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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)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES AND ADDITIONAL RESOLUTION TO BE PROPOSED AT THE 2022 ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF THE 2022 ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

The board (the “**Board**”) of directors (the “**Director(s)**”) of TATA Health International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes in members of the Board and composition of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 12 May 2022.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Prof. Yan Haifeng (“**Prof. Yan**”) had tendered his resignation as an independent non-executive Director with effect from 12 May 2022, as he desires to devote more time to his other business commitments.

Prof. Yan has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of Company.

The Board would like to take this opportunity to express its gratitude to Prof. Yan for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Wang Jian (“**Mr. Wang**”) has been appointed as an independent non-executive Director with effect from 12 May 2022.

The biographical details of Mr. Wang are set out as follows:

Mr. Wang Jian, aged 47, graduated from Oxford Brookes University in England with a Bachelor’s Degree in Accounting. He is qualified as a certified public accountant under the Association of Chartered Certified Accountants (ACCA), a certified public accountant in Singapore and a licensed certified public accountant in various countries/regions such as Cambodia and the Association of Southeast Asian Nations (ASEAN). He also holds a Singapore Corporate Registration Board Secretarial Licence.

Mr. Wang founded DMC Consulting Pte Ltd, a Singapore-based accounting firm, in 2009 and has served as the chairman of the board of directors of the company since then. In January 2020, he founded and served as the chairman of the board of directors of New Shine Consulting Co., Ltd, Cambodia. In the past years, Mr. Wang has accumulated over 20 years of extensive experience in business consulting, tax planning, audit and compliance, overseas expansion, business incubation, entrepreneurship guidance and immigration planning in various firms such as Moores Rowland International. As an outstanding entrepreneur, he has actively built a platform for all entrepreneurs from various countries, especially entrepreneurs from China, to achieve win-win cooperation and exchange while serving as the president of the Singapore SME Exchange Summit.

Mr. Wang has entered into an appointment letter with the Company, pursuant to which he has been appointed as an independent non-executive Director for an initial term of three years from 12 May 2022 which is renewable automatically for a successive term of one year until terminated by either party by giving not less than three months’ prior written notice. Pursuant to the articles of association of the Company, (i) Mr. Wang, being a newly appointed independent non-executive Director to fill a causal vacancy, shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting; and (ii) his directorship will also be subject to retirement by rotation and re-election at the annual general meeting of the Company. Mr. Wang is entitled to a Director’s fee of HK\$145,000 per annum under his appointment letter as recommended by the Remuneration Committee and approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Wang does not (i) have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years; (iii) hold any other positions with the Company or its subsidiaries; and (iv) have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Mr. Wang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Save as disclosed above and as at the date of this announcement, the Board is not aware of any other matters relating to Mr. Wang’s appointment that needs to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend a warm welcome to Mr. Wang for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from 12 May 2022:

- (1) Prof. Yan ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, due to his resignation as an independent non-executive Director;
- (2) Mr. Xie Rongxing, an independent non-executive Director, ceased to be the chairman of the Audit Committee but remained as a member of the Audit Committee, and has been appointed as the chairman of the Remuneration Committee; and
- (3) Mr. Wang has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

ADDITIONAL RESOLUTION TO BE PROPOSED AT THE 2022 ANNUAL GENERAL MEETING

Reference is also made to the Company’s circular dated 29 April 2022 (the “**Circular**”), the notice dated 29 April 2022 (the “**Original Notice**”) and the form of proxy (the “**Original Proxy Form**”) in relation to the Company’s annual general meeting to 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. (the “**2022 AGM**”).

Unless defined otherwise, capitalised terms used hereinbelow have the same meanings as those defined in the Circular.

Pursuant to Article 112 of the Articles of Association, Mr. Wang, being a newly appointed independent non-executive Director to fill a causal vacancy, shall hold office only until the first general meeting of the Company after his appointment (i.e. the 2022 AGM) and shall then be subject to re-election at such meeting. Accordingly, Mr. Wang shall retire at the 2022 AGM and he, being eligible, has indicated his willingness to offer himself for re-election at the 2022 AGM.

The Nomination Committee has nominated Mr. Wang to the Board for recommendation to the Shareholders for re-election at the 2022 AGM. The nomination was made in accordance with the Company's director nomination policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy.

The Nomination Committee also took into account the requirement under the Listing Rules relating to the composition of the Board, and the extensive audit and business experience of Mr. Wang. Mr. Wang has also confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee was satisfied with the independence of Mr. Wang and considered him to be suitable to act as an independent non-executive Director as he is able to demonstrate the ability to provide an independent, balanced and objective view to the Company's matters. The Board accepted the nomination from the Nomination Committee and recommended Mr. Wang to stand for re-election by the Shareholders at the 2022 AGM. The Board considers that the re-election of Mr. Wang as an independent non-executive Director is in the interests of the Group and the Shareholders as a whole.

SUPPLEMENTAL NOTICE OF THE 2022 ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

Please refer to the Original Notice in relation to the 2022 AGM, which sets out, *inter alia*, the resolutions to be proposed at the 2022 AGM for the consideration and approval by the Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2022 AGM will be held as originally scheduled 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. for the Shareholders to consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution, in addition to the resolutions as set out in the Original Notice:

ORDINARY RESOLUTION

10. To re-elect Mr. Wang Jian as an independent non-executive Director.

Save as the above additional ordinary resolution, all other proposed resolutions as set out in the Original Notice remain unchanged.

A revised form of proxy for use at the 2022 AGM (the “**Revised Proxy Form**”), with the inclusion of the additional ordinary resolution as set out above together with all other applicable proposed resolutions as set out in the Original Notice, will be sent to the Shareholders as soon as possible. The Shareholders, who have already lodged the Original Proxy Form (sent together with the Circular), are advised to read the notes printed on the Revised Proxy Form for guidance on the completion and submission of the Revised Proxy Form.

By order of the Board
TATA Health International Holdings Limited
Yang Jun
Chairman

Hong Kong, 12 May 2022

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Yang Jun and Mr. Lai Wenjing, four non-executive Directors, namely, Mr. Lin Zheming, Mr. Lin Jun, Mr. Chu Chun Ho, Dominic and Mr. Chen Anhua and three independent non-executive Directors, namely, Mr. Xie Rongxing, Ms. Tan Yuying and Mr. Wang Jian.