
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, 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 **Alibaba Health Information Technology 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 or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares in Alibaba Health Information Technology Limited.

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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)****RENEWAL OF NON-EXEMPT
CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF SPECIAL GENERAL MEETING****Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders****ALTUS CAPITAL LIMITED**

A letter from the Independent Board Committee to the Independent Shareholders is set out on pages IBC-1 to IBC-2 of this circular.

A letter from the Independent Financial Adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders, is set out on pages IFA-1 to IFA-19 of this circular.

A notice convening the SGM to be held at Yuxu Peak Conference Room, VIP Meeting Room 4F-454, Visitor Center, Area A, Alibaba Xixi Campus, West Wen Yi Road, Yu Hang District, Hangzhou, China on Tuesday, March 26, 2024 at 10:30 a.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the SGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/alihealth>).

Whether or not you are able to attend the SGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM if you so wish.

March 6, 2024

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DEFINITIONS

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

“2024 Advertising Services Framework Agreement”	the agreement dated February 8, 2023 entered into between the Company and Alimama
“2024 Framework Technical Services Agreement”	the agreement dated February 8, 2023 entered into between Alibaba Health (Hangzhou), Alibaba Health (Hainan) and the Tmall Entities
“2024 Taobao Framework Technical Services Agreement”	the agreement dated March 31, 2023 entered into between the Company and Taobao Holding Limited, a direct wholly-owned Subsidiary of Alibaba Holding
“2025–2027 Framework Technical Services Agreement”	the agreement dated February 2, 2024 entered into between the Company and Taobao China in relation to the provision of the relevant software technical services by Taobao China Companies to the Group
“2025–2027 Marketing and Promotion Services Framework Agreement”	the agreement dated February 2, 2024 entered into between the Company and Alimama in relation to the provision of the Marketing and Promotion Services
“Ali JK”	Ali JK Nutritional Products Holding Limited, a limited company incorporated in the British Virgin Islands and a direct wholly-owned Subsidiary of Alibaba Holding
“Alibaba Group”	the group of companies comprising Alibaba Holding and its Subsidiaries, for the purpose of this circular, excluding the Group
“Alibaba Group Platforms”	the online platforms for brands and retailers operated by Alibaba Group
“Alibaba Health (Hainan)”	Alibaba Health Technology (Hainan) Co., Ltd.* (阿里健康科技(海南)有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of the Company
“Alibaba Health (Hangzhou)”	Alibaba Health Technology (Hangzhou) Co., Ltd.* (阿里健康科技(杭州)有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of the Company

DEFINITIONS

“Alibaba Holding”	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988 (HKD Counter) and 89988 (RMB Counter)), the ultimate controlling shareholder of the Company
“Alibaba Investment”	Alibaba Investment Limited, a company incorporated in the British Virgin Islands and a direct wholly-owned Subsidiary of Alibaba Holding
“Alimama”	Hangzhou Alimama Software Services Co., Ltd.* (杭州阿里媽媽軟件服務有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“Alimama Companies”	Alimama, its Subsidiaries and affiliates from time to time
“Amended and Renewed CCT Agreements”	the 2025–2027 Marketing and Promotion Services Framework Agreement and the 2025–2027 Framework Technical Services Agreement
“associate(s)”	has the meaning given to it under the Listing Rules
“Board”	the board of directors of the Company
“close associate(s)”	has the meaning given to it under the Listing Rules
“Company”	Alibaba Health Information Technology Limited, a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00241)
“connected person(s)”	has the meaning given to it under the Listing Rules
“Control”	the power or authority, whether exercised or not, to direct the business, management and policies of a person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, which power or authority shall conclusively be presumed to exist upon possession of beneficial ownership or power to direct the vote of more than fifty per cent (50%) of the votes entitled to be cast at a meeting of the members or shareholders of such person or power to control the composition of a majority of the board of directors (or similar governing body) of such person and the terms “Controls” and “Controlled” shall be construed accordingly

DEFINITIONS

“controlling shareholder”	has the meaning given to it under the Listing Rules
“Director(s)”	member(s) of the Board
“Effective Date”	the effective date of the respective Amended and Renewed CCT Agreements, being April 1, 2024 or the date of the approval of the Amended and Renewed CCT Agreements, the continuing connected transactions contemplated thereunder and the annual caps related thereto, by the Independent Shareholders at the SGM (whichever is later)
“Excluded Products”	<p>includes the following products and services sold on Tmall and Tmall Global as at the Latest Practicable Date which may be updated from time to time:</p> <p>(i) excluded products of healthcare food: the sub-category of “Health Food Alcohol” (“保健食品酒”) under the secondary category of “Healthcare Alcohol” (“養生酒”) under the primary category of “Alcohol” (“酒類”) under the Tmall and Tmall Global business category of “Food” (“食品”); the sub-category of “Energy Drinks/Sports Protein Drinks” (“功能飲料／運動蛋白飲料”) under the secondary category of “Drinks” (“飲料”) under the primary category of “Coffee/Oatmeal/Instant Drinks” (“咖啡／麥片／沖飲”) under the “Food” (“食品”); the secondary category of “Maternal Health Food” (“孕產婦營養品”) under the primary category of “Maternity Wear/Maternity Products/Nutrition Products” (“孕婦裝／孕產婦用品／營養品”) under the “Maternal and Child” (“母嬰”) and the sub-category of “Infant and Toddler Health Foods” (“嬰幼兒保健食品”) under the secondary category of “Infant and Toddler Nutrition Products” (“嬰幼兒營養品”) under the primary category of “Milk Formula/Supplements/Nutrition Products/Snacks” (“奶粉／輔食／營養品／零食”) under the “Maternal and Child” (“母嬰”);</p>

DEFINITIONS

- (ii) excluded products of adult products/sexual health products: products under the primary category of “Makeup/Perfume/Makeup Tools” (“彩妝/香水/美妝工具”) under the Tmall business category of “Cosmetics” (“化妝品(含美容工具)”); products under the primary category of “Women’s Underwear/Men’s Underwear/Homewear” (“女士內衣/男士內衣/家居服”) under the Tmall business category of “Clothing” (“服飾”); other general underwear and perfume products not under the categories of “Medical Devices, Medical and Healthcare Services, Adult Products and other relevant categories” (“醫療器械、醫療服務、成人用品及相關類目”); and
- (iii) excluded products of medical and healthcare services: healthcare services which do not require industry certification and are not under the categories of “Medical Devices, Medical and Healthcare Services, and other relevant categories” (“醫療器械、醫療及健康服務及相關類目”) on Tmall and Tmall Global

“Existing CCT Agreements”	the 2024 Advertising Services Framework Agreement, the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising Ms. Huang Yi Fei (Vanessa), Dr. Shao Rong and Ms. Wu May Yihong, being all the independent non-executive Directors, established to advise the Independent Shareholders on the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto
“Independent Financial Adviser” or “Altus Capital”	Altus Capital Limited, a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto

DEFINITIONS

“Independent Shareholders”	the Shareholders, other than (i) Alibaba Holding and its associates, including Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and Antfin (Hong Kong) Holding Limited; and (ii) those who are required to abstain from voting at the SGM to be convened to approve the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto
“Latest Practicable Date”	March 4, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Marketing and Promotion Services”	services to be provided by Alimama Companies to the Group under the 2025–2027 Marketing and Promotion Services Framework Agreement
“Merchant(s)”	the legal entities conducting sale of products or provision of services under certain service categories on Tmall and Tmall Global which include products and/or services sold under the Tmall business category of “Service Categories” (“服務類目”), and shall include merchants from Tmall and/or Tmall Global self-operated businesses such as Tmall Supermarket and the imported goods supermarket operated by Tmall Global
“Option(s)”	option(s) to subscribe for or acquire Shares which is/are granted under the Share Award Scheme
“Perfect Advance”	Perfect Advance Holding Limited, a limited company incorporated in the British Virgin Islands and an indirect wholly-owned Subsidiary of Alibaba Holding
“Pharmaceutical Products”	products which are sold under (i) the secondary categories of “OTC Drugs” (“OTC藥品”) and “International Pharmaceuticals” (“國際醫藥”) under the primary category of “OTC Drugs/International Pharmaceuticals” (“OTC藥品/國際醫藥”) and (ii) the primary category of “Prescription Drugs” (“處方藥”), both under the business category of “Healthcare Products and Medicine” (“保健品及醫藥”) on Tmall (excluding Tmall Supermarket) and Tmall Global
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“RSU(s)”	restricted share unit(s), being a contingent right to receive Shares which is/are awarded under the Share Award Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“SGM”	the special general meeting of the Company to be convened for the Independent Shareholders to consider and vote on each of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto
“Share(s)”	ordinary share(s) in the issued capital of the Company with a nominal value of HK\$0.01 each
“Share Award Scheme”	the share award scheme adopted by the Company at the special general meeting on November 24, 2014 and amended by the Company at the annual general meeting on August 11, 2023, the principal terms of which were set out in Appendix II to the Company’s circular dated July 14, 2023
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/(ies)”	includes, in relation to any person: (i) any company or business entity of which that person owns or Controls (either directly or through one or more other subsidiaries) more than 50% of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or business entity; (ii) any company or business entity of which that person owns or controls (either directly or through one or more other subsidiaries, by contract or otherwise) not more than 50% of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or business entity but effectively controls (either directly or through one or more other Subsidiaries) the management or the direction of business operations of such company or business entity; and (iii) any company or business entity which at any time has its accounts consolidated with those of that person or which, under Hong Kong law or any other applicable law, regulations or the Hong Kong Financial Reporting Standards or such other generally accepted accounting principles or standards as may be applicable to that person from time to time, should have its accounts consolidated with those of that person

