the notice of the Annual General Meeting
“RSU(s)”	restricted share unit(s), being a contingent right to receive Shares which is awarded under the Share Award Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share Award Mandate”	a specific and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company 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 that is equivalent to 3 per cent. of the Shares in issue as at the date of passing the resolution granting the such mandate during the Applicable Period
“Share Awards”	Options and/or RSUs granted or to be granted under the Share Award Scheme
“Share Award Scheme”	the share award scheme adopted by the Company at a special general meeting on November 24, 2014, the principal terms of which were set out on pages 10 to 20 of the Company’s circular dated October 31, 2014
“Shareholder(s)”	the holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the issued capital of the Company

DEFINITIONS

“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tmall”	a third party online platform for brands and retailers operated by Alibaba Group under the domain name Tmall.com
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, being the lawful currency of the PRC
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Ms. CHEN Xiao Ying (*Executive Vice Chairman*)

Mr. WANG Lei (*Chief Executive Officer*)

Non-executive Directors:

Mr. WU Yongming (*Chairman*)

Mr. TSAI Chung, Joseph

Ms. HUANG Aizhu

Mr. KANG Kai

Independent Non-executive Directors:

Mr. YAN Xuan

Mr. LUO Tong

Mr. WONG King On, Samuel

Registered Office:

Canon's Court

22 Victoria Street

Hamilton, HM 12

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

26/F Tower One

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

September 10, 2015

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND A SPECIFIC MANDATE TO GRANT SHARE AWARDS, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed Issue Mandate, Repurchase Mandate, Share Award Mandate and the re-election of Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on August 15, 2014, general mandates were granted to the Directors to exercise all the powers of the Company to issue and repurchase Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose ordinary resolutions at the Annual General Meeting to give the Directors:

- (i) a general mandate to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution granting the Issue Mandate; subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Directors would be authorised to exercise the powers of the Company to issue a maximum of 1,634,528,927 Shares; and

LETTER FROM THE BOARD

- (ii) a general mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution granting the Repurchase Mandate until the next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution; subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Directors would be authorized to exercise the powers of the Company to repurchase a maximum of 817,264,463 Shares.

A separate ordinary resolution will also be proposed at the Annual General Meeting to add to the Issue Mandate those Shares purchased by the Company pursuant to the Repurchase Mandate granted to the Directors at the Annual General Meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix to this circular.

SPECIFIC MANDATE TO GRANT SHARE AWARDS

At the special general meeting of the Company held on November 24, 2014, a specific mandate was granted to the Directors to exercise all the powers of the Company to grant Share Awards. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose ordinary resolutions at the Annual General Meeting to give the Directors a specific mandate to grant Share Awards in respect of a maximum number of the underlying new Shares that is equivalent to 3 per cent. of the Shares in issue as at the date of passing the Share Award Mandate during the Applicable Period, and to allot, issue and deal with the 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. Subject to the passing of the relevant resolution to approve the Share Award Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Directors would be authorized to exercise the powers of the Company to grant Share Awards in respect of a maximum number of 245,179,339 underlying new Shares.

With respect to the granting of the RSUs, the Company will, where applicable, comply with all the relevant requirements under the Listing Rules (including Chapter 14A of the Listing Rules).

RE-ELECTION OF DIRECTORS

Pursuant to bye-laws 99 and 102 of the Bye-laws, Ms. CHEN Xiao Ying, Mr. WANG Lei, Mr. WU Yongming, Mr. TSAI Chung, Joseph, Ms. HUANG Aizhu, Mr. KANG Kai and Mr. YAN Xuan will be retiring from office at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

EXECUTIVE DIRECTORS

(1) MS. CHEN XIAO YING

Ms. CHEN Xiao Ying (陳曉穎), aged 52, was appointed as an executive Director of the Company on May 17, 2000 and is the executive vice-chairman of the Company. Ms. Chen has been the chairman of Pollon Group, a private investment group, which invests in power plants, telecommunications and property development in the PRC, since its inception in 1989 and was previously the chief executive officer of the Company till May 2014. Ms. Chen is a member of the Chinese National People's Political Consultative Committee and has been a Permanent Honorary President of Friends of Hong Kong Association Limited since 1989. Ms. Chen obtained a master's degree in business administration from Peking University in July 2010.

