
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 ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

All capitalised terms used in this circular shall have the meanings set out in the section headed “Definitions” on pages 1 and 2 of this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening an annual general meeting (the “**AGM**”) of the Company to be held at Beijing Conference Room (7th Floor, Ascott Hotel), No. 282 Huaihai Middle Road, Huangpu District, Shanghai, the PRC on Wednesday, 20 May 2026 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2026 AGM is enclosed with this circular. This circular together with the form of proxy are 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 and vote at the 2026 AGM in person, please complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, 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 2026 AGM (i.e. not later than 10:00 a.m. on Monday, 18 May 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2026 AGM or any adjournment thereof (as the case may be) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

28 April 2026

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DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at Beijing Conference Room (7th Floor, Ascott Hotel), No. 282 Huaihai Middle Road, Huangpu District, Shanghai, China on Wednesday, 20 May 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2026 AGM which is set out on pages 15 to 19 of this circular, or any adjournment thereof ;
“Articles”	the existing memorandum and articles of association of the Company as amended, restated, supplemented or otherwise modified from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors of the Company;
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“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 (Stock Code: 1255);
“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 of the Letter from the Board;
“Latest Practicable Date”	17 April 2026, 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 as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	as defined in paragraph 2 of the Letter from the Board;
“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 issued 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;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules; 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 Director:

Mr. Zhang Ming Qi

Non-executive Director:

Mr. Chen Qi

Independent Non-executive Directors:

Ms. Huang Lin

Mr. Li Liang

Mr. Du Jianfeng

Mr. Tan Kaiguo

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

28 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2026 AGM for, among other things, (i) the granting of the Repurchase Mandate and the Issuance Mandate to the Directors; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND THE ISSUANCE MANDATE

Ordinary resolutions will be proposed at the 2026 AGM to consider and, if appropriate, to approve the granting of general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange, not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolutions (i.e. not exceeding 24,284,500 Shares on the basis that the total number of issued Shares, being 242,845,000 Shares, remains unchanged as at the date of the 2026 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolutions (i.e. not exceeding 48,569,000 Shares on the basis that the total number of issued Shares, being 242,845,000 Shares, remains unchanged as at the date of the 2026 AGM) (the “**Issuance Mandate**”). Any allotment of Shares under the proposed Issuance Mandate shall include any resale or transfer of Treasury Shares (if any); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company (whether held in treasury or cancelled) pursuant to the Repurchase Mandate.

The Repurchase 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 2026 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2026 AGM as set out on pages 15 to 19 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 Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-APPOINTMENT OF THE AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment as the auditors of the Company.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 108 of the Articles, Mr. Zhang Ming Qi, Mr. Li Liang and Ms. Huang Lin shall retire by rotation at the 2026 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2026 AGM.

LETTER FROM THE BOARD

Each of Mr. Li Liang and Ms. Huang Lin, the retiring independent non-executive Directors, has confirmed his/her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. In considering the re-election of Mr. Zhang Ming Qi, Mr. Li Liang and Ms. Huang Lin with the assistance and recommendation from the Nomination Committee, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to the age, gender, nationality, length of service and the professional experience, skills and expertise of Mr. Zhang Ming Qi, Mr. Li Liang and Ms. Huang Lin. Mr. Zhang Ming Qi, Mr. Li Liang and Ms. Huang Lin attended most of the meetings of the Board and the Board committees held in the last financial year. Details of the attendance records are set out in the Corporate Governance Report of the annual report for the year ended 31 December 2025 of the Company. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings.

The Nomination Committee has reviewed the structure, size and composition of the Board, the confirmation and disclosures given by the Directors, the qualification, skills and experience, time commitment and contribution of the retiring Directors 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 Directors, who are due to retire at the 2026 AGM. The Company considers that each of the retiring independent non-executive Directors (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/her 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.

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 (including, but not limited to, an annual general meeting). The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

5. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Ordinary resolutions will be proposed at the 2026 AGM for the purpose of receiving, considering and adopting the audited consolidated financial statements, the reports of the Directors and the independent auditors' reports for the respective years ended 31 December 2023, 31 December 2024 and 31 December 2025.

LETTER FROM THE BOARD

6. 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 in this circular misleading.

7. 2026 AGM AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 15 to 19 of this circular. At the 2026 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and the Issuance Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2026 AGM. An announcement on the poll results will be made by the Company after the 2026 AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for use at the 2026 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 2026 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 and transfer office in Hong Kong, 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 2026 AGM or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the 2026 AGM or any adjournment thereof (as the case may be) if they so wish and in such event, the proxy form shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2026 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16

LETTER FROM THE BOARD

Harcourt Road, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Thursday, 14 May 2026. Shareholders whose names appear on the register of members of the Company on 20 May 2026 are entitled to attend and vote at the 2026 AGM.

In the event that the 2026 AGM is adjourned to a date later than 20 May 2026 because of bad weather or other reasons, the closure period and record date for determination of entitlement to attend and vote at the 2026 AGM will remain the same as stated above.

9. RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2026 AGM.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2026 AGM.

11. MISCELLANEOUS

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

Yours faithfully,
For and on behalf of the Board
TATA Health International Holdings Limited
Zhang Ming Qi
Executive Director

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 2026 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Group and the Shareholders as a whole. 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 Repurchase 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 and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution set out in item 7 of the notice of the 2026 AGM in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2026 AGM, i.e. being 242,845,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 24,284,500 Shares, representing 10% of the total number of issued Shares (excluding any treasury shares) as at the date of the 2026 AGM.

