
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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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TATA Health International Holdings Limited

TATA 健康國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY;
PROPOSED RE-ELECTION OF
THE DIRECTORS OF THE COMPANY;
PROPOSED ADOPTION OF THE SECOND
AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF
THE COMPANY**

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the People’s Republic of China on Friday, 30 June 2023 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the 2023 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.s-culture.com).

Whether or not you are able to attend the 2023 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Tricor Investor Services Limited, at 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 2023 AGM (i.e. not later than 11:00 a.m. on Wednesday, 28 June 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish.

2 June 2023

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DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company to be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the People’s Republic of China on Friday, 30 June 2023 at 11:00 a.m.;
“Articles”	the memorandum and articles of association of the Company as amended, supplemented or otherwise modified from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Chairman”	the chairman of the Board;
“Company”	TATA Health International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	29 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;

DEFINITIONS

“Second Amended and Restated Articles”	the second amended and restated memorandum and articles of association of the Company incorporating the proposed amendments to the existing Articles proposed to be adopted by the Shareholders by special resolution at the 2023 AGM;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

TATA Health International Holdings Limited

TATA 健康國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

Executive Directors:

Mr. Yang Jun (*Chairman*)

Mr. Lai Wenjing

Non-executive Directors:

Mr. Lin Zheming

Mr. Lin Jun

Mr. Chu Chun Ho, Dominic

Mr. Chen Anhua

Independent Non-executive Directors:

Mr. Xie Rongxing

Mr. Wang Jian

Ms. Tan Yuying

Registered Office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

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

Flat F-J, 11th Floor

Block 2, Kwai Tak Industrial Centre

15-33 Kwai Tak Street

Kwai Chung

New Territories

Hong Kong

2 June 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY;
PROPOSED RE-ELECTION OF
THE DIRECTORS OF THE COMPANY;
AND
PROPOSED ADOPTION OF THE SECOND
AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2023 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) proposed adoption of the Second Amended and Restated Articles.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 June 2022, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Up to the Latest Practicable Date, such mandate had not been used and, if not used by the date of the 2023 AGM, will lapse at the conclusion of the 2023 AGM.

Ordinary resolutions will be proposed at the 2023 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 24,284,500 Shares on the basis that the total number of issued Shares of 242,845,000 remains unchanged as at the date of the 2023 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 48,569,000 Shares on the basis that the total number of issued Shares of 242,845,000 remains unchanged as at the date of the 2023 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the 2023 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2023 AGM as set out on pages 15 to 18 of this circular.

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

3. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to Article 108 of the Articles, Mr. Lai Wenjing and Mr. Xie Rongxing shall retire by rotation at the 2023 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2023 AGM.

LETTER FROM THE BOARD

Mr. Xie Rongxing, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmation and disclosures given by the Director, the qualification, skills and experience, time commitment and contribution of the retiring Director with reference to the nomination principles and criteria set out in the Company's board diversity policy and Director nomination policy, the Company's corporate strategies, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the 2023 AGM. The Company considers that the retiring independent non-executive Director (i) is independent according to the independence guidelines set out in the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company's affairs, given his good attendance record to meetings; and (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Mr. Xie Rongxing's academic background and management experience will contribute to the diversity of the Board.

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

4. PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

In order to (i) bring the Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the Board proposes to put forward to the Shareholders for approval at the 2023 AGM a special resolution to amend the existing Articles and adopt the Second Amended and Restated Articles to this circular and in substitution for, and to the exclusion of, the existing Articles.

As additional time is required for the Company to prepare certain information, detailed information of the proposed amendments to the existing Articles will be despatched to the Shareholders on or before 14 June 2023 in a supplemental circular.

The proposed adoption of the Second Amended and Restated Articles is subject to the passing of a special resolution.

LETTER FROM THE BOARD

5. 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.

