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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)**

## **GRANT OF SHARE OPTIONS AND RESTRICTED SHARE UNITS**

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On December 15, 2023, the Company granted a total of 207,900 Options to one Grantee and a total of 4,484,500 RSUs to 67 Grantees in accordance with the terms of the Share Award Scheme, subject to acceptance.

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

### **SHARE OPTIONS**

On December 15, 2023, the Company granted 207,900 Options to one Grantee in accordance with the terms of the Share Award Scheme, subject to acceptance. The details of the grant of the Options are as follows:

Date of Grant:	December 15, 2023
Grantee:	One employee of the Group, who is not a connected person of the Company (the “ <b>Designated Employee</b> ”)
Number of Options granted:	207,900

Each of the Options granted to the Grantee represents a new Share to be issued as and when the Grantee has exercised his/her Options

Purchase price for the grant of Options:	Nil
Closing price of the Shares on the Date of Grant:	HK\$4.380 per Share
Exercise price of the Options granted:	HK\$4.380, being the highest of (i) the closing price of the Shares of HK\$4.380 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant, (ii) the average closing price of the Shares of HK\$4.242 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant, and (iii) the nominal value of each Share, which is HK\$0.01
Exercise period of the Options:	The exercise period of the Options shall be 10 years from the Date of Grant and the Options shall lapse at the expiry of the exercise period
Vesting period of the Options:	Subject to any alteration by the Company as stated in a separate grant letter between the Designated Employee and the Company, the Options granted to the Designated Employee shall vest in four equal batches with the 25% of the Options with the first batch to vest on September 15, 2024, and with each of the remaining three batches to vest every year thereafter

In the event that any circumstances as specified in the respective grant letter arise, any Options granted to the Designated Employee but unvested will automatically lapse and not be exercisable in respect of the underlying Shares with effect upon the occurrence of the relevant circumstances

According to the Share Award Scheme, the Board or the Remuneration Committee (as the case may be) is entitled to impose any terms and conditions as it deems appropriate in its absolute discretion with respect to the vesting of the Options provided that the vesting period for the Options shall not be less than 12 months unless under specific circumstances set out in the Share Award Scheme. Due to administrative reasons, the period between the date of grant and the first vesting date is less than 12 months to reflect the time from which the Options would have been granted to the Designated Employee

Performance targets: The Options granted are not subject to performance targets

Having considered that (i) the grant of Options to the Grantee would provide him with the opportunity to acquire equity interests in the Company as recognition of his contribution to the success and development of the Group and (ii) the Options vest over a certain time period on a yearly basis which motivates him to remain with, and to strive for the future development and expansion of, the Group and this aligns with the purpose of the Share Award Scheme, the Remuneration Committee is of the view that performance targets are not necessary for the Options granted to the Grantee

Clawback  
mechanism:

In the event that any circumstances as specified in the respective grant letter arise which include among others, the termination of the Grantee's employment or service by the Company or any of its subsidiaries by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, the Grantee has committed an act of theft, embezzlement, fraud, dishonesty, ethical breach or other similar acts or the commission of a criminal offence or any conduct that is materially adverse to the name, reputation or interests of the Group, the Options granted but unvested will automatically lapse in respect of the underlying Shares with effect upon the occurrence of the relevant circumstances

## RESTRICTED SHARE UNITS

On December 15, 2023, the Company granted a total of 4,484,500 RSUs to 67 Grantees in accordance with the terms of the Share Award Scheme, subject to acceptance. The details of the grant of the RSUs are as follows:

Date of Grant:	December 15, 2023
Grantees:	67 employees of the Group, none of which are connected persons of the Company
Number of RSUs granted:	4,484,500
	Each of the RSUs granted to the Grantees represents a right to receive a Share on the date the RSU vests
Purchase price for the grant of RSUs:	Nil
Closing price of the Shares on the Date of Grant:	HK\$4.380 per Share
Vesting period of the RSUs:	Subject to any alteration by the Company as stated in a separate grant letter between each of the Grantees and the Company, the Grantees will be split into two categories where (i) the RSUs granted to certain Grantees shall vest in four batches with 25% of the RSUs to be equally vested on each anniversary of the Date of Grant, and (ii) the RSUs granted to the rest of the Grantees, comprising 47 employees (each being a Designated Employee, and collectively as “ <b>Designated Employees</b> ”), shall vest in four equal batches with the 25% of the RSUs with the first batch to vest on September 15, 2024, and with each of the remaining three batches to vest every year thereafter.
	In the event that any circumstances as specified in the respective grant letter arise, any RSUs granted to the Designated Employees but unvested will automatically lapse and not be exercisable in respect of the underlying Shares with effect upon the occurrence of the relevant circumstances

