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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 Units 2302–2305, 23/F., Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, March 29, 2019 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

“**THAT**

1. the 2020 outsourced services framework agreement entered into between Alibaba Health Information Technology (Beijing) Co., Ltd.* (阿里健康信息技術(北京)有限公司) and Taobao Holding Limited, on January 30, 2019, the continuing connected transactions contemplated thereunder and the proposed annual cap for the year ending March 31, 2020, be and are hereby confirmed, approved and ratified;
2. the 2020 platform services agreement entered into between the Company and Alibaba Group Holding Limited (“**Alibaba Holding**”) on January 30, 2019, the continuing connected transactions contemplated thereunder and the proposed annual cap for the year ending March 31, 2020, be and are hereby confirmed, approved and ratified;
3. the 2020 advertising services framework agreement entered into between the Company and Alibaba Holding on January 30, 2019, the continuing connected transactions contemplated thereunder and the proposed annual cap for the year ending March 31, 2020, be and are hereby confirmed, approved and ratified; and

- 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 the Resolutions 1 to 3.”

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

Hong Kong, March 13, 2019

Notes:

- 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.
- 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.
- 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.
- 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 22, Hopewell Centre, 183 Queen’s Road East, 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.
- The record date for determining the entitlement of the shareholders of the Company to attend and vote at the above meeting will be Monday, March 25, 2019. 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, March 25, 2019.
- 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 Ms. ZHANG Yu; and (iii) three are independent non-executive Directors, namely Mr. YAN Xuan, Mr. LUO Tong and Mr. WONG King On, Samuel.

* *English name for identification purposes only.*