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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)

NOTICE OF THE 2023 AGM

Reference is made to (i) the announcement of TATA Health International Holdings Limited (the “**Company**”) dated 27 July 2023 in relation to further postponement of the Annual General Meeting of the Company; (ii) the announcement of the Company dated 29 June 2023 in relation to postponement of Annual General Meeting of the Company (collectively, the “**Announcements**”); (iii) the circular of the Company dated 2 June 2023 and (iv) the supplemental circular of the Company dated 12 June 2023 (collectively, the “**Circulars**”).

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 Thursday, 7 September 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, approving the matters set out below (the “**Notice**”). The Notice should be read in conjunction with the Circulars. Save for the change of the date of the AGM and the sequence of the resolutions, all information and contents contained in the Circulars remain unchanged. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements and Circulars.

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 re-elect Mr. Yang Jun as an executive Director;
5. To authorize the board of Directors to fix the respective Directors’ remuneration;

6. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorize the board of Directors to fix the auditor's remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (the “**Shares**”, each a “**Share**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders (the “**Shareholders**”) in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

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

“**THAT:**

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

- (i) a Rights Issue (as defined below);

- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into Shares;

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

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

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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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

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

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

“**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the Notice, 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.”

10. 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 was despatched to the Shareholders on 12 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, 16 August 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.
- 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) or the Company’s address in the People’s Republic of China (No. 8 XuHong Middle Road, Xuhui District, Shanghai) 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 Tuesday, 5 September 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 Monday, 4 September 2023, to Thursday, 7 September 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 Friday, 1 September 2023.
- d. References to time and dates in this Notice are to Hong Kong time and dates.

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

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this notice and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.