



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)

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

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² 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 or³ _____
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 Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, November 24, 2014 at 10:30 a.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.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
(a)	To approve the amendments to the bye-laws of the Company as described in the Notice.		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
(b)	Subject to the passing of the special resolution (a), to authorise any one director or the company secretary of the Company to make all such filings as may be required with the Registrar of Companies in Bermuda and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") accordingly and do all such things and undertake all such matters as may be required to give effect to, or as a consequence of passing, such special resolution.		
(c)	To approve the termination of the existing share option scheme of the Company adopted on August 29, 2013 (the "Existing Share Option Scheme"), subject to and conditional upon the approval and adoption of the rules of the Share Award Scheme (as defined below) and that the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares of the Company to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme (as defined below).		
(d)	To approve and adopt the rules of the new share award scheme of the Company, a copy of which marked "A" is produced to the Meeting and for the purpose of identification signed by the Chairman thereof (the "Share Award Scheme"), subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares of the Company to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme.		
(e)	To authorise the board of directors of the Company (the "Board") to grant awards of options or restricted share units ("RSUs") pursuant to the Share Award Scheme and to allot and issue shares, direct and procure any professional trustee as may be appointed by the Company to assist with the administration, exercise and vesting of options and RSUs to transfer shares and otherwise deal with shares underlying the options and/or RSUs granted pursuant to the Share Award Scheme as and when they vest or are exercised (as the case may be).		
(f)	To approve the grant of a mandate authorising the Board 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 equal to 3 per cent. of the shares in issue as at the date of adoption of the Share Award Scheme during the period from the date of adoption 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 the resolution granting such authorisation is varied or revoked by ordinary resolution of the 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.		

Signature⁶ _____

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 INITIALLED 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 head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorised.
- 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.