DEFINITIONS

“substantial shareholder(s)”	has the meaning given to it under the Listing Rules
“Taobao China”	Taobao China Holding Limited* (淘寶中國控股有限公司), a limited company incorporated in Hong Kong and an indirect wholly-owned Subsidiary of Alibaba Holding
“Taobao China Companies”	Taobao China, its Subsidiaries and affiliates from time to time
“Taobao Holding”	Taobao Holding Limited (淘寶控股有限公司), a limited company incorporated under the laws of the Cayman Islands and a direct wholly-owned subsidiary of Alibaba Holding
“Taobao Marketplace”	China’s leading mobile commerce destination known as Taobao (淘寶) operated by Alibaba Holding’s affiliates with a large and growing social community
“Target Products and Services”	the Tmall Products and Services and the Tmall Global Products and Services (whether or not sold under the Tmall business category of “Service Categories” (“服務類目”)) as at the Latest Practicable Date, which may be updated from time to time and for the avoidance of doubt, shall exclude the Excluded Products
“Tmall”	Tmall.com, the third-party online and mobile commerce platform for brands and retailers known as Tmall (天貓) operated by Alibaba Holding’s affiliates and for the purpose of the 2025–2027 Framework Technical Services Agreement, including Tmall Supermarket but excluding Tmall Global
“Tmall Entities”	Tmall Technology, Tmall Network and/or their applicable affiliates (as the case may be), collectively
“Tmall Global”	the third-party import e-commerce platform known as Tmall Global (天貓國際) operated by Alibaba Holding’s affiliates
“Tmall Global Products and Services”	the products and/or services sold on Tmall Global, which, as at the Latest Practicable Date, include pharmaceutical products, formula food for special medical purpose, medical devices, contact lenses/contact lens solution, family planning products, private part care originally sold under the category of “Healthcare Products” (“保健用品”), healthcare products and medical and health services (including but not limited to physical examination/medical insurance card and vaccine services with attributes of medical and health services)

DEFINITIONS

“Tmall Network”	Zhejiang Tmall Network Co., Ltd.* (浙江天貓網絡有限公司), a company established in the PRC with limited liability and a consolidated entity of Alibaba Holding
“Tmall Platforms”	Tmall and Tmall Global
“Tmall Products and Services”	the products and/or services sold on Tmall (including Tmall Supermarket), which, as at the Latest Practicable Date, include pharmaceutical products, formula food for special medical purpose, blue cap healthcare food, medical devices, contact lenses/contact lens solution, family planning products, adult products, healthcare products, medical and health services, physical examination/medical insurance card and vaccine services
“Tmall Supermarket”	chaoshi.tmall.com, the store on Tmall known as Tmall Supermarket (天貓超市) which utilizes both marketplace and retail model to offer consumers a broad range of high-quality daily necessities
“Tmall Technology”	Zhejiang Tmall Technology Co., Ltd.* (浙江天貓技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“%”	per cent

* *English name for identification purposes only.*



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)

Executive Directors:

Mr. ZHU Shunyan (*Chairman*)
Mr. SHEN Difan (*Chief Executive Officer*)
Mr. TU Yanwu

Non-executive Directors:

Ms. HUANG Jiaojiao
Mr. XU Haipeng

Independent Non-executive Directors:

Ms. HUANG Yi Fei (*Vanessa*)
Dr. SHAO Rong
Ms. WU May Yihong

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Causeway Bay
Hong Kong

March 6, 2024

To the Shareholders

Dear Sir/Madam,

**RENEWAL OF NON-EXEMPT
CONTINUING CONNECTED TRANSACTIONS**

1. INTRODUCTION

We refer to the announcement of the Company dated February 2, 2024 in relation to the renewal of the non-exempt continuing connected transactions.

The purpose of this circular is to provide you with, among other things, (i) further details of the 2025–2027 Marketing and Promotion Services Framework Agreement and the 2025–2027 Framework Technical Services Agreement; (ii) the advice and recommendation of the Independent Board Committee; (iii) the advice and recommendation of the Independent Financial Adviser; and (iv) the notice of SGM.

LETTER FROM THE BOARD

References are made to the announcements of the Company dated February 8, 2023 and March 31, 2023 and the circular of the Company dated March 14, 2023 in respect of, among other things, the Existing CCT Agreements (i.e. the 2024 Advertising Services Framework Agreement, the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement).

Each of the Existing CCT Agreements will expire on March 31, 2024. In order to allow the Company to renew the arrangements currently in place with Alimama Companies and Taobao China Companies, on February 2, 2024, the Company entered into the following Amended and Renewed CCT Agreements: (i) the 2025–2027 Marketing and Promotion Services Framework Agreement with Alimama to amend and renew the 2024 Advertising Services Framework Agreement; and (ii) the 2025–2027 Framework Technical Services Agreement with Taobao China to amend and renew both the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement. Each of the Amended and Renewed CCT Agreements has a term commencing from the Effective Date and ending on March 31, 2027.

2. RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

2.1 PRINCIPAL TERMS OF THE AMENDED AND RENEWED CCT AGREEMENTS

A summary of the key terms of each of the Amended and Renewed CCT Agreements is set out below.

2025–2027 Marketing and Promotion Services Framework Agreement

Date

February 2, 2024

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Alimama (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2025–2027 Marketing and Promotion Services Framework Agreement will commence from the Effective Date and end on March 31, 2027, unless otherwise terminated in accordance with its terms.

LETTER FROM THE BOARD

Services to be provided

Pursuant to the 2025–2027 Marketing and Promotion Services Framework Agreement, Alimama Companies has agreed to provide the Group with the Marketing and Promotion Services, including but not limited to providing the marketing, promotion and advertising services on various platforms under and in cooperation with Alibaba Group, including the Alibaba Group Platforms or other third-party platforms, from time to time in accordance with the underlying standard agreements (including the standard terms and conditions (as applicable) as published on the relevant online platforms operated by Alimama Companies) and their latest editions as amended from time to time.

Service fees, pricing terms and payment terms

The service fees shall be calculated in accordance with the underlying agreements and the standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by Alimama Companies from time to time. As at the Latest Practicable Date, the service fees include without limitation the following major components:

- (i) both CPM (cost per impression) and CPC (cost per click) model marketing and promotion services. Marketing and promotion information is promoted on the various platforms operated by Alibaba Group and other third parties and Alimama Companies charges marketing and promotion fees each time the marketing and promotion information is displayed for a unit price of every 1,000 impressions served or every time a user performs an effective clicking action (as the case may be). The unit prices of advertisements priced under both the CPC and the CPM models are determined through an auction system, under which the Group offers bid prices for the relevant marketing resources, taking into account the commercial circumstances and comparable prices offered by other independent third-party advertisers on other advertising platforms. The Company understands that Alibaba Group's systems will automatically accept the highest bids for each marketing resources from the auction process. The bid prices currently offered by the Group which have been accepted by Alimama Companies under the CPM and CPC model range from RMB5 to RMB150 per 1,000 impressions and from RMB0.5 to RMB10 per effective click, respectively. The bid prices are calculated based on the number of times certain actions are expected to be performed by platform users. Such actions include but not limited to displaying the advertising information, clicking, bookmarking, adding promoted products to the online shopping cart, subscribing as member, completing purchases, becoming a fan to receive notifications from the online platform, interacting, following, commenting, liking, forwarding the advertising information and accessing the online shop. The marketing and promotion fees will be charged by Alimama Companies to the Group when the bid prices offered by the Group are accepted by Alimama Companies in the auction process as the unit price to be used for the particular pricing model for the respective services engaged; and

LETTER FROM THE BOARD

- (ii) project-based advertising services. Alimama Companies provide project-based advertising campaign services, whereby it offers advertisements on its advertising platforms for a certain advertising period. Alimama Companies calculate the marketing and promotion placement fees based on a cost per time (CPT) model (i.e., advertising fees are charged based on the amount of time displayed). The specific location, timing and frequency of the advertisements displayed on various platforms during the period will be determined by Alimama Companies.

Since the service fees charged by Alimama Companies for the Marketing and Promotion Services are determined in accordance with the underlying standard agreements (including the standard terms and conditions (as applicable) as published on the respective online platforms operated by Alimama Companies) and their latest editions as amended from time to time, which equally apply to other independent third-party customers, the Company considers that the pricing terms under the 2025–2027 Marketing and Promotion Services Framework Agreement are no less favourable than the general terms for provision of the same or similar marketing and promotion services by Alimama Companies to other independent third parties.

To ensure that the service fees charged by Alimama Companies for the Marketing and Promotion Services are on normal market terms, the Company will from time to time obtain fee quotations from up to two independent third party service providers on other advertising platforms and compare the rates of marketing and promotion fees payable to Alimama Companies for similar marketing and promotion services.

The parties agreed that the time and settlement means of the payment for the transactions contemplated under the 2025–2027 Marketing and Promotion Services Framework Agreement shall be determined in accordance with the standard agreements (including the standard terms and conditions (as applicable) as published on the relevant online platforms operated by Alimama Companies) and their latest editions as amended from time to time) entered into between the Group and Alimama Companies from time to time.

2025–2027 Framework Technical Services Agreement

Date

February 2, 2024

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Taobao China (for itself and on behalf of its Subsidiaries and affiliates)

LETTER FROM THE BOARD

Duration

The 2025–2027 Framework Technical Services Agreement will commence from the Effective Date and end on March 31, 2027, unless otherwise terminated in accordance with its terms.

Services to be provided

Pursuant to the 2025–2027 Framework Technical Services Agreement, Taobao China Companies agreed to provide the relevant software technical services, including but not limited to the following services:

- (i) basic software technical support: Taobao China Companies will provide infrastructure software technical support to the Group or the Merchants as requested by the Company for the software services fees. The infrastructure software technical support includes product information display services on the Tmall Platforms, and its related basic software technical services (including, among others, system security services, business platform operation management technology software services);
- (ii) internet information services and secondary domain names: as the platform provider and operator, the Tmall Entities and Taobao China will provide Tmall.com and Tmall.hk respectively as well as the secondary domain names to the Merchants as a platform for the Merchants' operation of their respective businesses. The internet information services and secondary domain name services that Taobao China Companies provide to the Group will not be charged to the Group, the Merchants or consumers for the time being; and
- (iii) other services: Taobao China Companies may provide the Group with additional services as initiated by them including but not limited to marketing services and merchant customer services. Taobao China Companies will not charge the Group or the Merchant for those services unless the Group request such services, in which case the parties will agree on a separate service fee.