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Saved as disclosed herein, Ms. Chen did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years and, save for directorships in certain subsidiaries of the Company, did not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Uni-Tech International Group Limited is wholly-owned by 21CN Corporation and 21CN Corporation is owned as to 100% by Pollen Internet Corporation, which is wholly owned by Ms. Chen. Therefore, Ms. Chen is deemed to be interested in the 777,484,030 Shares (representing 9.51% of the issued share capital of the Company) held by Uni-Tech International Group Limited within the meaning of Part XV of the SFO. Save as disclosed in the foregoing, she was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did she have any relationship with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company.

Ms. Chen has entered into an appointment letter with the Company for a term of one year commencing from August 30, 2012, which is renewable for a one-year period upon expiry of each term. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Ms. Chen received a director's fee of HK\$100,000 for April 2014. From May 1, 2014, Ms. Chen has not and will not receive any director's fee.

(2) MR. WANG LEI

Mr. WANG Lei (王磊), aged 35, was appointed as an executive Director and the chief executive officer of the Company on April 17, 2015. Prior to his current position, Mr. Wang was the general manager of Alibaba Group's Taobao Diandian business from September 2013. Mr. Wang has held various positions within Alibaba Group since he joined in 2003, including customer relationship management product manager and Alibaba call center project manager from September 2003 to December 2005, P4P project manager of Yahoo China from January 2006 to May 2007, senior manager of Alimama product and operations department from June 2007 to December 2008, B2B advertising product and operations department director from January 2009 to May 2011, senior director of B2B advertising service department and commercial product department from June 2011 to July 2012 and O2O workshop senior director of Alibaba Group's mobile Internet business department from August 2012 to August 2013. Mr. Wang obtained a bachelor's degree in engineering from China Jiliang University, PRC in June 2001.

As at the Latest Practicable Date, Mr. Wang has interests in 8,775,000 underlying shares of the Company in respect of 7,491,000 Options granted and 1,284,000 RSUs conditionally granted to him by the Board under the Share Award Scheme, which in aggregate represent 0.11% of the total issued capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Wang has not held any interests in the shares of the Company within the meaning of the SFO.

Save as disclosed above, Mr. Wang has not held any other directorships within any public listed companies in the past three years and does not hold any other position within the Group. Save as disclosed above, Mr. Wang is not connected with any directors, senior management or substantial or controlling shareholders of the Company, and has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the Shareholders.

Mr. Wang has entered into an appointment letter with the Company for a term of one year commencing from April 17, 2015, which is renewable for a one-year period upon expiry of each term. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Wang is entitled to receive a director's fee of RMB100,000 per month and other discretionary emoluments to be determined by the Board with reference to the terms of the Company's remuneration policy.

LETTER FROM THE BOARD

NON-EXECUTIVE DIRECTORS

(3) MR. WU YONGMING

Mr. WU Yongming (吳泳銘), aged 40, was appointed as a non-executive Director and Chairman of the Company on April 17, 2015. Mr. Wu has been a senior vice president of the Alibaba Group since June 2010 and has been a special assistant to the chairman of the board of directors of Alibaba Holding since September 2014. Mr. Wu also served as technology director of Alibaba (China) Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司) from September 1999, technology director of Alipay (China) Information Technology Co., Ltd. (支付寶(中國)網絡技術有限公司) from December 2004, P4P business director of Alibaba Group from November 2005, general manager of Hangzhou Alimama Technology Co., Ltd.* (杭州阿里媽媽網絡技術有限公司) from December 2007, chief technology officer of Taobao (China) Software Co., Ltd.* (淘寶(中國)軟件公司) from September 2008, and was responsible for Alibaba Group's search business, advertising business and mobile business from October 2011. Mr. Wu was previously a director of AutoNavi Holdings Limited, a then NASDAQ-listed company, from May 2013 to July 2014. Mr. Wu obtained a bachelor's degree in computer science from Zhejiang University of Technology, PRC in June 1996.

