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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 “**SGM**”) of Alibaba Health Information Technology Limited (the “**Company**”) will be held at Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong immediately after the conclusion of the special general meeting (or any adjournment thereof) of the Company to be held at the same location on Monday, March 30, 2020 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**

##### **Resolutions in relation to the Share Purchase Agreement**

1. “**THAT**

- (a) the share purchase agreement entered into between the Company and Ali JK Nutritional Products Holding Limited on February 6, 2020 (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**”) or the company secretary of the Company (the “**Company Secretary**”) 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).”

**Resolutions in relation to the conditional grant of the specific mandate for the allotment and issue of the Consideration Shares**

2. “THAT

- (a) subject to the passing of resolutions no. 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 860,874,200 Shares 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 or the Company Secretary 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).”

**Resolutions in relation to the Framework Technical Services Agreement**

3. “THAT

- (a) subject to the passing of resolutions no. 1(a) and (b), the framework technical services agreement entered into between the Company and Taobao Holding Limited on February 6, 2020, the non-exempt continuing connected transactions contemplated thereunder and the proposed annual caps for the years ending March 31, 2021, 2022 and 2023, be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the Directors or the Company Secretary 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).”

By Order of the Board  
**ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED**  
**SHEN Difan**  
*Chief Executive Officer and Executive Director*

Hong Kong, March 11, 2020

*Notes:*

1. All resolutions at the SGM 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 Hong Kong branch share registrar, Tricor Secretaries Limited at Level 54, 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. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the above meeting will be Tuesday, March 24, 2020. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, March 24, 2020.
6. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.
7. As at the date of this notice, the Board comprises eight directors, of whom (i) two are executive Directors, namely, Mr. SHEN Difan and Mr. WANG Qiang; (ii) three are non-executive Directors, namely Mr. WU Yongming, Mr. WANG Lei and Mr. XU Hong; and (iii) three are independent non-executive Directors, namely Mr. LUO Tong, Mr. WONG King On, Samuel and Ms. HUANG Yi Fei (Vanessa).