Service fees, pricing terms and payment terms

The Group shall pay the software service fees to Taobao China Companies, which are equal to 40% of the software service fees received by the Group from the Merchants for transactions selling Pharmaceutical Products and 50% of the software service fees received by the Group from the Merchants for transactions selling the Target Products and Services other than the Pharmaceutical Products on the Tmall Platforms. The aforementioned software service fees currently received by the Group are a certain percentage of the value of completed sales of Target Products and Services sold on the Tmall Platforms, and will be deducted from the receivables of the relevant Merchants and paid to the Company after a customer confirms the receipt of the products he or she purchases.

LETTER FROM THE BOARD

Pursuant to the 2025–2027 Framework Technical Services Agreement, the software service fees shall be settled with reference to the software services agreements, as amended from time to time, entered into between the parties. Such software service fees are determined by reference to, among other things, the operating costs (including staff costs and technical support expenses) expected to be incurred by Taobao China Companies in providing the services. The terms of the 2025–2027 Framework Technical Services Agreement are fair and on normal commercial terms determined on an arm’s length basis.

2.2 HISTORICAL AMOUNTS, PROPOSED ANNUAL CAPS AND BASIS FOR DETERMINING THE PROPOSED ANNUAL CAPS

The historical transaction amounts for the year ended March 31, 2023, the existing annual caps for the year ending March 31, 2024, the approximate unaudited transaction amounts relating to the Existing CCT Agreements for the nine months ended December 31, 2023 based on the management accounts of the Group and the proposed annual caps relating to each of the Amended and Renewed CCT Agreements for each of the three years ending March 31, 2027 are set out below:

	Approximate historical amounts for the year ended March 31, 2023 (RMB'000)	Existing annual caps for the year ending March 31, 2024 (RMB'000)	Approximate unaudited transaction amounts for the nine months ended December 31, 2023 based on unaudited management accounts (RMB'000)	Proposed annual caps for the year ending March 31, 2025 (RMB'000)	Proposed annual caps for the year ending March 31, 2026 (RMB'000)	Proposed annual caps for the year ending March 31, 2027 (RMB'000)
2025–2027 Marketing and Promotion Services Framework Agreement	1,046,205	2,220,000	936,103	2,400,000	2,640,000	2,904,000
2025–2027 Framework Technical Services Agreement*	1,215,332	2,020,000	880,985	2,300,000	2,530,000	2,783,000

* For the 2024 Framework Technical Services Agreement, the approximate historical amounts for the year ended March 31, 2023, the existing annual caps for the year ending March 31, 2024 and the approximate unaudited transaction amounts for the nine months ended December 31, 2023 based on unaudited management accounts are RMB894,564,000, RMB1,400,000,000 and RMB624,429,000, respectively.

For the 2024 Taobao Framework Technical Services Agreement, the approximate historical amounts for the year ended March 31, 2023, the existing annual caps for the year ending March 31, 2024 and the approximate unaudited transaction amounts for the nine months ended December 31, 2023 based on unaudited management accounts are RMB320,768,000, RMB620,000,000, RMB256,556,000, respectively.

LETTER FROM THE BOARD

The proposed annual cap amounts under the 2025–2027 Marketing and Promotion Services Framework Agreement were determined with reference to the following factors:

- (i) the historical transaction amounts incurred for the year ended March 31, 2023 and the nine months ended December 31, 2023 based on unaudited management accounts under the 2024 Advertising Services Framework Agreement: When deriving the proposed annual cap amounts, the management of the Group took into account of the historical transaction amounts of marketing and promotion fees incurred, as well as the stable growth in the demand of the Marketing and Promotion Services from the Group in the past, leading to an anticipated incremental transaction amounts in the three financial years ending March 31, 2027;
- (ii) the Group’s marketing plans for each of the three financial years ending March 31, 2027: The Group intends to foster collaborations with existing and potential target merchants. This includes allocating more resources on various e-commerce platforms under and in cooperation with Alibaba Group. It is also the Group’s strategic direction to establish a financial resources pool that may reach the scale of millions in RMB in order to provide targeted marketing and promotional support to existing target merchants as well as to incubate potential new merchants. Given this strategy, further Marketing and Promotion Services provided by Alimama Companies is expected. Through deploying the above marketing plans, the Group anticipates to boost the traffic flows from other third-party platforms to the Group’s platform, and to achieve and capture further business growth; and
- (iii) the expected marketing needs of the Group and its target merchants for each of the three financial years ending March 31, 2027: It is expected the transaction amount and volume will grow significantly with the introduction of new brands and product offerings on the Group’s platforms. The Group plans to conduct cooperation with reputable organizations to solidify the Group’s mission to provide affordable, convenient, efficient and reliable medical and healthcare services to hundreds of millions of families, while educating the users on their choice of quality products. With the raising awareness in healthcare and the popularity of e-commerce, it is expected that in determining the applicable annual caps, the Group would take into account multiple factors including (other than historical transaction amounts and historical growth rates) the anticipated future growth taking into account the latest feedback from its business partners and the Group’s own strategic development plans. The Group has also allocated certain buffer for growth in the annual caps for the three financial years ending March 31, 2027 to cover the anticipated increase in business demands of such services.

LETTER FROM THE BOARD

The proposed annual cap amounts under the 2025–2027 Framework Technical Services Agreement were determined primarily based on the following factors:

- (i) the aggregate historical transaction amounts incurred for the year ended March 31, 2023 and the nine months ended December 31, 2023 based on unaudited management accounts under the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement: When deriving the proposed annual cap amounts, the management of the Group took into account of the historical transaction amounts incurred, which has demonstrated a stable demand of the relevant software technical services from the Group and the potential growth in the gross merchandise value (“GMV”) of the Target Products and Services to be sold on Tmall Platforms;
- (ii) the historical revenue of the Tmall Platforms attributable to the sales of the Target Products and Services for the recent three financial years: In light of mounting consumer demands for self-health management in the post-pandemic era, there has been a progressive paradigm shift from “passive treatment” to “proactive health management”, culminating into a health management concept that combines a prevention-oriented approach with treatment. As the leading healthcare consumption portal in China, the Tmall Platforms maintain close ties with industry partners and grow together with the Merchants in response to consumer demands. Furthermore, we have been actively expanding partnerships with global pharmaceutical companies, nutritional and healthcare product manufacturers and distributors through a synergistic operation model. Under this healthy growth environment, in addition to the Group’s increased efforts to expand its product offerings, it is the Group’s plan to increase the promotional efforts for domestically-branded Healthcare Products which are gaining wider acceptance among consumers with notable sales growth, and the Group has been noticing the increased presence of a large number of these products on the Tmall platforms. As such, the management of the Group is of the view that there remains huge growth potential in the sales of the Target Products and Services with suitable promotional efforts that are invested by the Group for promoting the Healthcare Products that have promising growth prospects, including those domestically-branded products;
- (iii) the projected revenue of the Tmall Platforms for the sales of the Target Products and Services for the three financial years ending March 31, 2027: Reference is made to the announcement of the Company dated January 17, 2024, whereby the Group has completed the acquisition of the target business. The Directors consider that going forward, with Alimama Companies and the Group jointly operating the marketing business, the Company would further increase its investment into marketing so as to enhance the sales of the merchants’ goods on the Tmall platforms, which in turn would attract additional healthcare merchants (who are our Group’s customers) to sell their goods on the Tmall platforms. In general, it is the

LETTER FROM THE BOARD

Group's business objective to foster collaborations with existing and potential target merchants, which can potentially result in increased sales of the Target Products and Services on the Tmall Platforms, which would correspondingly increase the software service fees payable to Taobao China Companies under the 2025–2027 Framework Technical Services Agreement. As such, it is expected that in determining the applicable annual caps, the Group would take into accounts a multiple of factors including (other than historical transaction amount) the anticipated future growth taking into account the latest feedback from its business partners and the Group's own strategic development plans. Therefore, The Group has also allocated certain buffer for growth in the annual caps for the three financial years ending March 31, 2027 to cover the anticipated increase in business demands of such services;

- (iv) the Group's own projections for business with the Merchants based on projections for the growth of the overall healthcare market in China: Driven by the economic growth, the raising public health awareness and the ageing population in China, the healthcare market in China is expected to realize considerable growth rate in the next three financial years ending March 31, 2027; and
- (v) the Group's marketing plans for enhancing the software technical services that the Group seeks to provide to the Merchants.

The Directors, whereby the independent non-executive Directors' opinion will be subject to the advice of the Independent Financial Adviser, consider that the proposed annual caps under each of the Amended and Renewed CCT Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

2.3 INTERNAL CONTROLS FOR THE GROUP'S CONTINUING CONNECTED TRANSACTIONS

The Company has adopted adequate internal control measures to comply with the Listing Rules requirements with respect to the supervision and monitoring of the annual caps of the transactions contemplated under the Amended and Renewed CCT Agreements. The finance department of the Company has been collecting the information on the actual transactions conducted with the relevant parties under the Existing CCT Agreements, and will do the same for the corresponding service fees to be incurred under the Amended and Renewed CCT Agreements, on a monthly basis and has been updating such information to the legal department and the chief financial officer of the Company to monitor these transaction amounts.

The Company will continue to closely monitor the implementation of the Amended and Renewed CCT Agreements and, in the event that any adjustment to an annual cap becomes foreseeable, will take prompt action to make necessary disclosure and/or obtain the Independent Shareholders' approval where required under the Listing Rules.

LETTER FROM THE BOARD

The Company's external auditors will review the continuing connected transactions under each of the Amended and Renewed CCT Agreements annually to check and confirm (among other things) whether the pricing terms have been adhered to and whether the relevant annual caps have been exceeded. Each of the relevant counterparties to the Amended and Renewed CCT Agreements has agreed to allow the Company and its external auditors to access the information necessary to report on the non-exempt continuing connected transactions contemplated under the respective Amended and Renewed CCT Agreements.

