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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TATA Health International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**TATA Health International Holdings Limited**  
**TATA 健康國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1255)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF  
THE COMPANY**

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A notice convening an annual general meeting of the Company to be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the PRC on Wednesday, 8 June 2022 at 11:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.s-culture.com](http://www.s-culture.com)).

Whether or not you are able to attend the 2022 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2022 AGM (i.e. not later than 11:00 a.m. on Monday, 6 June 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2022 AGM if they so wish.

**PRECAUTIONARY MEASURES FOR THE 2022 AGM**

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease ("COVID-19") at the 2022 AGM, including:

- **compulsory temperature checks;**
- **wearing of surgical face masks; and**
- **no distribution of corporate gifts and refreshments.**

**Any person who does not comply with the precautionary measures may be denied entry into the 2022 AGM venue. Attendees are required to wear surgical face masks and the Company reminds Shareholders that they may appoint the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.**

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## PRECAUTIONARY MEASURES FOR THE 2022 AGM

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In view of the ongoing COVID-19 pandemic and recent requirements for the prevention and control of its spread, the Company will implement the following preventive measures at the 2022 AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the 2022 AGM venue. Any person with a body temperature over 37.4 degrees Celsius may be denied entry into the 2022 AGM venue or be required to leave the 2022 AGM venue;
- (ii) attendees are required to wear surgical face masks inside the 2022 AGM venue at all times, and to maintain a safe distance between seats; and
- (iii) no refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the 2022 AGM venue or require any person to leave the 2022 AGM venue in order to ensure the health and safety of the attendees at the 2022 AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the 2022 AGM is not mandatory for the purpose of exercising voting rights. As an alternative, by using a form of proxy with voting instructions inserted, Shareholders may appoint the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM instead of attending the 2022 AGM in person.

The form of proxy is attached to this circular for Shareholders' use. Alternatively, the form of proxy can be downloaded from the "Investor Relations" section of the Company's website at [www.s-culture.com](http://www.s-culture.com) or the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your bank or broker or custodian (as the case may be) to assist you in the appointment of a proxy.

If Shareholders choosing not to attend the 2022 AGM in person have any questions about the relevant resolutions, or about the Company or any matters which they wish to communicate with the Board, they are welcome to contact the Company via the Investor Relations department as follows:

Investor Relations Department  
Email: [ir@s-culture.com](mailto:ir@s-culture.com)  
Tel: 852 2612 0003  
Fax: 852 2549 1117

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## PRECAUTIONARY MEASURES FOR THE 2022 AGM

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If Shareholders have any questions relating to the 2022 AGM, please contact the Company's branch share registrar, Tricor Investor Services Limited, as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: 852 2980 1333  
Fax: 852 2810 8185

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the 2022 AGM arrangements when and as appropriate.

Shareholders are reminded to check the Company's website and/or the Stock Exchange's website for future announcement(s) and updates on the 2022 AGM arrangements.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2022 AGM”	the annual general meeting of the Company to be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the PRC on Wednesday, 8 June 2022 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Chairman”	the chairman of the Board;
“Company”	TATA Health International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company currently in force;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;

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## DEFINITIONS

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“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

**TATA Health International Holdings Limited**

**TATA 健康國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1255)**

*Executive Directors:*

Mr. Yang Jun (*Chairman*)

Mr. Lai Wenjing

*Non-executive Directors:*

Mr. Lin Zheming

Mr. Lin Jun

Mr. Chu Chun Ho, Dominic

Mr. Chen Anhua

*Independent Non-executive Directors:*

Mr. Xie Rongxing

Prof. Yan Haifeng

Ms. Tan Yuying

*Registered Office:*

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Flat F-J, 11th Floor

Block 2, Kwai Tak Industrial Centre

15-33 Kwai Tak Street

Kwai Chung

New Territories

Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE DIRECTORS OF THE COMPANY**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2022 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 28 June 2021, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Up to the Latest Practicable Date, such mandate had not been used and, if not used by the date of the 2022 AGM, will lapse at the conclusion of the 2022 AGM.

Ordinary resolutions will be proposed at the 2022 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 24,284,500 Shares on the basis that the total number of Shares in issue (i.e. 242,845,000 Shares) remains unchanged as at the date of the 2022 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 48,569,000 Shares on the basis that the total number of Shares in issue (i.e. 242,845,000 Shares) remains unchanged as at the date of the 2022 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the 2022 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2022 AGM as set out on pages 17 to 20 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to Article 108 of the Articles of Association, Mr. Lin Zheming, Mr. Chen Anhua and Ms. Tan Yuying shall retire by rotation at the 2022 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2022 AGM.

