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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)**

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

The Board announces that, in order to, *inter alia*, (i) allow electronic and hybrid general meetings to be convened; (ii) reflect certain amendments in the applicable laws of Bermuda; and (iii) make other consequential and housekeeping changes, the Board proposes to seek Shareholders' approval by way of a special resolution to amend the Existing Bye-Laws by way of adoption of the New Bye-Laws in substitution for and to the exclusion of the Existing Bye-Laws.

The proposed adoption of the New Bye-Laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming Annual General Meeting. A circular containing, among other matters, details of the Proposed Amendments, the proposed New Bye-Laws, together with a notice convening the Annual General Meeting, will be despatched to the Shareholders on or around June 30, 2020.

### **PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS**

This announcement is made by Alibaba Health Information Technology Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose certain amendments to the existing bye-laws of the Company (the “**Existing Bye-Laws**”) by way of adoption of the new bye-laws (the “**New Bye-Laws**”) in substitution for and to the exclusion of the Existing Bye-Laws. The proposed adoption of the New Bye-Laws is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on July 30, 2020 (the “**Annual General Meeting**”) and, if approved, will become effective upon such approval.

A summary of the areas under the Existing Bye-Laws which will be subject to material change (the “**Proposed Amendments**”) is set out as follows:

1. to allow all general meetings (including annual general meetings and any adjourned meetings) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
2. to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant bye-laws;
3. to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
4. to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
5. to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
6. to provide that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
7. to make other related amendments, including, for example, inserting the definition of “electronic communication” and make consequential amendments in line with the above amendments;

8. to extend the time limit for a quorum to be present in a meeting convened on the requisition of members or in other adjourned meetings to thirty (30) minutes before such meeting(s) shall be dissolved;
9. to provide that the proceedings on a substantive resolution shall not be invalidated by any error of the chairman of the meeting in ruling out of order the amendment proposed to such resolution under consideration but in good faith;
10. to include that each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably expected to be incurred by him in attending meetings of the Company;
11. to provide that the Board shall have the power to resolve that the Company be discontinued in Bermuda and continued in a named country or jurisdiction outside Bermuda;
12. to specify that, unless required otherwise by the Listing Rules, a resolution in writing by a majority of the Directors or members of a committee of the Board (the “**Board Committee**”) or their respective alternates, who are entitled to receive notice of the Board meeting or Board Committee meeting and vote on the resolution at such meeting, shall be as valid and effectual as if a resolution had been passed at a Board meeting or Board Committee meeting duly convened and held, provided that (i) such number is sufficient to constitute a quorum; (ii) a copy of such resolution has been given to all Directors or Board Committee members or their respective alternates in the same manner as notices of meetings are required to be given pursuant to the New Bye-Laws; and (iii) no Director or Board Committee member (or his alternate) is aware of or has received any objection to the resolution from any Director or Board Committee member (or his alternate);
13. to provide that each member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company, except for any matters relating to fraud or dishonesty of such Director;
14. to remove the Existing Bye-Law which allows the resolutions in respect of the appointment of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested to be separated such that each of the Directors shall be entitled to vote in such separate resolutions except for that concerning his own appointment and except where the Director together with any of his associates owns five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of the aforesaid other company;

15. to remove the Existing Bye-Law which allows a Director to vote on any resolution of the Board approving any contract or arrangement where the Director or his associate(s) is/are interested only as an officer or executive or shareholder other than a company in which the Director and/or his associates(s) is/are beneficially interested in the shares of that company, provided that the Director and his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third party company through which his/his associates' interest is derived);
16. to remove the Existing Bye-Law which provides that retiring Directors who have not had their places filled at any general meeting shall be deemed to have been re-elected, and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled;
17. to remove the provision that any Shareholder may notify the Company in writing of an address in Hong Kong or such other territory as the Directors may from time to time decide which for the purpose of service of notice shall be deemed to be his registered address; and
18. other amendments to better align with the wordings in the applicable laws of Bermuda.

#### **REASONS FOR THE PROPOSED AMENDMENTS**

The reasons for the Proposed Amendments and the adoption of the New Bye-Laws are to: (i) allow electronic and hybrid general meetings to be convened; (ii) reflect certain amendments in the applicable laws of Bermuda; and (iii) make other consequential and housekeeping changes. The Board considers that the Proposed Amendments and the adoption of the New Bye-Laws are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the Proposed Amendments, the proposed New Bye-Laws and the notice convening the Annual General Meeting will be despatched to the Shareholders on or around June 30, 2020.

For and on behalf of the Board  
**Alibaba Health Information Technology Limited**  
**ZHU Shunyan**  
*Chairman and Chief Executive Officer*

Hong Kong, June 29, 2020

*As at the date of this announcement, the Board comprises eight Directors, of which (i) two are executive Directors, namely Mr. ZHU Shunyan 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).*