The independent non-executive Directors will review the continuing connected transactions under the Amended and Renewed CCT Agreements annually to check and confirm whether such continuing connected transactions have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and whether the internal control procedures put in place by the Company are adequate and effective to ensure that such continuing connected transactions are conducted in accordance with the pricing policies set out in such relevant agreements.

2.4 REASONS FOR AND BENEFITS OF ENTERING INTO THE AMENDED AND RENEWED CCT AGREEMENTS

The Company's mission is to provide accessible and affordable medical and healthcare services to the public. The Group has continued to leverage its strengths in the big health field to consolidate its business foundation and at the same time focusing on establishing a forward-looking plan for the future.

2025–2027 Marketing and Promotion Services Framework Agreement

The Group has identified the need for coordinated marketing and advertising services for the promotion of the Group's and its target merchants' products on various e-commerce platforms. The Group is convinced that the Marketing and Promotion Services and resources provided by Alimama Companies are effective marketing tools that enable the Group and its merchants to reach out to more customers and boost the sales of the Group's and its target merchants' products, as well as enhancing the turnover of its stock in the pharmaceutical and healthcare products retail chain. Seeing the positive impact of Alimama Companies' Marketing and Promotion Services on the Group's sales, the Group intends to allocate more resources to such Marketing and Promotion Services provided by Alimama Companies going forward in order to cater for its business growth.

2025–2027 Framework Technical Services Agreement

The Company's mission is to build an online platform where it will connect participants in China's healthcare market, so as to provide users with better medical and healthcare services. As always, Alibaba Group will continue to support the Company's development of its healthcare flagship platform and will continue to explore various cooperation models to help the Company to achieve

LETTER FROM THE BOARD

its goal. Taobao China Companies have been incurring operating costs for servicing the Merchants and providing the software technical services and platforms used for the sale of the Target Products and Services. Hence, the Company considers the 2025–2027 Framework Technical Services Agreement to be a necessary and normal commercial arrangement as the technical support and services from Taobao China Companies to the Group are crucial to the operations of the Merchants on Tmall Platforms.

The Directors, whereby the independent non-executive Directors' opinion will be subject to the advice of the Independent Financial Adviser, consider that the transactions under the Amended and Renewed CCT Agreements will be conducted in the ordinary and usual course of business of the Group, and that the terms of the Amended and Renewed CCT Agreements are on normal commercial terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

2.5 INFORMATION ABOUT THE PARTIES

The Company and the Group

The Company was incorporated in Bermuda and the Shares are listed on the Main Board of the Stock Exchange. The Company is an investment holding company and the Group, staying true to its aspiration in making healthcare services accessible and affordable, by capitalising on its leading digital technology and operation capabilities, is committed to providing affordable, convenient, efficient and reliable medical and healthcare services to hundreds of millions of families. The principal activities of the Group comprise the sale of pharmaceutical and healthcare products and services, the provision of internet-based medical and healthcare services, and digital tracking services and other innovative services.

Alibaba Holding and Alibaba Group

Alibaba Holding is a company incorporated in the Cayman Islands with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (stock symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (stock code: 9988 (HKD Counter) and 89988 (RMB Counter)). Alibaba's mission is to make it easy to do business anywhere. Alibaba Group aims to build the future infrastructure of commerce and envisions that its customers will meet, work and live at Alibaba, and that it will be a good company that will last for 102 years. Alibaba Holding is a holding company of six major business groups: Taobao and Tmall Group, Alibaba International Digital Commerce Group, Cloud Intelligence Group, Local Services Group, Cainiao Smart Logistics Network Limited, and Digital Media and Entertainment Group, along with various other businesses.

LETTER FROM THE BOARD

Alimama

Alimama is a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding. It operates Alibaba Group's marketing technology platform by using data technology. Alimama's platform matches the marketing demands of merchants, brands and retailers with the media resources on Alibaba Group's own platforms and third-party properties.

Taobao China

Taobao China is a limited company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Alibaba Holding. Taobao China is the direct holding company of certain PRC Subsidiaries of Alibaba Holding relating to Taobao Marketplace, China's leading mobile commerce destination with a large and growing social community, and Tmall, the world's leading third-party online and mobile commerce platform for brands and retailers.

2.6 LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Alibaba Holding is the ultimate controlling shareholder of the Company, and its wholly-owned subsidiaries, Taobao Holding, Ali JK, Perfect Advance and Alibaba Investment, are shareholders of the Company. As Alibaba Holding directly or indirectly Controls or is the ultimate shareholder of both Alimama Companies and Taobao China Companies, the members of Alimama Companies and Taobao China Companies are associates of Alibaba Holding and hence connected persons of the Company. Therefore the transactions contemplated under each of the Amended and Renewed CCT Agreements constitute continuing connected transactions of the Company in accordance with the Listing Rules.

Since one or more of the applicable percentage ratios in respect of the annual cap(s) under each of the Amended and Renewed CCT Agreements is/are higher than 5%, the transactions contemplated under each of the Amended and Renewed CCT Agreements are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Zhu Shunyan, Mr. Xu Haipeng and Ms. Huang Jiaojiao are employees of Alibaba Holding or its Subsidiaries, each of these Directors is deemed or may be perceived to have a material interest in the transactions contemplated under the Amended and Renewed CCT Agreements. Accordingly, they have abstained from voting on the resolutions passed by the Board in connection with the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Other than the aforesaid Directors, no other Director has a material interest in the Amended and Renewed CCT Agreements and the transactions contemplated thereunder or was required to abstain from voting on the resolutions of the Board approving the same.

LETTER FROM THE BOARD

2.7 INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Company has established an Independent Board Committee comprising all the independent non-executive Directors to advise the Independent Shareholders in connection with the entering into of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Altus Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on this matter.

The Independent Board Committee, having taken into account the advice and recommendation of the Independent Financial Adviser, considers that the entering into of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder to be in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, the terms of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favor of the ordinary resolutions to be proposed at the SGM.

The letter from the Independent Board Committee to the Independent Shareholders is set out on pages IBC-1 to IBC-2 of this circular. The letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders is set out on pages IFA-1 to IFA-19 of this circular.

3. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the proposed resolutions set out in the notice of SGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the proposed resolutions.

4. GENERAL

Your attention is drawn to the general information set out in the Appendix to this circular.

5. SGM AND PROXY ARRANGEMENT

The notice of SGM is set out on pages SGM-1 to SGM-3 of this circular. At the SGM, resolutions will be proposed to approve the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Any Shareholder with a material interest in the Amended and Renewed CCT Agreements and the transactions contemplated thereunder and his/her/its associates shall abstain from voting on the resolutions approving the same. To the best of knowledge, belief and information of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, each of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and Antfin (Hong Kong)

LETTER FROM THE BOARD

Holding Limited (being a close associate of Alibaba Holding) holds 3,103,816,661 Shares, 48,716,465 Shares, 4,560,785,407 Shares, 2,558,222,222 Shares and 60,576,000 Shares, and these Shares (which included all the Shares held by the respective associates of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and Antfin (Hong Kong) Holding Limited) represent approximately 19.29%, 0.30%, 28.34%, 15.90% and 0.38% of the issued share capital of the Company, respectively. This, when aggregated, represents a total of 10,332,116,755 Shares and approximately 64.21% of the issued share capital of the Company. Each of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and their respective associates (including Antfin (Hong Kong) Holding Limited), shall abstain from voting in relation to the ordinary resolutions to be put forward at the SGM for the purpose of approving the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Computershare Hong Kong Trustees Limited, being the trustee of the Share Award Scheme of the Company, holds 1,972,100 Shares and 3,121,058 Shares in respect of the trust account of connected person(s) and the trust account of non-connected person(s) respectively, representing approximately 0.012% and 0.019% of the issued share capital of the Company respectively. Pursuant to Rule 17.05A of the Listing Rules, the trustee is required to abstain from voting on all resolutions at the SGM.

Apart from the above, none of the Shareholders has a material interest in the Amended and Renewed CCT Agreements and the transactions contemplated thereunder, and therefore no other Shareholder is required to abstain from voting on the proposed resolutions approving the same.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions will be put to vote by way of poll at the SGM.

An announcement on the poll vote results will be made by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/alihealth>). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.

LETTER FROM THE BOARD

The record date for determining the entitlement of the Shareholders to attend and vote at the SGM will be Wednesday, March 20, 2024. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, March 20, 2024.

By Order of the Board

ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED

Zhu Shunyan

Chairman



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)

March 6, 2024

To the Independent Shareholders

Dear Sir or Madam,

**RENEWAL OF NON-EXEMPT
CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular of the Company to its Shareholders dated March 6, 2024, of which this letter forms part. Terms defined in the circular shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise you in relation to the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto, in particular, as to whether the transactions contemplated under the Amended and Renewed CCT Agreements will be conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and whether the terms of the Amended and Renewed CCT Agreements are on normal commercial terms that are fair and reasonable so far as the Independent Shareholders are concerned; and how to vote on the resolutions regarding each of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto, taking into account the advice and recommendation from the Independent Financial Adviser.

Altus Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

Your attention is drawn to:

- (a) the letter from the Board set out on pages 9 to 23 of this circular which contains its recommendation to the Independent Shareholders and the general information set out in the Appendix to this circular; and

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

- (b) the letter from the Independent Financial Adviser set out on pages IFA-1 to IFA-19 of this circular which contains its advice and recommendation to the Independent Board Committee and the Independent Shareholders, together with the principal factors and reasons taken into consideration in arriving at such advice and recommendation.

Having considered the advice and recommendation from the Independent Financial Adviser, we are of the view that the entering into of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder to be in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, the terms of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favor of the ordinary resolutions to be proposed at the SGM in relation to the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto.

Yours faithfully,
For and on behalf of the
Independent Board Committee of
Alibaba Health Information Technology Limited

Ms. Huang Yi Fei (Vanessa)
*Independent Non-Executive
Director*

Dr. Shao Rong
*Independent Non-Executive
Director*

Ms. Wu May Yihong
*Independent Non-Executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice from Altus Capital Limited to the Independent Board Committee and the Independent Shareholders in respect of the 2025–2027 Marketing and Promotion Services Framework Agreement and the 2025–2027 Framework Technical Services Agreement, the transactions contemplated thereunder and the annual caps relation thereto, which has been prepared for the purpose of incorporation in the Circular.