6. 2023 AGM AND PROXY ARRANGEMENT

The notice of the 2023 AGM is set out on pages 15 to 18 of this circular. At the 2023 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate, the re-election of the retiring Directors and the proposed adoption of the Second Amended and Restated Articles.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2023 AGM. An announcement on the poll results will be made by the Company after the 2023 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.s-culture.com). Whether or not you are able to attend the 2023 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar, Tricor Investor Services Limited, at 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 holding the 2023 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2023 AGM or any adjournment thereof (as the case may be) if you so wish and in such event, your proxy form shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting and extension of the Issuance Mandate, the re-election of the Directors and the proposed adoption of the Second Amended and Restated Articles are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2023 AGM.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: (i) Appendix I — Explanatory Statement on the Buyback Mandate; and (ii) Appendix II — Details of the Directors Proposed to be Re-elected at the 2023 AGM.

9. MISCELLANEOUS

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

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

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

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

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

2. SHARE CAPITAL

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

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the 2023 AGM in respect of the granting of the Buyback Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2023 AGM, i.e. being 242,845,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 24,284,500 Shares, representing 10% of the total number of Shares in issue as at the date of the 2023 AGM.

3. FUNDING OF REPURCHASES

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

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

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

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2023 AGM, the shareholding interest of Shang Ying Financial in the Company would be increased to approximately 68.63% of the total issued share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. However, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the issued shares would be in public hands. The Directors therefore would not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

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

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

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

7. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2022		
April	1.30	0.88
May	1.00	0.81
June	0.90	0.67
July	0.90	0.76
August	0.95	0.74
September	0.95	0.50
October	1.29	0.52
November	0.90	0.71
December	0.89	0.75
2023		
January	0.88	0.75
February	0.90	0.72
March	0.80	0.54
April	0.85	0.65
May (up to and including the Latest Practicable Date)	0.74	0.61

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2023 AGM according to the Articles, are provided below.

(1) MR. LAI WENJING

Position and experience

Mr. Lai Wenjing (“**Mr. Lai**”), aged 45, has been an executive Director and chief financial officer of the Company since July 2020. He graduated from the University of London in the United Kingdom with a master’s degree of Science in Professional Accounting with an honor of Distinction. He is qualified as a certified public accountant under the Association of Chartered Certified Accountants (ACCA) and the Fellow of Chartered Certified Accountant (FCCA). Mr. Lai has over 15 years of experience in advanced financial management, capital operations and investment and financing in both domestic and overseas multinational companies, focusing in the medical, retail e-commerce and resource industries. Prior to joining TATA Health International Holdings Limited, he served as (i) a senior consultant of Deloitte Touche Tohmatsu Ltd. and was engaged in audit and tax consulting from April 2005 to April 2009; (ii) the Chief Financial Officer (CFO) of Hu An Cable Holdings Ltd (stock code: KI3) from May 2009 to August 2010, and assisted in the IPO of such company which was successfully listed on the Singapore Exchange (SGX); and (iii) the general manager and chief financial officer of Mozambique National Construction and Maintenance Co., Ltd. (“**MNCN**”) in South Africa and Mozambique from September 2010 to August 2019. During the said period in MNCN, as the founder of its blockchain project, he conducted a successful initial coin offering and issued Forest digitized token “**NCMT**” on one of the world’s top digital currency platform. Since 2013, due to the needs of those companies’ investment in Mainland China’s big health field, he also concurrently served as the chief financial officer of Sino-America Medical Investment Co., Ltd. and an independent consulting partner of InterGest (China) Enterprise Management Consulting Co., Ltd from October 2013 to December 2018.

Save as disclosed above, Mr. Lai has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between Mr. Lai and the Company, Mr. Lai’s initial term of office is 3 years and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at the 2023 AGM in accordance with the Articles.