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## LETTER FROM THE BOARD

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Ms. Tan Yuying, the retiring independent non-executive Director, has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, the Company's corporate strategies, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the 2022 AGM. The Company considers that the retiring independent non-executive Director (i) is independent according to the independence guidelines set out in the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company's affairs, given her good attendance record to meetings; and (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Ms. Tan Yuying's academic background and management experience will contribute to the diversity of the Board.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any Director(s) proposed to be re-elected or proposed new Director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three Directors are set out in Appendix II to this circular.

#### **4. 2022 AGM AND PROXY ARRANGEMENT**

The notice of the 2022 AGM is set out on pages 17 to 20 of this circular. At the 2022 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2022 AGM. An announcement on the poll results will be made by the Company after the 2022 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the 2022 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.s-culture.com](http://www.s-culture.com)). Whether or not you are able to attend the 2022 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2022 AGM (i.e. not later than 11:00 a.m. on Monday, 6 June 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2022 AGM if you so wish and in such event, your form of proxy shall be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting and extension of the Issuance Mandate and the re-election of the Directors are in the interests of the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2022 AGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: (i) Appendix I — Explanatory Statement on the Buyback Mandate; and (ii) Appendix II — Details of the Directors Proposed to be Re-elected at the 2022 AGM.

### 7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,  
By order of the Board  
**Yang Jun**  
*Chairman*

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 AGM in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR THE REPURCHASE OF SHARES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so, if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 242,845,000.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the 2022 AGM in respect of the granting of the Buyback Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2022 AGM, i.e. being 242,845,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 24,284,500 Shares, representing 10% of the total number of Shares in issue as at the date of the 2022 AGM.

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## 5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Shang Ying Financial Holding Co., Limited ("**Shang Ying Financial**") was interested in 149,993,617 Shares, representing approximately 61.77% of the total number of issued Shares. Shang Ying Financial is a wholly-owned subsidiary of Shang Ying International Holdings Limited, which in turn is wholly owned by Mr. Yang Jun, the Chairman.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2022 AGM, the shareholding interest of Shang Ying Financial in the Company would be increased to approximately 68.63% of the total number of issued Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. The Listing Rules also prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be in public hands. The Directors therefore would not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

## 6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months immediately preceding and up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	7.700	5.490
May	8.500	5.290
June	8.490	6.300
July	8.080	5.590
August	7.200	5.990
September	6.720	2.000
October	2.300	1.450
November	1.580	1.200
December	1.600	1.180
<b>2022</b>		
January	1.780	1.400
February	1.600	1.100
March	1.300	0.920
April (up to and including the Latest Practicable Date)	1.300	0.990

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2022 AGM according to the Articles of Association, are provided below.

**(1) MR. LIN ZHEMING**

**Position and experience**

**Mr. Lin Zheming** (“**Mr. Lin**”), aged 42, has been re-designated as a non-executive Director with effect from 1 September 2019. Prior to the re-designation, Mr. Lin had been an executive Director from June 2017 to August 2019 and the chief financial officer of the Company from August 2017 to August 2019.

He has obtained a Bachelor’s degree in management, major in accounting, from Shanghai University of Finance and Economics. Mr. Lin is a Fellow of CPA Australia and Institute of Directors of the United Kingdom, and is a member of each of The Chinese Institute of Certified Public Accountants, Chartered Professional Accountants of British Columbia, Canada and Institute of Chartered Accountants in England and Wales. He possesses substantial experience in accounting and auditing of large-sized group companies and publicly listed companies and has over 15 years of working experience in financial management, asset management, investment management and capital markets.

Mr. Lin (i) was a director of Shangying Global Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600146) from June 2017 to September 2019; and (ii) was a vice president of Shang Ying Holdings Group Limited (“**Shang Ying Holdings**”), a company controlled and chaired by Mr. Yang Jun, the Chairman, an executive Director and the controlling Shareholder, from October 2016 to August 2019. Prior to joining Shang Ying Holdings, he worked at Fosun Mineral Resources Group as a senior financial director from September 2015 to October 2016. He worked at Baosteel Group Corporation (currently known as China Baowu Steel Group Corporation Limited) as a senior manager of asset management from September 2012 to August 2015. He worked in Ernst & Young from December 2005 to August 2012 with his last position as an audit manager.

Save as disclosed above, Mr. Lin did not hold other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the Latest Practicable Date.

**Length of service**

Pursuant to the letter of appointment issued by the Company to Mr. Lin, his initial term of office is three years from 1 September 2019 and renewable automatically for a successive term of one year, unless terminated by either party giving to the other not less than three months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware and save as disclosed above, Mr. Lin did not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the letter of appointment issued by the Company to Mr. Lin, he is entitled to receive a monthly Director's service fee of HK\$48,000. The above emolument of Mr. Lin is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Lin's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, as at the Latest Practicable Date, there was no information of Mr. Lin to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there were no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

**(2) MR. CHEN ANHUA****Position and experience**

**Mr. Chen Anhua** ("Mr. Chen"), aged 54, has been a non-executive Director since January 2020. He is a senior economist and obtained his Bachelor's degree in economics from Fudan University in 1989. He subsequently obtained a Master's degree in business management from the Central South University in 1997. Mr. Chen was later also awarded the post-experience certificate in engineering business management by the University of Warwick in 2006.