ALTUS.

Altus Capital Limited
21 Wing Wo Street,
Central, Hong Kong

6 March 2024

To the Independent Board Committee and the Independent Shareholders

Alibaba Health Information Technology Limited
26/F Tower One
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

Dear Sir and Madam,

RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. The details are set out in the “Letter from the Board” contained in the circular of the Company dated 6 March 2024 (the “**Circular**”) of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Each of the Existing CCT Agreements will expire by 31 March 2024. In order to allow the Company to continue with the currently in-place arrangements with Alimama Companies and Taobao China Companies, on 2 February 2024, the Company entered into the following Amended and Renewed CCT Agreements: (i) the 2025–2027 Marketing and Promotion Services Framework Agreement with Alimama to amend and renew the 2024 Advertising Services Framework Agreement; and (ii) the 2025–2027 Framework Technical Services Agreement with Taobao China to amend and renew both the 2024

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement. Each of the Amended and Renewed CCT Agreements has a term commencing from the Effective Date and ending on 31 March 2027.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Alibaba Holding is the ultimate controlling shareholder of the Company, and its wholly-owned subsidiaries, Taobao Holding, Ali JK, Perfect Advance and Alibaba Investment, are shareholders of the Company. As Alibaba Holding directly or indirectly controls or is the ultimate shareholder of both Alimama Companies and Taobao China Companies, the members of Alimama Companies and Taobao China Companies are associates of Alibaba Holding and hence connected persons of the Company. Therefore, the transactions contemplated under each of the Amended and Renewed CCT Agreements constitute continuing connected transactions of the Company in accordance with the Listing Rules.

Since one or more of the applicable percentage ratios in respect of the annual cap(s) under each of the Amended and Renewed CCT Agreements is/are higher than 5%, the transactions contemplated under each of the Amended and Renewed CCT Agreements are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of knowledge, belief and information of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, each of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and Antfin (Hong Kong) Holding Limited (being a close associate of Alibaba Holding) held 3,103,816,661 Shares, 48,716,465 Shares, 4,560,785,407 Shares, 2,558,222,222 Shares and 60,576,000 Shares, and these Shares (which included all the Shares held by the respective associates of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and Antfin (Hong Kong) Holding Limited) represented approximately 19.29%, 0.30%, 28.34%, 15.90% and 0.38% of the issued share capital of the Company respectively. This, when aggregated, represents a total of 10,332,116,755 Shares or approximately 64.21% of the issued share capital of the Company. Each of Perfect Advance, Alibaba Investment, Ali JK, Taobao Holding and their respective associates (including Antfin (Hong Kong) Holding Limited), shall abstain from voting in relation to the ordinary resolutions to be put forward at the SGM for the purpose of approving the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Computershare Hong Kong Trustees Limited, being the trustee of the Share Award Scheme of the Company, holds 1,972,100 Shares and 3,121,058 Shares in respect of the trust account of connected person(s) and the trust account of non-connected person(s) respectively, representing approximately 0.012% and 0.019% of the issued share capital of the Company respectively. Pursuant to Rule 17.05A of the Listing Rules, the trustee is required to abstain from voting on all resolutions at the SGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Apart from the above, none of the Shareholders has a material interest in the Amended and Renewed CCT Agreements and the transactions contemplated thereunder, and therefore no other Shareholder is required to abstain from voting on the proposed resolutions approving the same.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Ms. Huang Yi Fei (Vanessa), Dr. Shao Rong and Ms. Wu May Yihong, has been formed to advise the Independent Shareholders as to (i) whether each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole; (ii) whether the terms of each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable; (iii) whether the annual caps have been fairly and reasonably arrived at; and (iv) how the Independent Shareholders should vote in respect of the resolutions to be proposed at the SGM after taking into account the recommendation from the Independent Financial Adviser.

THE INDEPENDENT FINANCIAL ADVISER

As the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to (i) whether each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole; (ii) whether the terms of each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable; (iii) whether the annual caps have been fairly and reasonably arrived at; and (iv) how the Independent Shareholders should vote in respect of the resolutions to be proposed at the SGM.

We acted as the independent financial adviser for the Company with regards to (i) the continuing connected transactions in relation to contractual arrangements; and (ii) the discloseable and connected transaction in relation to the acquisition of AJK Technology Holding Limited and the non-exempt continuing connected transaction related thereto, details of which were set out in the announcement of the Company dated 30 June 2023 and the circular of the Company dated 22 December 2023 respectively. Save for the aforesaid transactions, we have not acted as an independent financial adviser or financial adviser for the Company's other transactions in the last two years prior to the date of the Circular. Pursuant to Rule 13.84 of the Listing Rules, and given that the remuneration for our engagement to opine on the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto is at market level and not conditional upon successful passing of the resolutions to be proposed at the SGM, and that our engagement is on normal commercial terms, we are independent of the Company.

BASIS OF OUR ADVICE

In formulating our opinion, we have reviewed, amongst others, (i) the 2025–2027 Marketing and Promotion Services Framework Agreement; (ii) the 2025–2027 Framework Technical Services Agreement; (iii) the 2024 Advertising Services Framework Agreement; (iv) the 2024 Framework Technical Services Agreement; (v) the 2024 Taobao Framework Technical Services Agreement; (vi) the annual report of the Company for the year ended 31 March 2023 (the “**FY2023 Annual Report**”); and (vii) other information as set out in the Circular.

We have also relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management of the Company (the “**Management**”). We have assumed that all the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us were true, accurate, and complete at the time they were made and will continue to be so up to the date of the SGM. The Directors collectively and individually accept full responsibility, including particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in the Circular misleading.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading.

We consider that we have been provided with, and have reviewed, sufficient information to reach an informed view and provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business, financial conditions and affairs or future prospects of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Information of the Company, Alimama, and Taobao China

1.1. The Company

The Company is an investment holding company and the Group provides affordable, convenient, efficient and reliable medical and healthcare services to hundreds of millions of families. The principal activities of the Group comprise the sale of pharmaceutical and healthcare products and services, the provision of internet-based medical and healthcare services, and digital tracking services and other innovative services.

1.2. Alimama

Alimama is a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding. It operates Alibaba Group's marketing technology platform by using data technology. Alimama's platform matches the marketing demands of merchants, brands and retailers with media resources on Alibaba Group's own platforms and third-party properties.

1.3. Taobao China

Taobao China is a limited company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Alibaba Holding. Taobao China is the direct holding company of certain PRC Subsidiaries of Alibaba Holding relating to Taobao Marketplace, China's leading mobile commerce destination with a large and growing social community, and Tmall, the world's leading third-party online and mobile commerce platform for brands and retailers.

2. The Amended and Renewed CCT Agreements

2.1. Rationale for entering into the Amended and Renewed CCT Agreements

Taking into account the principal activities of the Group as described in the paragraph headed "1.1 The Company" above, we are of the view that it is in the ordinary and usual course of the business of the Group to (i) coordinate marketing and promotion services for advertising the Group's and its target merchants' products on various e-commerce platforms; and (ii) procure technical support and services from Taobao China Companies which are essential to support the operations of the Group's target merchants on Tmall Platforms. In particular, we noted that the aforementioned services procured from Alimama Companies and Taobao China Companies align with the Company's mission to provide accessible and affordable medical and healthcare services to the public.

As each of the 2024 Advertising Services Framework Agreement, the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement will expire on 31 March 2024, each of the 2025–2027 Marketing and Promotion Services Framework Agreement and the 2025–2027 Framework Technical Services Agreement represents a continuation of the existing arrangement in respect of the marketing and promotion and software technical services provided to the Group by Alimama Companies and Taobao China Companies respectively during the Group's ordinary and usual course of business.

We noted from the Management that the Group has procured marketing and promotion services and software technical services from Alimama Companies and Taobao China Companies for over six and six years respectively with consecutive renewals. With such business relationship and proven track record in business transactions between the Group and each of Alimama Companies and Taobao China Companies, we noted from the Management that the marketing and promotion services provided to the Group have had a positive impact on sales of the Group's and

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its target merchants' products; while the software technical services have had provided the necessary support for the Group's target merchants to operate on Tmall Platforms. Therefore, in view of the benefits that can be brought to the Group as elaborated above, the continuity of the business relationship with Alimama Companies and Taobao China Companies are beneficial to the long-term development of the Group.

Overall, the Management believes and we concur that the transactions contemplated under each of the Amended and Renewed CCT Agreements will continue to be conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

2.2. 2025–2027 Marketing and Promotion Services Framework Agreement

To assess the fairness and reasonableness of the 2025–2027 Marketing and Promotion Services Framework Agreement, we have considered the following.

2.2.1. Principal terms of the 2025–2027 Marketing and Promotion Services Framework Agreement

The principal terms of the 2025–2027 Marketing and Promotion Services Framework Agreement are summarised below. For details, please refer to the paragraph headed “2.1 Principal terms of the Amended and Renewed CCT Agreements” in the “Letter from the Board” of the Circular.

Duration:	Commence from the Effective Date and end on 31 March 2027
Services to be provided:	Alimama Companies have agreed to provide the Group with the Marketing and Promotion Services, including but not limited to providing the marketing, promotion and advertising services on various platforms under and in cooperation with Alibaba Group, including the Alibaba Group Platforms or other third-party platforms, from time to time in accordance with the underlying standard agreements (including the standard terms and conditions (as applicable) as published on the relevant online platforms operated by Alimama Companies) and their latest editions as amended from time to time.
Service fees, pricing terms and payment terms:	The service fees shall be calculated in accordance with the underlying agreements and the standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by Alimama Companies from time to time.