Relationships

Mr. Lai did not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

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

Director's emoluments

Pursuant to the service agreement entered into between Mr. Lai and the Company, he is entitled to receive a Director's fee of HK\$36,000 per month. Mr. Lai is also entitled to receive a monthly salary of approximately RMB66,666 under the service agreement entered into between a Company's subsidiary and Mr. Lai. Mr. Lai may also be entitled to other employee's benefits including a discretionary bonus as the Board and the Remuneration Committee may in its sole and absolute discretion determine. The above emolument of Mr. Lai is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Lai's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

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

As far as the Directors are aware, there is no other information of Mr. Lai to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

(2) MR. XIE RONGXING**Position and experience**

Mr. Xie Rongxing ("Mr. Xie"), aged 72, has been an independent non-executive Director since June 2017. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Xie completed an independent director training for listed companies organised by the Shanghai Stock Exchange in May 2011. He has been accredited as a senior accountant by the Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee (上海市會計專業高級職務任職資格評審委員會) in November 1997. Mr. Xie is a qualified Chinese lawyer to practise law in China. Mr. Xie was a partner of Shanghai Jiuhui Law Firm (上海市九匯律師事務所). He possesses over 20 years of working experience in accounting, law and securities.

Mr. Xie has been an independent director of Canature Health Technology Group Co., Ltd (formerly known as Shanghai Canature Environmental Products Co., Ltd., a company listed on the Shenzhen Stock Exchange, stock code: 300272) since May 2017. Mr. Xie served as an independent director of various companies listed or previously listed on the Shanghai Stock Exchange, including Shanghai Join Buy Co., Ltd. (stock code: 600838) from June 2015 to December 2021, CRED Holding Co., Ltd (stock code: 600890) from September 2015 to February 2022 and Shanghai Jin Jiang International Hotels Development Co., Ltd. (stock code: 600754) from May 2019 to June 2022. He was an independent director of each of Shang Ying Global from June 2017 to March 2021 and Shanghai Jinshan Surface Technology Engineering Co., Ltd. (a company listed on the NEEQ, stock code: 830939) from April 2013 to October 2021.

Mr. Xie was also a member of the tenth and eleventh sessions of the Shanghai Chinese People's Political Consultative Conference. He is the vice president of Shanghai Financial Institute (上海財務學會), the deputy officer of Shanghai Institute for Promotion of Financial Culture (上海金融文化促進中心) and a social supervisor of Shanghai Red Cross (上海紅十字會社會監督員).

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

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Xie, his initial term of office is 3 years from 17 June 2017 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at the 2023 AGM in accordance with the Articles.

Relationships

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

Interests in Shares

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

Director's emoluments

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

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

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

TATA Health International Holdings Limited

TATA 健康國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of TATA Health International Holdings Limited (the “**Company**”) will be held at Meeting Room, 5/F, Shangying Group Building, No. 8 XuHong Middle Road, Xuhui District, Shanghai, the People’s Republic of China on Friday, 30 June 2023 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2022;
2. To re-elect Mr. Lai Wenjing as an executive Director;
3. To re-elect Mr. Xie Rongxing as an independent non-executive Director;
4. To authorize the board of Directors to fix the respective Directors’ remuneration;
5. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorize the board of Directors to fix the auditor’s remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

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

NOTICE OF THE 2023 AGM

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

“**THAT:**

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

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(iii) the exercise of options under a share option scheme of the Company;
and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

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

(d) for the purposes of this resolution:

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

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

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

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

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

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

SPECIAL RESOLUTION

“**THAT** the existing amended and restated memorandum and articles of association of the Company (the “**Articles**”) be amended in the manner as set out in the supplemental circular of the Company (which will be despatched to the Shareholders on or before 14 June 2023), the second amended and restated memorandum and articles of association (a copy of which would be produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) which consolidates all the proposed amendments mentioned in the supplemental circular be and are hereby approved and adopted as the new Articles in substitution for and to the exclusion of the existing amended and restated Articles with immediate effect after the close of this meeting and that any one Director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new Articles.”

By order of the Board
Yang Jun
Chairman of the Board

Hong Kong, 2 June 2023

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

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- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar (i.e. Tricor Investor Services Limited, at 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 meeting (i.e. not later than 11:00 a.m. on Wednesday, 28 June 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain Shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 27 June 2023, to Friday, 30 June 2023 (both days inclusive) during which period no Share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m., on Monday, 26 June 2023.
- d. References to time and dates in this Notice are to Hong Kong time and dates.