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TATA Health International Holdings Limited

TATA 健康國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of TATA Health International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes of independent non-executive Directors and composition of the Board committees with effect from 20 October 2023.

REMOVAL OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has resolved on 20 October 2023 to remove Ms. Tan Yuying (“**Ms. Tan**”) as an independent non-executive Director with immediate effect pursuant to Article 105(h) of the articles of association of the Company (the “**Articles**”), which provides that a director shall vacate his office if he shall be removed from the office by notice in writing served on him signed by not less than $\frac{3}{4}$ in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office. Following such removal, Ms. Tan shall also cease to be a member of the audit committee of the Company (the “**Audit Committee**”).

The removal is due to concerns raised by the Board regarding Ms. Tan’s independence, as she was nominated by Mr. Yang Jun (the current controlling shareholder of the Company (the “**Shareholder**”) and former Chairman and executive Director), which led to questions about potential conflicts of interest. Consequently, the Board decided to remove her to ensure transparency and safeguard the Company’s interests.

Apart from the above, the Board is not aware of any matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shareholders. The Board considers that such removal of Ms. Tan will not have any adverse effect on the operations of the Group.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that with effect from 20 October 2023, each of Mr. Tao Chi Keung (“**Mr. Tao**”) and Mr. Cai Tsz Yeung (“**Mr. Cai**”) has been appointed as an independent non-executive Director.

Mr. Tao, aged 52, is a practicing certified public accountant in Hong Kong. He graduated from Hong Kong Baptist University (formerly known as Hong Kong Baptist College) with a bachelor’s degree in business administration in December 1993. Mr. Tao is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Tao has extensive years of working experience in financial management and auditing and held various senior positions in multiple renowned companies. He is currently serving as a chief financial officer and company secretary of Nameson Holdings Limited (stock code: 1982) responsible for overall financial planning and reporting, financial risk management and company secretarial matters.

Mr. Tao started as a staff accountant at Ernst & Young, Hong Kong from July 1993 to February 1996. From March 1996 to May 1998, Mr. Tao was the accounting manager of FT Holdings International Limited (stock code: 559). From June 1998 to October 1999, Mr. Tao worked as an assistant manager at New World China Land Limited (stock code: 917). Mr. Tao worked as an audit manager at KPMG, Hong Kong from October 1999 to March 2004, and senior audit manager at PricewaterhouseCoopers from April 2004 to October 2009. Mr. Tao subsequently served as a chief financial officer in Birdland (Hong Kong) Limited from December 2009 to September 2010 and Chiaus International Group Company Limited from October 2010 to July 2011, respectively. Prior to joining Nameson Holdings Limited (stock code: 1982), he served as a chief financial officer and company secretary of Kinetic Mines and Energy Limited (stock code: 1277) from October 2011 to August 2015.

Mr. Cai, aged 35, graduated from the University of New South Wales in 2010 with a Bachelor of Commerce degree in finance and management. Since August 2023, Mr. Cai has been appointed as a director of the Hong Kong Commerce and Industry Associations Limited.

Mr. Cai has years of extensive experience in business management, asset management and investment. From January 2016 to December 2018, Mr. Cai worked in Zhongshang Asia Pacific Investment Management Co., Ltd.* (中商亞太投資管理有限公司) and held various positions, including project manager and business head. Mr. Cai was an executive director of Zhejiang Rilex RV Company Limited* (浙江瑞萊克斯房車有限公司) from March 2017 to February 2019. From September 2019 to March 2021, Mr. Cai served as an assistant general manager of Harvest Global Capital Investments Limited. Since June 2016, Mr. Cai has been serving as an executive director of Flintstone Wealth Management Limited, responsible for wealth management and business development.

Each of Mr. Tao and Mr. Cai has entered into an appointment letter with the Company, pursuant to which each of them has been appointed as an independent non-executive Director with effect from 20 October 2023 for a term of three years and which is renewable automatically for a successive term of one year until terminated by either party by giving not less than three months' written notice. The directorships of each of Mr. Tao and Mr. Cai will also be subject to retirement by rotation and re-election at the next general meeting of the Company pursuant to the Articles. Each of Mr. Tao and Mr. Cai is entitled to a Director's fee of HK\$145,000 per annum under their respective appointment letters as approved by the Board with reference to each of their qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Save as disclosed above, each of Mr. Tao and Mr. Cai is not entitled to any other emoluments from the Company.

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

Save as disclosed above and as at the date of this announcement, the Board is not aware of, and each of Mr. Tao and Mr. Cai confirmed that there are not, any other matters relating to his appointment that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express a warm welcome to Mr. Tao and Mr. Cai for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

With effect from 20 October 2023, the composition of the Board committees will be changed as follows:

Audit Committee

Mr. Wang Jian (“**Mr. Wang**”) (*Chairman*)

Mr. Tao

Mr. Cai

Remuneration Committee

Mr. Wang (*Chairman*)

Mr. Tao

Mr. Cai

Nomination Committee

Mr. Wang (*Chairman*)

Ms. Jiang Juqi

Mr. Cai

COMPLIANCE WITH RULES 3.10(1), 3.21, 3.25 AND 3.27A OF THE LISTING RULES

Following the appointments of Mr. Tao and Mr. Cai, the Company has re-complied with the requirements of (i) having at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Listing Rules; (ii) having a minimum of three non-executive Directors in the Audit Committee under Rule 3.21 of the Listing Rules; (iii) having a chairman in the Remuneration Committee under Rule 3.25 of the Listing Rules; and (iv) having a chairman in the Nomination Committee under Rule 3.27A of the Listing Rules.

By order of the Board
TATA Health International Holdings Limited

Hong Kong, 20 October 2023

As at the time of issue of this announcement, the Board comprises three non-executive Directors, namely, Mr. Lin Zheming, Mr. Chu Chun Ho, Dominic and Ms. Jiang Juqi; and three independent non-executive Directors, namely, Mr. Wang Jian, Mr. Tao Chi Keung and Mr. Cai Tsz Yeung.

* *For identification purpose only*