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As at the Latest Practicable Date, the service fees include without limitation the following major components:

- (i) both CPM (cost per impression) and CPC (cost per click) model marketing and promotion services. The unit prices of advertisements priced under both the CPC and the CPM models are determined through an auction system, under which the Group offers bid prices for the relevant marketing resources, taking into account the commercial circumstances and comparable prices offered by other independent third-party advertisers on other advertising platforms. The Company understands that Alibaba Group's systems will automatically accept the highest bids for each marketing resources from the auction process. The bid prices currently offered by the Group which have been accepted by Alimama Companies under the CPM and CPC model range from RMB5 to RMB150 per 1,000 impressions and from RMB0.5 to RMB10 per effective click respectively; and
- (ii) project-based advertising services. Alimama Companies provide project-based advertising campaign services, whereby it offers advertisements on its advertising platforms for a certain advertising period. Alimama Companies calculate the marketing and promotion placement fees based on a cost per time (CPT) model (i.e., advertising fees are charged based on the amount of time displayed).

The parties agreed that the time and settlement means of the payment for the transactions contemplated under the 2025–2027 Marketing and Promotion Services Framework Agreement shall be determined in accordance with the standard agreements (including the standard terms and conditions (as applicable) as published on the relevant online platforms operated by Alimama Companies) and their latest editions as amended from time to time) entered into between the Group and Alimama Companies from time to time.

Our view

The principal terms of the 2025–2027 Marketing and Promotion Services Framework Agreement are substantially the same as those under the 2024 Advertising Services Framework Agreement.

We understand that the Group’s marketing and promotion placements are made through real time auction systems of Alimama Companies, where the systems will automatically accept the highest bids for each marketing resources, and such mechanism equally applies to the Group and other independent third party advertisers. Further, we understand that both the Group and other independent third party advertisers are subject to the same standard terms and conditions as published on the respective online platforms operated by Alimama Companies. In other words, it is noted that all advertisers, regardless of the Group or other independent third party advertisers, are subject to the same auction process and terms and conditions when procuring marketing and promotion services from Alimama Companies.

In this regard, we have conducted a walkthrough of the marketing and promotion placement process and noted that all advertisers who wish to procure marketing and promotion services from Alimama Companies, regardless of the Group or other independent third party advertisers, have to go through the same online systems which are accessible through the respective online platforms operated by Alimama Companies. We noted that the Group would have to input its desired bid price for the particular pricing model and the online system will then automatically generate the results. The whole marketing and promotion placement process is being conducted through the online systems of Alimama Companies; and all advertisers are subject to the same terms and conditions as published on the respective online platforms.

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Considering the transparent nature of marketing and promotion services procured from Alimama Companies, and given that the Group and other independent third party advertisers are subject to the same terms and conditions as specified by Alimama Companies, we are of the view that the terms of the 2025–2027 Marketing and Promotion Services Framework Agreement are on normal commercial terms and are fair and reasonable.

2.2.2. Proposed annual caps

2.2.2.1. Existing annual caps and historical variances

The following table summarises (i) the historical transaction amounts between the Group and Alimama Companies; and (ii) the corresponding existing annual caps, for the year ended 31 March 2023 (“FY2023”) and the nine months ended 31 December 2023 respectively.

	For the year ended 31 March 2023	For the nine months ended 31 December 2023
	<i>(RMB'000)</i>	
Historical transaction amount	1,046,205	936,103
Annual caps	1,850,000	2,220,000
		(for the year ending 31 March 2024)
Utilisation rate <i>(approximately)</i>	56.6%	56.2% <i>(Note)</i>

Note: This utilisation rate is calculated based on (i) historical transaction amount for the nine months ended 31 December 2023; and divided by (ii) the existing annual cap calculated on a pro-rata basis.

As shown in the above table, the utilisation rates of the annual caps remained relatively stable at approximately 56.6% and 56.2% in FY2023 and the nine months ended 31 December 2023 respectively. In terms of actual transaction amount, the Group’s marketing and promotion fees paid to Alimama Companies for the nine months ended 31 December 2023 amounted to approximately RMB936.1 million. For illustrative purpose only, the annualised marketing and promotion fees for the year ending 31 March 2024 (“FY2024”) based on the nine months’ actual figure would be approximately RMB1,248.1 million, representing an increase of approximately 19.3% as compared to that recorded in FY2023.

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2.2.2.2. Proposed annual caps

The following table sets out the proposed annual caps under the 2025–2027 Marketing and Promotion Services Framework Agreement for the years ending 31 March 2025, 2026 and 2027 respectively.

	For the year ending 31 March		
	2025	2026	2027
	<i>(RMB'000)</i>		
Proposed annual caps	2,400,000	2,640,000	2,904,000

In determining the above proposed annual caps, we understand from the Management that the Company has taken into consideration (i) the historical transaction amounts incurred for the year ended 31 March 2023 and the nine months ended 31 December 2023; (ii) the Group's marketing plans for each of the three financial years ending 31 March 2027; and (iii) the expected marketing needs of the Group and its target merchants for each of the three financial years ending 31 March 2027.

In assessing the fairness and reasonableness of the proposed annual caps, we have discussed with the Management and obtained the relevant working for review. Based on our discussion with the Management, we noted that the proposed annual cap for the year ending 31 March 2025 of RMB2.4 billion (the “**FY2025 Marketing and Promotion Services Annual Cap**”) is mainly arrived at after considering the Group's marketing plan and expected marketing needs. From our review of the calculation worksheet, we noted that the Management has mainly taken into account an expected year-on-year increase of around 10% to 20% in marketing and promotion fees to Alimama Companies when deriving the FY2025 Marketing and Promotion Services Annual Cap. In this regard, we have firstly considered the historical transaction amounts as discussed in the paragraph headed “2.2.2.1. Existing annual caps and historical variances” above, where the annualised marketing and promotion fees to Alimama Companies for FY2024 (based on the nine months' actual figure and for illustrative purpose only) represents an approximate 19.3% increase as compared to that recorded in FY2023. This supports the assumption of a growing demand for marketing support from Alimama Companies to facilitate the Group's business expansion. Secondly, we understand from the Management that the marketing and promotion services to be provided under the 2025–2027 Marketing and Promotion Services Framework Agreement will primarily cater to the Group's pharmaceutical direct sales business. In this regard, we noted from the FY2023 Annual Report that the revenue of the Group's pharmaceutical direct sales business increased by approximately 31.7% from approximately RMB17,911.1 million during the year ended 31 March 2022 (“**FY2022**”) to approximately RMB23,591.6 million in FY2023. As such, we consider the estimated growth rate in deriving the FY2025 Marketing and

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Promotion Services Annual Cap, which is at a level below and around the aforementioned revenue and expenditure growth rates respectively, to be fair and reasonable.

Further, we understand from the Management that following the completion of acquisition of AJK Technology Holding Limited (the “**Acquisition**”) in January 2024 (for details, please refer to the Company’s circular dated 22 December 2023), the Company intends to foster collaborations with existing and potential target merchants. This includes, amongst others, allocating more resources on various e-commerce platforms under and in cooperation with Alibaba Group. In this regard, we have obtained the relevant marketing plan from the Management and noted that, amongst others and subject to the Management’s continuous assessment of prevailing market conditions, it is the intention of the Group following the Acquisition to allocate a portion of the revenue generated from its provision of marketing services to merchants on the platform. Part of this strategic plan will include incentivising existing and potential target merchants to adopt and allocate resources towards e-commerce platforms under and in cooperation with Alibaba Group, which in turn may potentially lead to the corresponding increase in demand for advertising and promotional activities. We observed from publicly available information that it is the Group’s strategic direction to, amongst others, establish a resources pool in the scale of tens of billions of impressions in order to provide targeted support to merchants, as well as to incubate an additional 50 domestic health product merchants with sales exceeding RMB10 million and over 200 individual products with sales exceeding RMB1 million. Given this roadmap, it necessitates further Marketing and Promotion Services provided by Alimama Companies and we understand that the FY2025 Marketing and Promotion Services Annual Cap has been arrived at with the above in mind, in addition to the factors discussed above.

For the years ending 31 March 2026 and 2027, we understand that a year-on-year growth rate of 10% respectively has been applied to derive the respective proposed annual caps. We considered such estimated growth rate to be reasonable in order to cater for potential growth in businesses and marketing needs of the Group.

In addition to the above, considering that (i) the Group is not obliged under the 2025–2027 Marketing and Promotion Services Framework Agreement to procure services from Alimama Companies or to use up the proposed annual caps; and (ii) the proposed annual caps can provide flexibility for the Group to procure marketing and promotion services from Alimama Companies according to its marketing plan and needs, we are of the view that the proposed annual caps under the 2025–2027 Marketing and Promotion Services Framework Agreement are fair and reasonable.

2.3. 2025–2027 Framework Technical Services Agreement

To assess the fairness and reasonableness of the 2025–2027 Framework Technical Services Agreement, we have considered the followings.

2.3.1. Principal terms of the 2025–2027 Framework Technical Services Agreement

The principal terms of the 2025–2027 Framework Technical Services Agreement are summarised below. For details, please refer to the paragraph headed “2.1 Principal terms of the Amended and Renewed CCT” in the “Letter from the Board” of the Circular.

- Duration:** Commence from the Effective Date and end on 31 March 2027
- Services to be provided:** Taobao China Companies agreed to provide the relevant software technical services, including but not limited to the following services:
- (i) basic software technical support: Taobao China Companies will provide infrastructure software technical support to the Group or the Merchants as requested by the Company for the software services fees. The infrastructure software technical support includes product information display services on the Tmall Platforms, and its related basic software technical services (including, among others, system security services, business platform operation management technology software services);
 - (ii) internet information services and secondary domain names: as the platform provider and operator, the Tmall Entities and Taobao China will provide Tmall.com and Tmall.hk respectively as well as the secondary domain names to the Merchants as a platform for the Merchants’ operation of their respective businesses. The internet information services and secondary domain name services that Taobao China Companies provide to the Group will not be charged to the Group, the Merchants or consumers for the time being; and

(iii) other services: Taobao China Companies may provide the Group with additional services as initiated by them including but not limited to marketing services and merchant customer services. Taobao China Companies will not charge the Group or the Merchant for those services unless the Group request such services, in which case the parties will agree on a separate service fee.

