



# ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED

## 阿里健康信息技術有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00241)

### Form of proxy for use at the special general meeting (or at any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01 each in the capital of ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED (the "Company"), HEREBY APPOINT the chairman of the special general meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the special general meeting (the "Meeting") (or at any adjournment thereof) of the Company, to be held at 19/F, Building B, Greenland Center, Chaoyang District, Beijing, the PRC on Wednesday, August 1, 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendment or modification, the resolutions set out in the notice convening the Meeting (the "Notice") and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions (with or without amendment or modification) as hereinafter indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	
1.	(a)	the share purchase agreement entered into between the Company and Ali JK Nutritional Products Holding Limited on May 28, 2018 (the "Share Purchase Agreement") and the connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and		
	(b)	any one or more of the directors of the Company (the "Directors") for and on behalf of the Company, be and are hereby authorized to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary, desirable or expedient to give effect to and/or to implement the transactions contemplated in resolution 1(a).		
2.	(a)	subject to the passing of resolutions 1(a) and 1(b) and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the 1,827,586,207 shares in the Company in aggregate as consideration under the Share Purchase Agreement (the "Consideration Shares"), the grant of a specific mandate to the Directors with the power and authority to allot and issue the Consideration Shares to Ali JK Nutritional Products Holding Limited in accordance with the terms of the Share Purchase Agreement be and are hereby approved; and		
	(b)	any one or more of the Directors for and on behalf of the Company, be and are hereby authorized to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary, desirable or expedient to give effect to and/or to implement the transactions contemplated in resolution 2(a).		
3.	(a)	subject to the passing of resolutions 1(a) and 1(b), the software services agreement entered into between Hangzhou Hengping Health Technology Co., Ltd* (杭州衡憑健康科技(中國)有限公司), Zhejiang Tmall Technology Co., Ltd* (浙江天貓技術有限公司) and Zhejiang Tmall Network Co., Ltd* (浙江天貓網絡有限公司) on May 28, 2018, the non-exempt continuing connected transactions contemplated thereunder and the proposed annual caps for the years ending March 31, 2019, 2020 and 2021, be and are hereby approved, confirmed and ratified; and		
	(b)	any one or more of the Directors for and on behalf of the Company, be and are hereby authorized to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary, desirable or expedient to give effect to and/or to implement the transactions contemplated in resolution 3(a).		
4.	(a)	subject to the passing of resolutions 1(a) and 1(b), the services amendment agreement entered into between Alibaba Health Technology (China) Company Limited* (阿里健康科技(中國)有限公司), Zhejiang Tmall Network Co., Ltd* (浙江天貓網絡有限公司) and Zhejiang Tmall Technology Co., Ltd* (浙江天貓技術有限公司) on May 28, 2018, the continuing connected transactions contemplated thereunder and the proposed annual cap for the year ending March 31, 2019, be and are hereby confirmed, approved and ratified; and		
	(b)	any one or more of the Directors for and on behalf of the Company, be and are hereby authorized to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary, desirable or expedient to give effect to and/or to implement the transactions contemplated in resolution 4(a).		

Signature<sup>6</sup> \_\_\_\_\_

Dated \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy, other than the chairman of the Meeting is preferred, strike out "the chairman of the special general meeting or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In order to be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy hereof, must be lodged at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form.
- Your Personal Data will not be transferred to other third parties (other than the Hong Kong Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

\* English name for identification purpose only.