As at the Latest Practicable Date, Mr. Wu does not have any interests in the shares of the Company within the meaning of the SFO. Save as disclosed above, Mr. Wu has not held any other directorships within any public listed companies in the past three years and does not hold any other position within the Group. Save as disclosed above, Mr. Wu is not connected with any directors, senior management or substantial or controlling shareholders of the Company, and has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the Shareholders.

Mr. Wu has entered into an appointment letter with the Company for a term of one year commencing from April 17, 2015, which is renewable for a one-year period upon expiry of each term. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Except for the annual fee of HK\$20,000 with respect to his appointment as the chairman of the nomination committee of the Board, the appointment letter of Mr. Wu with respect to his appointment as a non-executive Director and the chairman of the Board does not specify his remuneration. His director's remuneration will be disclosed pursuant to the Listing Rules when it is fixed by the Board.

(4) MR. TSAI CHUNG, JOSEPH

Mr. TSAI Chung, Joseph (蔡崇信), aged 51, was appointed as a non-executive Director on September 8, 2015. Mr. Tsai joined Alibaba Group in 1999 as a member of the Alibaba founding team and has served as the executive vice chairman of Alibaba Holding (stock code: BABA) since May 2013. Mr. Tsai previously served as Alibaba Holding's chief financial officer and has been a member of Alibaba Holding's board of directors since its formation. From 1995 to 1999, Mr. Tsai worked in Hong Kong with Investor AB, the main investment vehicle of Sweden's Wallenberg family, where he was responsible for Asian private equity investments. Prior to that, he was vice president and general counsel of Rosecliff, Inc., a management buyout firm based in New York. From 1990 to 1993, Mr. Tsai was an associate attorney in the tax group of Sullivan & Cromwell LLP, a New York-based international law firm. Mr. Tsai serves on the boards of directors of several of Alibaba Group's investee companies. Mr. Tsai is qualified to practice law in the State of New York. He received his bachelor's degree in Economics and East Asian Studies from Yale College and a juris doctor degree from Yale Law School.

As at the Latest Practicable Date, Mr. Tsai does not have any interests in the shares of the Company within the meaning of the SFO. Save as disclosed above, Mr. Tsai has not held any other directorships within any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Tsai has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders.

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Mr. Tsai has entered into an appointment letter with the Company for a term of one year commencing from September 8, 2015, which is renewable for a one-year period upon expiry of each term. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. The appointment letter of Mr. Tsai with respect to his appointment as a non-executive Director does not specify his remuneration. His director's remuneration will be disclosed pursuant to the Listing Rules when it is fixed by the Board.

(5) MS. HUANG AIZHU

Ms. HUANG Aizhu (黃愛珠), aged 47, was appointed as a non-executive Director on September 8, 2015. Ms. Huang has been a senior director of Tmall since November 2011. Prior to joining Alibaba Group, Ms. Huang worked as a product vice-president for Shanghai Yishiduo e-Commerce Company Limited* (上海益實多電子商務有限公司) (more commonly known as Yihaodian) and was responsible for its pharmaceutical, food and beverage, beauty care, household cleaning, and mothercare and toys product lines. Ms. Huang previously also worked at Amazon China Information Service (Beijing) Company Limited* (亞馬遜中國資訊服務(北京)有限公司) as a chief editor. Ms. Huang obtained a bachelor's degree in mechanical engineering from Harbin University of Science and Technology, PRC in July 1992.

As at the Latest Practicable Date, Ms. Huang does not have any interests in the shares of the Company within the meaning of the SFO. Save as disclosed above, Ms. Huang has not held any other directorships within any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Ms. Huang has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders.

Ms. Huang has entered into an appointment letter with the Company for a term of one year commencing from September 8, 2015, which is renewable for a one-year period upon expiry of each term. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. The appointment letter of Ms. Huang with respect to her appointment as a non-executive Director does not specify her remuneration. Her director's remuneration will be disclosed pursuant to the Listing Rules when it is fixed by the Board.