**Service fees, pricing
terms and payment
terms:**

The Group shall pay the software service fees to Taobao China Companies, which are equal to 40% of the software service fees received by the Group from the Merchants for transactions selling Pharmaceutical Products and 50% of the software service fees received by the Group from the Merchants for transactions selling the Target Products and Services other than the Pharmaceutical Products on the Tmall Platforms.

The aforementioned software service fees currently received by the Group are a certain percentage of the value of completed sales of Target Products and Services sold on the Tmall Platforms.

Our view

The principal terms of the 2025–2027 Framework Technical Services Agreement are substantially the same as those under the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement.

We noted that the Group has established internal control measures to monitor the implementation of pricing policy of the transactions contemplated under the 2025–2027 Framework Technical Services Agreement. In this regard, we have obtained the full lists of transactions entered into between the Group and Taobao China Companies during the nine months ended 31 December 2023 pursuant to each of the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement and randomly selected three samples from each of the aforesaid agreements for review. Based on our review of the underlying documents, we noted that the software technical service transactions entered into between the Group and Taobao China Companies has followed the relevant pricing policy as described above. Considering the samples obtained and reviewed are selected on a random

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basis and cover the period of 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement, we believe that the sample size is sufficient.

As advised by the Management, neither the Group nor Taobao China Companies had entered into similar software technical service transaction with independent third party during the term of the 2024 Framework Technical Services Agreement and the 2024 Taobao Framework Technical Services Agreement (up to date). Nonetheless, based on our independent research, we noted that JD Health International Inc. (stock code: 6618) (“**JD Health**”, together with its subsidiaries, the “**JD Health Group**”) and JD.com, Inc. (stock code: 9618) (“**JD.com**”, together with its subsidiaries, excluding the JD Health Group, the “**JD Group**”) have entered into a similar arrangement, namely the 2023 technology and traffic support services framework agreement (the “**JDH Technology and Traffic Support Services Framework Agreement**”), on 21 October 2022. We noted that JD.com operates its online and mobile commerce platform; while JD Health, being the non-wholly owned subsidiary of JD.com, operates as the online healthcare platform of JD.com. Such operating structure is similar to those between Alibaba Holding and the Group.

Under the JDH Technology and Traffic Support Services Framework Agreement, JD Group shall provide JD Health Group technology and traffic support services through its online platforms (i.e. JD.com) during the period from 1 January 2023 to 31 December 2025. The aforesaid technology and traffic support services primarily include user traffic support, branding activities, operational support and advertisement access for the JD Health Group’s merchants and suppliers. JD Group will charge commissions by applying a fixed rate of up to 3% (the “**JDH Technology and Traffic Support Services Fees**”) on the value of the fulfilled orders of healthcare products and services generated through JD Group’s online platforms. For further details, please refer to the circular of JD Health Group dated 8 December 2022. We consider the JDH Technology and Traffic Support Services Framework Agreement a close market comparable to the 2025–2027 Framework Technical Services Agreement in terms of nature of services being provided. We understand from the Management that the software service fees currently received by the Group are up to 5% of the value of completed sales of Target Products and Services sold on the Tmall Platforms. In this regard, we noted that the software service fees (i.e. 40% of up to 5% of the value of completed sales of Pharmaceutical Products sold on Tmall Platforms; or 50% of up to 5% of the value of completed sales of the Target Products and Services other than the Pharmaceutical Products) are generally comparable to the JDH Technology and Traffic Support Services Fees (i.e. up to 3% on the value of the fulfilled orders of healthcare products and services generated through JD Group’s online platforms).

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Taking into account of above, we are of the view that the terms of the 2025–2027 Framework Technical Services Agreement are on normal commercial terms and are fair and reasonable.

2.3.2. Proposed annual caps

2.3.2.1. Existing annual caps and historical variances

The following table summarises (i) the historical transaction amounts between the Group and Taobao China Companies; and (ii) the corresponding existing annual caps, in FY2023 and the nine months ended 31 December 2023 respectively.

	For the year ended 31 March 2023	For the nine months ended 31 December 2023
	<i>(RMB'000)</i>	
Historical transaction amount	1,215,332	880,985
Annual caps	2,069,000	2,020,000
		(for the year ending 31 March 2024)
Utilisation rate <i>(approximately)</i>	58.7%	58.2% <i>(Note)</i>

Note: This utilisation rate is calculated based on (i) historical transaction amount for the nine months ended 31 December 2023; and divided by (ii) the existing annual cap calculated on a pro-rata basis.

As shown in the above table, the utilisation rates of the annual caps remained relatively stable at approximately 58.7% and 58.2% in FY2023 and the nine months ended 31 December 2023 respectively. In terms of actual transaction amount, the Group's procurement of software technical services from Taobao China Companies for the nine months ended 31 December 2023 amounted to approximately RMB881.0 million. For illustrative purpose only, the annualised software technical service procurement amount for FY2024 based on the nine months' actual figure would be approximately RMB1,174.6 million, representing a nominal decrease of approximately 3.3% as compared to that recorded in FY2023.

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2.3.2.2. Proposed annual caps

The following table sets out the proposed annual caps under the 2025–2027 Framework Technical Services Agreement for the years ending 31 March 2025, 2026 and 2027 respectively.

	For the year ending 31 March		
	2025	2026	2027
	<i>(RMB'000)</i>		
Proposed annual caps	2,300,000	2,530,000	2,783,000

In determining the above proposed annual caps, we understand from the Management that the Company has taken into consideration (i) the historical transaction amounts incurred for the year ended 31 March 2023 and the nine months ended 31 December 2023; (ii) the historical revenue of the Tmall Platforms attributable to the sales of the Target Products and Services for the recent three financial years; (iii) the projected revenue of the Tmall Platforms for the sales of the Target Products and Services for the three financial years ending 31 March 2027; (iv) the Group's own projections for business with the Merchants based on projections for the growth of the overall healthcare market in China; and (v) the Group's marketing plans for enhancing the software technical services that the Group seeks to provide to the Merchants.

In assessing the fairness and reasonableness of the proposed annual caps, we have discussed with the Management and obtained the relevant working for review. Based on our discussion with the Management, we noted that the proposed annual cap for the year ending 31 March 2025 of RMB2.3 billion (the “**FY2025 Technical Services Annual Cap**”) is mainly arrived at after considering the potential growth in gross merchandise value (“**GMV**”) of the Target Products and Services to be sold on Tmall Platforms. Based on our review of the calculation worksheet, we noted that the Management has mainly taken into account (i) an expected overall year-on-year growth rate in GMV of Target Products and Services to be sold on Tmall Platforms of around 20% to 30%; and (ii) the pricing terms as stipulated under the 2025–2027 Framework Technical Services Agreement as discussed in the paragraph headed “2.3.1. Principal terms of the 2025–2027 Framework Technical Services Agreement” above, in deriving the FY2025 Technical Services Annual Cap. In this regard, we understand from the Management that the services to be provided under the 2025–2027 Framework Technical Services Agreement will mainly facilitate the pharmaceutical e-commerce platform business and the healthcare and digital services business of the Group. According to the FY2023 Annual Report, we noted that the revenue of the Group's (i) pharmaceutical e-commerce platform business increased by approximately 10.5% from approximately RMB2,025.9 million in FY2022 to approximately RMB2,238.0 million in FY2023; and (ii) healthcare and digital services business increased by approximately 45.7% from

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approximately RMB640.7 million in FY2022 to approximately RMB933.5 million in FY2023, respectively. The estimated growth rate in overall GMV to derive the FY2025 Technical Services Annual Cap is therefore at a level within the range of the abovementioned revenue growth rates.

Further, we have also considered that since the COVID-19 pandemic restriction policies had been lifted in the PRC, the PRC government has introduced a number of economic stimulus policies to reinforce market confidence. Examples of key measures include cutting reserve requirement ratio for banks with an effect to adding liquidity to the market, helping private businesses to access funding, and encouraging additional spending on consumer goods and cars. According to the latest data published by the National Bureau of Statistics of China¹, the total retail sales of consumer goods in December 2023 increased by approximately 7.4% on a period-on-period basis; such figure demonstrates potential recovery in consumer confidence when compared to the period-on-period decrease of total retail sales of consumer goods of approximately 1.8% in December 2022. Against this backdrop, we are of the view that it is reasonable to assume potential increase in demand for the Target Products and Services, and in turn, the GMV as well as the derived software service fees to Taobao China Companies in the coming financial year.

Similar to the proposed annual caps under the 2025–2027 Marketing and Promotion Services Framework Agreement as discussed in the paragraph headed “2.2.2.2. Proposed annual caps” above, the Company’s strategic direction to foster collaborations with existing and potential target merchants following the completion of acquisition of AJK Technology Holding Limited in January 2024 can potentially result in increased sales of Target Products and Services on the Tmall Platforms, and in turn, the software service fees payable to Taobao China Companies under the 2025–2027 Framework Technical Services Agreement. In this regard, for reference purpose only, we note that (a) the extent of increment of the FY2025 Technical Services Annual Cap (when compared to the annualised software technical service procurement amount for FY2024) of approximately 95.8%, is comparable to (b) the approximate 92.3% increase in the case of FY2025 Marketing and Promotion Services Annual Cap (by applying the same calculation above). We understand that the FY2025 Technical Services Annual Cap has been arrived at taking into account such potential, in addition to the factors discussed above.

For the years ending 31 March 2026 and 2027, we understand that a year-on-year growth rate of 10% respectively has been applied to arrive at the respective proposed annual caps. We consider such estimated growth rate to be reasonable in order to cater for potential growth in GMV of Target Products and Services as well as the Group’s business.

¹ Source: https://www.stats.gov.cn/sj/zxfb/202401/t20240116_1946619.html

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In addition to the above, considering that (i) the Group is not obliged under the 2025–2027 Framework Technical Services Agreement to engage the services of Taobao China Companies or to use up the proposed annual caps; and (ii) the proposed annual caps can provide flexibility for the Group to cater for potential growth in GMV of Target Products and Services, and in turn, the Group’s business in the coming three financial years, we are of the view that the proposed annual caps under the 2025–2027 Framework Technical Services Agreement are fair and reasonable.

