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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)**

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 SEPTEMBER 2023, CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

At the AGM, each of the proposed resolutions nos. 1 and 5 to 7 were duly passed by the shareholders of the Company by way of poll. The proposed resolutions nos. 2 to 4, 8 to 10 were not passed by the shareholders of the Company.

References are made to the circular of TATA Health International Holdings Limited (the “**Company**”) dated 2 June 2023 and the supplemental circular dated 12 June 2023 (the “**Circulars**”) and the notice of annual general meeting of the Company dated 16 August 2023. Capitalized terms used in this announcement have the same meanings as those defined in the Circulars.

The Board announces that the poll results of the annual general meeting of the Company held on 7 September 2023 (the “**AGM**”) are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b> <i>Note (a)</i>	
		<b>For</b>	<b>Against</b>
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the Directors and auditor of the Company for the year ended 31 December 2022.	123,993,617 (98.4%)	2,064,000 (1.6%)
2.	To re-elect Mr. Lai Wenjing as an executive Director.	0 (0.0%)	126,057,617 (100.0%)
3.	To re-elect Mr. Xie Rongxing as an independent non-executive Director.	0 (0.0%)	126,057,617 (100.0%)

Ordinary Resolutions		Number of Votes (%) <i>Note (a)</i>	
		For	Against
4.	To re-elect Mr. Yang Jun as an executive Director.	0 (0.0%)	126,057,617 (100.0%)
5.	To authorize the Board to fix the respective Directors' remuneration.	123,993,617 (98.4%)	2,064,000 (1.6%)
6.	To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	123,993,617 (98.4%)	2,064,000 (1.6%)
7.	To give a general mandate to the Directors to repurchase the Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution (the " <b>Buyback Mandate</b> ").	123,993,617 (98.4%)	2,064,000 (1.6%)
8.	To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing this resolution (the " <b>Issuance Mandate</b> ").	0 (0.0%)	126,057,617 (100.0%)
9.	Conditional upon the passing of resolutions no 7 and 8, to extend the Issuance Mandate granted to the Directors to issue, allot and deal with additional Shares in the capital of the Company by the total number of Shares repurchased by the Company under the Buyback Mandate.	0 (0.0%)	126,057,617 (100.0%)
Special Resolution		For	Against
10.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.	0 (0.0%)	126,057,617 (100.0%)

The executive Director, Mr. Lai Wenjing; the non-executive Directors, Mr. Lin Zheming and Mr. Chu Chun Ho, Dominic had attended the AGM either in person or by electronic means.

*Notes:*

- (a) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.
- (b) The full text of each of the above resolutions is set out in the notice of the AGM dated 16 August 2023.
- (c) The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM was: 242,845,000 Shares.
- (d) As a majority of the votes were cast in favour of each of the resolutions nos. 1 and 5 to 7, all such resolutions were duly passed as ordinary resolutions.
- (e) As a majority of the votes were cast against each of the resolutions nos. 2 to 4 and 8 to 9, such were not passed as ordinary resolutions of the Company.
- (f) As less than 75% of the votes were cast in favour of the resolution no. 10, such was not passed as a special resolution of the Company.
- (g) The total number of Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules was: Nil.
- (h) The total number of Shares that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (i) None of the Shareholders had stated their intention in the Circulars to vote against or to abstain from voting on any resolutions at the AGM.
- (j) Just CPA Limited acted as the scrutineer for the vote-taking at the AGM.

The Board would like to reiterate that it is in the best interests of the Company and the Shareholders as a whole to bring the constitution of the Company in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules by adopting the second amended and restated memorandum and articles of association of the Company. Since resolution no. 10 was not passed as a special resolution of the Company at the AGM, the Board will propose these amendments again in the future as soon as practicable.

## **CHANGE OF DIRECTORS**

As the proposed ordinary resolution nos. 2 to 4 for the re-election of Mr. Yang Jun (“**Mr. Yang**”), Mr. Lai Wenjing (“**Mr. Lai**”) and Mr. Xie Rongxing (“**Mr. Xie**”) as Directors were not passed at the AGM, each of Mr. Yang, Mr. Lai and Mr. Xie retired as an executive Director, an executive Director and an independent non-executive Director, respectively, with effect from the conclusion of the AGM (the “**Retirement**”) accordingly.

The Board also announces that Mr. Lin Jun (“**Mr. Lin**”) had tendered his resignation as a non-executive Director on 5 September 2023, due to his other personal work arrangements. Mr. Lin has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its gratitude to those retired and resigned Directors for their contributions to the Company during their tenure of office.

### **NON-COMPLIANCE WITH THE LISTING RULES**

Following the Retirement of Mr. Yang and Mr. Xie, the number of the independent non-executive Directors and the members of each of the Audit Committee, the Remuneration Committee and the Nomination Committee have fallen below the minimum number required under Rules 3.10, 3.21, 3.25 and 3.27A of Listing Rules.

The Company is in the process of identifying suitable candidate(s) to fill the vacancies for the position of the independent non-executive Directors and the membership of the Audit Committee, the Remuneration Committee and the Nomination Committee. The Company will use its best endeavours to ensure that suitable candidates are appointed as soon as practicable in order to ensure compliance with the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

### **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the Retirement, the compositions of the Audit Committee, the Remuneration Committee and the Nomination Committee will be changed as follows:

#### **Audit Committee**

Mr. Wang Jian (*Chairman*)

Ms. Tan Yuying

#### **Remuneration Committee**

Mr. Wang Jian

#### **Nomination Committee**

Mr. Wang Jian

By order of the Board  
**TATA Health International Holdings Limited**

Hong Kong, 7 September 2023

*As at the date of this announcement, the Board comprises three non-executive Directors, namely, Mr. Lin Zheming, Mr. Chu Chun Ho, Dominic and Mr. Chen Anhua; and two independent non-executive Directors, namely, Mr. Wang Jian and Ms. Tan Yuying.*