(6) MR. KANG KAI

Mr. KANG Kai (康凱), aged 38, was appointed as a non-executive Director on September 8, 2015. Mr. Kang has been a director of Tmall and head of Tmall's medical and healthcare business since he joined Alibaba Group in July 2014. Mr. Kang was previously the chief operating officer of Beijing Haoyaoshi Pharmacy Chain Co., Ltd.* (北京好藥師大藥房連鎖有限公司) and before that, he was a member of management of Leyou (China) Chain Supermarket Company Limited* (樂友(中國)超市連鎖有限公司) where he was responsible for formulating and implementing the goals and strategies for the company's e-commerce business. He was vice-president, health products business for Shanghai Yishiduo e-Commerce Company Limited* (上海益實多電子商務有限公司) (more commonly known as Yihaodian) from October 2009 to December 2010. Mr. Kang was also a deputy general manager of Jinxiang Internet Technology Co., Ltd* (北京金象在綫網絡科技有限公司), from April 2007 to September 2009. Mr. Kang obtained a bachelor's degree in computer science and engineering from the Beijing University of Technology, PRC in July 1999 and a master of science degree in multimedia and internet computing from the Loughborough University, United Kingdom in December 2003.

As at the Latest Practicable Date, Mr. Kang does not have any interests in the shares of the Company within the meaning of the SFO. Save as disclosed above, Mr. Kang has not held any other directorships within any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Kang has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders.

LETTER FROM THE BOARD

Mr. Kang has entered into an appointment letter with the Company for a term of one year commencing from September 8, 2015, which is renewable for a one-year period upon expiry of each term. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. The appointment letter of Mr. Kang with respect to his appointment as a non-executive Director does not specify his remuneration. His director's remuneration will be disclosed pursuant to the Listing Rules when it is fixed by the Board.

INDEPENDENT NON-EXECUTIVE DIRECTOR

(7) MR. YAN XUAN

Mr. YAN Xuan (嚴旋), aged 53, was appointed as an independent non-executive Director of the Company on May 9, 2014. Appointed in June 2011, Mr. Yan is President, Greater China for Nielsen Holdings N.V. and leads Nielsen Holdings N.V.'s business initiatives in mainland China, Hong Kong, Taiwan and Macau. Before joining Nielsen Holdings N.V., Mr. Yan spent close to two decades in China in senior and executive positions with leading global companies, such as AT&T, Microsoft Corporation, Oracle Corporation and Qualcomm Incorporated. Mr. Yan was previously a vice chairman of the board of governors of American Chamber of Commerce in China from January to December 2008 as well as a member of the board of directors of the United States Information Technology Office. Mr. Yan Xuan also served as a director or vice-chairman on the boards of directors of several US-China telecom equipment and software joint ventures. Mr. Yan received his juris doctor from Duke University School of Law, U.S. as a Richard M. Nixon Scholar in 1987, and attended the Advanced Management Program at Harvard Business School, U.S. in 2000.

Saved as disclosed herein, Mr. Yan did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years and did not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Yan was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did he have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Yan has entered into an appointment letter with the Company for a term of one year commencing from May 9, 2014, which is renewable for a one-year period upon expiry of each term. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Yan is entitled to a director's fee of HK\$200,000 per annum, an emolument of HK\$40,000 for being a member of the Audit Committee and Remuneration Committee. Such remuneration has been determined with reference to the experience of Mr. Yan and the prevailing market rate.

* For identification purpose only

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at the Training Theatre, Level 3, IT Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Wednesday, September 30, 2015 at 10:30 a.m. is set out on pages 13 to 16 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

No Shareholder is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-Laws.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution set out in the notice of the Annual General Meeting put to the vote of the Annual General Meeting pursuant to bye-law 70 of the Bye-Laws and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed Issue Mandate, Repurchase Mandate, Share Award Mandate and the re-election of Directors are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the Annual General Meeting.

Your attention is also drawn to the additional information set out in the Appendix to this circular.

By Order of the Board
WANG Lei
Chief Executive Officer and Executive Director

This Appendix includes an explanatory statement required by the Share Repurchase Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed purchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be purchased must be fully paid up.