3. Internal control measures

We have obtained and reviewed the Group’s internal control measures in relation to the Amended and Renewed CCT Agreements and noted that the finance department will collect the corresponding service fees to be incurred under the Amended and Renewed CCT Agreements on a monthly basis and update such information to the legal department and the chief financial officer of the Company to monitor these transaction amounts. For details, please refer to the paragraph headed “2.3 Internal controls for the Group’s continuing connected transactions” in the “Letter from the Board” of the Circular.

Further, the external auditors of the Company and the independent non-executive Directors will conduct annual review on the transactions contemplated under the Amended and Renewed CCT Agreements pursuant to the requirements of Chapter 14A of the Listing Rules. In this regard, we noted from the FY2023 Annual Report that the external auditors of the Company and the independent non-executive Directors had conducted annual review of the Group’s transactions with Alimama Companies and Taobao China Companies in relation to marketing and promotion services and software technical services and there were no adverse findings under such annual review.

Based on the above, the Management is of the view, and we concur that, the internal control measures in relation to the Amended and Renewed CCT Agreements are adequate and reasonable.

RECOMMENDATION

Having considered the above principal factors, we are of the view that (i) each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole; (ii) the terms of each of the Amended and Renewed CCT Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable; and (iii) the annual caps in relation to the Amended and Renewed CCT Agreements are fair and reasonable.

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Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the relevant resolutions to be proposed at the SGM to approve the Amended and Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto.

Yours faithfully,
For and on behalf of
Altus Capital Limited
Chang Sean Pey
Responsible Officer

*Mr. Chang Sean Pey (“**Mr. Chang**”) is a Responsible Officer of Altus Capital Limited licensed to carry on Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and permitted to undertake work as a sponsor. He is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Mr. Chang has over 25 years of experience in banking, corporate finance advisory and investment management. In particular, he has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN EQUITY SECURITIES AND UNDERLYING SHARES

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long Position in shares and underlying shares of the Company

Name of Director	Nature of interest	Total interest in Shares	% of the existing issued Shares
Mr. ZHU Shunyan	Beneficial owner and equity derivative interests ⁽¹⁾	8,510,696	0.05
Mr. SHEN Difan	Beneficial owner and equity derivative interests ⁽²⁾	4,777,568	0.03
Mr. TU Yanwu	Beneficial owner and equity derivative interests ⁽³⁾	1,701,678	0.01

Notes:

- (1) Mr. ZHU Shunyan beneficially held 1,298,196 Shares and, subject to vesting, is interested in 7,212,500 Shares underlying the 5,992,625 Options and 1,219,875 RSUs granted to him in accordance with the Share Award Scheme.
- (2) Mr. SHEN Difan beneficially held 1,168,043 Shares and, subject to vesting, is interested in 3,609,525 Shares underlying the 2,702,250 Options and 907,275 RSUs granted to him in accordance with the Share Award Scheme.

- (3) Mr. TU Yanwu beneficially held 735,203 Shares and, subject to vesting, is interested in 966,475 Shares underlying the 751,250 Options and 215,225 RSUs granted to him in accordance with the Share Award Scheme.

Long Position in shares of and underlying shares of Alibaba Holding, an associated corporation of the Company within the meaning of Part XV of the SFO

Name of Director	Nature of interest	Number of shares/ underlying shares held	% of issued shares of associated corporation
Mr. ZHU Shunyan	Beneficial owner, equity derivative interests and interests of spouse ⁽¹⁾	2,847,432*	0.01
Mr. SHEN Difan	Beneficial owner, equity derivative interests and interests of spouse ⁽²⁾	128,256*	0.00
Mr. TU Yanwu	Beneficial owner, equity derivative interests ⁽³⁾	25,384*	0.00
Ms. HUANG Jiaojiao	Beneficial owner, equity derivative interests and interests of spouse ⁽⁴⁾	253,928*	0.00
Mr. XU Haipeng	Beneficial owner, equity derivative interests ⁽⁵⁾	85,305*	0.00

Notes:

- (1) These interests represented 2,066,864* ordinary shares or underlying ordinary shares and 620,568* restricted share units beneficially held by Mr. ZHU Shunyan and 160,000* ordinary shares or underlying shares held by his spouse.
- (2) These interests represented 24,000* ordinary shares or underlying ordinary shares and 2,000* restricted share units beneficially held by Mr. SHEN Difan and 102,256* ordinary shares or underlying shares held by his spouse.
- (3) These interests represented 584* ordinary shares or underlying ordinary shares and 24,800* restricted share units beneficially held by Mr. TU Yanwu.
- (4) These interests represented 46,928* ordinary shares or underlying ordinary shares and 202,000* restricted share units beneficially held by Ms. HUANG Jiaojiao and 5,000* ordinary shares or underlying shares held by her spouse.
- (5) These interests represented 17,305* ordinary shares or underlying ordinary shares and 68,000* restricted share units beneficially held by Mr. XU Haipeng.

- * Alibaba Holding approved to effect a one-to-eight share subdivision of its ordinary shares (the “Share Subdivision”) at the annual general meeting held on July 15, 2019. The Share Subdivision was effective on July 30, 2019. Accordingly, Alibaba Holding has changed its ratio of American depositary shares to ordinary shares from 1: 1 to 1: 8. The ratio of restricted share units to ordinary shares of Alibaba Holding has also changed from 1: 1 to 1: 8.

Long positions in shares and underlying shares of Cainiao Smart Logistics Network Limited, an associated corporation of the Company within the meaning of Part XV of the SFO

Name of Director	Nature of interest	Number of shares/ underlying shares held	% of issued shares of associated corporation
Ms. HUANG Jiaojiao	Beneficial owner	146,975*	0.15

- * These interests represented 146,975 class A ordinary shares beneficially held by Ms. HUANG Jiaojiao.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they would be taken or deemed to have under such provisions of the SFO); (b) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Interests of Directors as Director or employee of a substantial shareholder or any Subsidiaries of a substantial shareholder

As at the Latest Practicable Date, save for the fact that:

- (i) Mr. ZHU Shunyan was a partner of the Alibaba Partnership;
- (ii) Ms. HUANG Jiaojiao is a senior finance director of Alibaba Holding; and
- (iii) Mr. XU Haipeng is the business head on platform user operation and interaction at the User Development and Operation Center of the Taobao and Tmall Group within the Alibaba Holding Group,

none of the Directors was a director or employee of a company which had an interest or short position in the Shares or underlying Shares in the Company which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

As at the Latest Practicable Date, none of the Directors had, or had had, any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Group since March 31, 2023, the date to which the latest published audited financial statements of the Group were made up; and, except for any perceived material interest in transactions between members of Alibaba Group and the Company due to their role as employees of Alibaba Holding or its Subsidiaries, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN A COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective associate(s) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. CONSENT OF EXPERT

The following is the qualification of the professional adviser who has given opinion or advice contained in this circular:

Name	Qualification
Altus Capital Limited	a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the Independent Financial Adviser

The letter from the Independent Financial Adviser is given as of the date of this circular for incorporation herein. Altus Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear. As at the Latest Practicable Date, Altus Capital Limited did not have: (a) any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (b) any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Group since March 31, 2023, the date to which the latest published audited financial statements of the Group were made up.

7. MATERIAL ADVERSE CHANGE

The Directors confirm that there was no material adverse change in the financial or trading position of the Group since March 31, 2023, the date to which the latest published audited consolidated financial statements of the Group were made up.

8. DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.irasia.com/listco/hk/alihealth>) for a period of 14 days from the date of this circular:

- (a) the 2025–2027 Marketing and Promotion Services Framework Agreement;
- (b) the 2025–2027 Framework Technical Services Agreement;
- (c) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out on pages IBC-1 to IBC-3 of this circular;
- (d) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages IFA-1 to IFA-19 of this circular;
- (e) the written consent referred to in the section headed “Consent of Expert” of this Appendix; and
- (f) this circular.

9. LANGUAGE

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

NOTICE OF SPECIAL GENERAL MEETING



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 Yuxu Peak Conference Room, VIP Meeting Room 4F-454, Visitor Center, Area A, Alibaba Xixi Campus, West Wen Yi Road, Yu Hang District, Hangzhou, China on Tuesday, March 26, 2024 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 2025–2027 marketing and promotion services framework agreement entered into between the Company and Hangzhou Alimama Software Services Co., Ltd.* (杭州阿里媽媽軟件服務有限公司) on February 2, 2024, the continuing connected transactions contemplated thereunder and the proposed annual caps for each of the three years ending March 31, 2027, be and hereby are confirmed, approved and ratified;
2. the 2025–2027 framework technical services agreement entered into between the Company and Taobao China Holding Limited* (淘寶中國控股有限公司) on February 2, 2024, the continuing connected transactions contemplated thereunder and the proposed annual caps for each of the three years ending March 31, 2027, be and hereby are confirmed, approved and ratified; and

NOTICE OF SPECIAL GENERAL MEETING

- any one or more of the directors of the Company or the company secretary of the Company for and on behalf of the Company be and hereby are 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 and 2.”

By Order of the Board
ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED
Zhu Shunyan
Chairman

Hong Kong, March 6, 2024

Notes:

- All resolutions at the SGM will be taken by poll pursuant to the bye-laws of the Company 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 SGM is entitled to appoint a proxy to attend and vote instead of him/her. 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/her own name in the Register of Members of the Company) shall only be entitled to vote by providing his/her instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through his/her licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the SGM, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him/her.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM 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 SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF SPECIAL GENERAL MEETING

5. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the above meeting will be Wednesday, March 20, 2024. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, March 20, 2024.
6. 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) three are executive Directors, namely Mr. ZHU Shunyan, Mr. SHEN Difan and Mr. TU Yanwu; (ii) two are non-executive Directors, namely Ms. HUANG Jiaojiao and Mr. XU Haipeng; and (iii) three are independent non-executive Directors, namely Ms. HUANG Yi Fei (Vanessa), Dr. SHAO Rong and Ms. WU May Yihong.

* *English name for identification purposes only.*