According to the Share Award Scheme, the Board or the Remuneration Committee (as the case may be) is entitled to impose any terms and conditions as it deems appropriate in its absolute discretion with respect to the vesting of the RSUs provided that the vesting period for the RSUs shall not be less than 12 months unless under specific circumstances set out in the Share Award Scheme. Due to administrative reasons, the period between the date of grant and the first vesting date is less than 12 months to reflect the time from which the RSUs would have been granted to the Designated Employees

Performance targets: The RSUs granted are not subject to performance targets

Having considered that (i) the grant of RSUs to the Grantees would provide them with the opportunity to acquire equity interests in the Company as recognition of their contribution to the success and development of the Group and (ii) the RSUs vest over a certain time period on a yearly basis which motivates them to remain with, and to strive for the future development and expansion of, the Group and this aligns with the purpose of the Share Award Scheme, the Remuneration Committee is of the view that performance targets are not necessary for the RSUs granted to the Grantees

Clawback  
mechanism:

In the event that any circumstances as specified in the respective grant letter arise which include among others, the termination of the Grantee's employment or service by the Company or any of its subsidiaries by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, the Grantee has committed an act of theft, embezzlement, fraud, dishonesty, ethical breach or other similar acts or the commission of a criminal offence or any conduct that is materially adverse to the name, reputation or interests of the Group, the RSUs granted but unvested will automatically lapse in respect of the underlying Shares with effect upon the occurrence of the relevant circumstances

In relation to the 4,484,500 RSUs granted to the Grantees, new Shares that rank *pari passu* in all respects among themselves and with all the Shares in issue from time to time shall be issued and/or existing Shares in issue to be purchased from the market out of cash contributed by the Company and held on trust for the Grantees shall be transferred to the Grantees (as the case may be) upon vesting and settlement of such RSUs.

## **REASONS FOR AND BENEFITS OF THE GRANTS**

The purpose of the aforesaid grant of the Options and the RSUs is to (i) attract skilled and experienced personnel for the further development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company, (ii) recognize the contribution to the success and development of the Group made by the existing employees of the Group, and/or (iii) generally incentivize and motivate our employees to remain with, and to strive for the future development and expansion of, the Group.

## **LISTING RULES IMPLICATIONS**

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Date of Grant, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with Options and the RSUs granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Grantees is a related entity participant or a service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Grantees to facilitate the purchase of Shares under the Share Award Scheme. The above grant of Options and the RSUs would not result in the Options and the RSUs granted and to be granted to a Grantee in the 12-month period up to and including the Date of Grant in aggregate to exceed 1% of the Shares in issue.

## **NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT**

Upon the aforesaid grant of the Options and the RSUs, 1,342,466,607 Shares underlying the Options and the RSUs are available for future grant under the scheme mandate limit of the Share Award Scheme, and 135,332,785 Shares underlying the Options and the RSUs are available for future grant under the service provider sublimit of the Share Award Scheme.

## DEFINITIONS

“Board”	the board of directors of the Company
“Company”	Alibaba Health Information Technology Limited (阿里健康信息技術有限公司), a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00241)
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Date of Grant”	December 15, 2023
“Director(s)”	director(s) of the Company
“Grantees”	employees of the Group who are granted Options and/or RSUs in accordance with the Share Award Scheme on the Date of Grant
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Option(s)”	option(s) to subscribe for or acquire Shares which is/are granted under the Share Award Scheme
“Remuneration Committee”	the remuneration committee of the Company
“RSU(s)”	restricted share unit(s), being a contingent right to receive Share(s) which is/are awarded under the Share Award Scheme
“Share Award Scheme”	the share award scheme adopted by the Company at a 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
“Shares”	ordinary shares of HK\$0.01 each in the issued capital of the Company

“Stock Exchange”      The Stock Exchange of Hong Kong Limited  
“subsidiary”            has the same meaning ascribed to it under the Listing Rules

For and on behalf of the Board  
**Alibaba Health Information Technology Limited**  
**Zhu Shunyan**  
*Chairman*

Hong Kong, December 15, 2023

*As at the date of this announcement, the Board comprises Mr. Zhu Shunyan, Mr. Shen Difan and Mr. Tu Yanwu as the executive Directors; Ms. Huang Jiaojiao and Mr. Xu Haipeng as the non-executive Directors; and Ms. Huang Yi Fei (Vanessa), Dr. Shao Rong and Ms. Wu May Yihong as the independent non-executive Directors.*