2. FUNDING OF REPURCHASE

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association of the Company, the Bye-laws, the Companies Act, the laws of Bermuda and any other applicable laws.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,172,644,639 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 817,264,463 Shares.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors have no present intention to exercise the general mandate in full to repurchase Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited consolidated accounts of the Company as at March 31, 2015, being the date to which the latest published audited accounts of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the memorandum of association of the Company and the Bye-laws.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

In the event that the Repurchase Mandate is exercised in full by the Directors, the Directors believe that such increase will not give rise to an obligation of any Shareholders to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% under Rule 8.08 of the Listing Rules.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date quoted on the website of the Stock Exchange were as follows:

	Highest traded price <i>HK\$</i>	Lowest traded price <i>HK\$</i>
2014		
July	6.33	5.81
August	6.63	5.79
September	6.52	4.51
October	5.18	3.81
November	6.26	4.72
December	5.71	4.90
2015		
January	5.62	4.90
February	5.45	4.89
March	7.11	5.24
April	14.32	10.00
May	12.60	10.20
June	11.30	7.98
July	8.32	4.10
August	7.20	4.75
September (up to Latest Practicable Date)	5.37	4.93

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Alibaba Health Information Technology Limited (the “Company”) will be held at the Training Theatre, Level 3, IT Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Wednesday, September 30, 2015 at 10:30 a.m. (the “Annual General Meeting”) to transact the following business:

As ordinary business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended March 31, 2015.
2. To re-elect retiring directors of the Company (the “Directors”), namely (a) Ms. CHEN Xiao Ying as executive Director, (b) Mr. WANG Lei as executive Director, (c) Mr. WU Yongming as non-executive Director, (d) Mr. TSAI Chung, Joseph as non-executive Director, (e) Ms. HUANG Aizhu as non-executive Director, (f) Mr. KANG Kai as non-executive Director, and (g) Mr. YAN Xuan as independent non-executive Director; and to authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business

To consider and, if though fit, pass with or without amendments, the following resolutions:

Ordinary Resolutions:

4. “THAT:
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (the “Shares”) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by the shareholders of the Company; or
 - (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) an issue of Share as scrip dividends or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda.

“**Rights Issue**” means an offer of Shares or warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in ordinary resolution no.4 set out in the notice convening this meeting) of all the powers of the Company to purchase Shares (as defined in ordinary resolution no.4 set out in the notice convening this meeting) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly.”
6. “**THAT** conditional upon the passing of the ordinary resolutions nos.4 and 5 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company under ordinary resolution no.4 as set out in the notice convening this meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Shares (as defined in ordinary resolution no.4 set out in the notice convening this meeting) repurchased by the Company pursuant to the general mandate approved in ordinary resolution no.5 as set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said resolution.”
7. “**THAT** the exercise by the directors of the Company (the “**Directors**”) of all powers of the Company to grant awards of options and/or restricted share units (the “**RSUs**”) pursuant to the share award scheme adopted by the Company on November 24, 2014 (the “**Share Award Scheme**”) in respect of a maximum number of the underlying new shares that is equivalent to 3 per cent. of the shares in issue as at the date of passing this resolution during the period from the date of passing this resolution 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 this resolution is varied or revoked by an ordinary resolution of the Company’s 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, be and is hereby generally and unconditionally approved.”

By Order of the Board
ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED
WANG Lei
Chief Executive Officer and Executive Director

Hong Kong, September 10, 2015

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton, HM 12
Bermuda

Head office and principal place of business in Hong Kong:
26/F Tower One
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the Annual 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 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, 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. As at the date of this notice, the board of the directors of the Company comprises nine directors, of which (i) two are executive Directors, namely Ms. CHEN Xiao Ying and Mr. WANG Lei; (ii) four are non-executive Directors, namely Mr. WU Yongming, Mr. TSAI Chung, Joseph, Ms. HUANG Aizhu and Mr. KANG Kai; and (iii) three are independent non-executive Directors, namely Mr. YAN Xuan, Mr. LUO Tong and Mr. WONG King On, Samuel.
6. The retiring Directors standing for re-election at the Annual General Meeting are Ms. CHEN Xiao Ying, Mr. WANG Lei, Mr. WU Yongming, Mr. TSAI Chung, Joseph, Ms. HUANG Aizhu, Mr. KANG Kai and Mr. YAN Xuan.
7. In the event of a conflict between any translation and the English text hereof, the English text will prevail.