Mr. Chen possesses over 20 years of extensive experience in the areas of commercial banking, asset management and investment. Between January 2002 and September 2015, he worked in the Changsha office of China Great Wall Asset Management Co., Ltd. ("**China Great Wall**") and has served in various vital positions including project manager and section head of both the asset operations department and the investment banking department, and the senior/senior deputy manager of different departments of the Changsha office of China Great Wall. From October 2015

to September 2016, Mr. Chen served in the asset operations department (Division I) of the head office of China Great Wall. Prior to joining the Changsha office of China Great Wall, he worked in the Agricultural Bank of China and had taken up different positions including the deputy head of the branch office in Changsha. Since November 2016, Mr. Chen has been serving as the deputy general manager of China Great Wall AMC (International) Holdings Company Limited.

Mr. Chen has been appointed as a non-executive director of CNQC International Holdings Limited (stock code: 1240) since November 2017 and was a non-executive director of Modern Land (China) Co., Limited (stock code: 1107) from January 2017 to September 2019, respectively, in which the shares of both companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Chen did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the Latest Practicable Date.

#### **Length of service**

Pursuant to the letter of appointment issued by the Company to Mr. Chen, his initial term of office is three years from 23 January 2020 and renewable automatically for a successive term of one year, unless terminated by either party giving to the other not less than three months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

#### **Relationships**

As far as the Directors are aware, Mr. Chen did not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

#### **Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### **Director's emoluments**

Pursuant to the letter of appointment issued by the Company to Mr. Chen, he is entitled to receive a Director's service fee of HK\$145,000 per annum. The above emolument of Mr. Chen is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Chen's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, as at the Latest Practicable Date, there was no other information of Mr. Chen to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there were no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**(3) MS. TAN YUYING****Position and experience**

**Ms. Tan Yuying** (“**Ms. Tan**”), aged 48, has been an independent non-executive Director since May 2020. Ms. Tan is also a member of audit committee of the Company. She graduated with a mechatronics professional degree from Shanghai Polytechnic University in 1999 and with a Bachelor’s degree in management from University of Shanghai for Science and Technology in 2004. Ms. Tan also obtained an Executive Master of Business Administration (EMBA) degree from East China University of Science and Technology in 2018. Ms. Tan was a technical staff of Shanghai Haigong Valve Factory\* (上海海工閥門廠) from July 1994 to January 1998, and is currently the deputy general manager of Shanghai Hongsheng Valve Manufacture Co., Ltd.\* (上海弘盛特種閥門製造有限公司).

Ms. Tan did not hold other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the Latest Practicable Date.

**Length of service**

Pursuant to the letter of appointment issued by the Company to Ms. Tan, her initial term of office is three years from 5 May 2020 and renewable automatically for a successive term of one year, unless terminated by either party giving to the other not less than three months’ prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tan did not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

\* For identification purpose only

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the letter of appointment issued by the Company to Ms. Tan, she is entitled to receive a Director's service fee of HK\$145,000 per annum. The above emolument of Ms. Tan is recommended by the Remuneration Committee and approved by the Board with reference to Ms. Tan's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, as at the Latest Practicable Date, there was no other information of Ms. Tan to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there were no other matters concerning Ms. Tan that need to be brought to the attention of the Shareholders.

# TATA Health International Holdings Limited

## TATA 健康國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1255)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of TATA Health International Holdings Limited (the “**Company**”) will be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the People’s Republic of China on Wednesday, 8 June 2022 at 11:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2021;
2. To re-elect Mr. Lin Zheming as a non-executive Director;
3. To re-elect Mr. Chen Anhua as a non-executive Director;
4. To re-elect Ms. Tan Yuying as an independent non-executive Director;
5. To authorize the board of Directors to fix the respective Directors’ remuneration;
6. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorize the board of Directors to fix the auditor’s remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (the “**Shares**”, each a “**Share**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders (the “**Shareholders**”) in general meetings; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);

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- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into Shares;
- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).” and

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9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of Shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board  
**Yang Jun**  
*Chairman of the Board*

Hong Kong, 29 April 2022

*Notes:*

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar (i.e. Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 11:00 a.m. on Monday, 6 June 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain Shareholders’ eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022 (both days inclusive) during which period no Share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m., on Wednesday, 1 June 2022.
- d. References to time and dates in this Notice are to Hong Kong time and dates.