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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)

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 Prestige & Leadership Meeting Room, Regus Business Centre, 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, November 6, 2015 at 10:30 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. (a) To approve and confirm the conditional grant of restricted share units (“**RSUs**”) to the following persons in accordance with the terms of the share award scheme adopted by the Company on November 24, 2014 (the “**Share Award Scheme**”), subject to all applicable laws, rules, regulations and the applicable award document(s) (the “**Conditional RSU Grant**”):
 - (i) 1,284,000 RSUs to Mr. WANG Lei, the Chief Executive Officer and an executive director of the Company, and a director of Alibaba Health Technology (Beijing) Company Limited and CITIC 21CN (China) Technology Company Limited, both a subsidiary of the Company;
 - (ii) 758,000 RSUs to Mr. MENG Changan, a director of Alibaba Health Technology (Beijing) Company Limited and CITIC 21CN (China) Technology Company Limited, both a subsidiary of the Company;
 - (iii) 852,000 RSUs to Ms. MA Li, a director of Alibaba Health Technology (Beijing) Company Limited, a subsidiary of the Company;
 - (iv) 568,000 RSUs to Mr. WANG Peiyu, a director of CITIC 21CN (China) Technology Company Limited, a subsidiary of the Company;

- (b) To authorize any one or more of the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Conditional RSU Grant (the “**Award Shares**”) under the specific mandate granted to the Directors by the shareholders of the Company at the special general meeting of the Company held on November 24, 2014 in accordance with the terms the Share Award Scheme, such that the Award Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Award Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this Resolution 1.

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

Hong Kong, October 20, 2015

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 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. In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text.
6. As at the date of this announcement, the Board 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.