It is the present intention of the Company to cancel the repurchased Shares following settlement of any such repurchase. However, depending on market conditions and funding arrangements, Shares repurchased may be held by the Company as Treasury Shares and resold on the market to raise fund for the Company, or transferred or used for other purposes, subject to the requirements under the Listing Rules, the Articles of Association and the applicable laws of Cayman Islands.

For the Treasury Shares to be deposited with CCASS pending resale on the Stock Exchange, the Company will:

- (a) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS;
- (b) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either reregister them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and

- (c) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as Treasury Shares.

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 SHARE REPURCHASE

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 2025) in the event that the Repurchase 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 Repurchase 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 appropriate for the Company.

5. TAKEOVERS CODE

Pursuant to Rule 32 of the Takeovers Code, if, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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.

To the best of the knowledge and belief of the Company, 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 number of issued Shares. Shang Ying Financial is a wholly-owned subsidiary of Shang Ying International Holdings Limited, which in turn is wholly owned by Mr. Yang Jun, a former Director.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding interest of Shang Ying Financial in the Company would be increased to approximately 68.63% of the total number of issued Shares.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Listing Rules also 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 total number of issued shares would be in public hands. The Directors therefore would not propose to repurchase Shares to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

6. GENERAL

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

The Directors confirm that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors have confirmed that neither the explanatory statement set out in this Appendix nor the proposed repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

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\$
2025		
April	—	—
May	—	—
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	2.64	0.88
2026		
January	2.10	1.33
February	1.75	1.41
March	1.55	1.43
17 April (up to the Latest Practicable Date)	2.65	1.55

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors, who will retire and being eligible, offer themselves for re-election at the 2026 AGM according to the Articles, are provided below.

EXECUTIVE DIRECTOR

Mr. Zhang Ming Qi (張鳴琪) (“Mr. Zhang”), aged 32, was a non-executive Director from 23 June 2025 to 20 October 2025, and has been re-designated as an executive Director (the “**Re-designation**”) and appointed as the chief executive officer of the Company since 21 October 2025. He is also an authorised representative of the Company since 24 June 2025. Mr. Zhang has extensive expertise and experience in investment banking services and financial investments. From November 2016 to May 2020, he held progressive roles as investment associate, investment manager and senior manager in C.V. Starr & Co., Inc., the United States, where he was in charge of advising clients on international business development strategies including but not limited to fundraising and deal structuring as well as facilitating cross-border acquisitions of U.S.-China core assets for global investment funds. From September 2020 to February 2022, he served as a director of institutional business of Beijing Hande Donghui Asset Management Co., Ltd., where he managed investment and financing initiatives for domestic and international distressed asset funds. Since February 2023, he has been serving as a managing director and the head of institutional business of Pillar Capital, where he oversees investments, financing and disposal activities related to, among others, distressed assets and distressed financing, and manages regional team operations.

Mr. Zhang obtained a bachelor’s degree in Applied Mathematics and Economics at University of Wisconsin-Madison in June 2015. He then obtained a master’s degree in Mathematical Finance at Boston University Questrom School of Business.

In respect of the Re-designation, Mr. Zhang has entered into a new service contract with the Company to replace the letter of appointment entered into with the Company in respect of his initial appointment as a non-executive Director for the remaining term of three years commencing from 23 June 2025, subject to retirement by rotation and re-election at the next following annual general meeting of the Company in accordance with the Articles. In addition, Mr. Zhang has entered into an employment contract with the Company in relation to his position as the chief executive officer of the Company. Under the above contracts, Mr. Zhang is entitled to a total emoluments of HK\$2,400,000 per annum, which was determined with reference to his background, qualifications, experience, duties and responsibilities within the Group, as well as prevailing market conditions. He is also eligible for discretionary bonuses, the amount of which will be determined by the Board upon recommendation from the Remuneration Committee, having regard to, among other factors, the performance of Mr. Zhang and the overall performance of the Group. Mr. Zhang is subject to retirement by rotation at the 2026 AGM, and he shall be eligible for re-election in accordance with the Articles.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Liang (李亮) (“Mr. Li”), aged 52, has been an independent non-executive Director since 23 June 2025. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Li obtained a bachelor’s degree in Law from Fudan University in July 2000. He furthered his legal studies and obtained a postgraduate degree in Economic Law from Shanghai University of Finance and Economics in July 2008.

Mr. Li has more than 15 years of professional experience in the legal industry. He has worked for Shanghai HengYang Law Firm (上海恒洋律師事務所) since September 2008 and is currently a managing lawyer of the firm. As an executive partner of the firm, he is in charge of the overall management of the firm and oversees its daily operations. He has demonstrated leadership and legal expertise in managing complex legal affairs and guiding the strategic development of the law firm.

Mr. Li has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at the next following annual general meeting of the Company in accordance with the Articles. Mr. Li is entitled to a director’s fee of HK\$120,000 per annum, which is determined with reference to the prevailing market conditions, his experience and his duties and responsibilities on the Company’s affairs. Mr. Li is subject to retirement by rotation at the 2026 AGM, and he shall be eligible for re-election in accordance with the Articles.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Huang Lin (黃琳) (“Ms. Huang”), aged 45, has been an independent non-executive Director since 23 June 2025. She is also the chairman of each of the Remuneration Committee and the Nomination Committee. She was the chairman of the Audit Committee from June 2025 to September 2025. Ms. Huang has in-depth knowledge of and extensive experience in financial regulation, financial capital industry and corporate service markets. From November 2007 to September 2017, she served as an assistant director of Monetary Authority of Singapore and was responsible for financial supervision and regulatory. From June 2018 to June 2019, she served as the chief sales officer of China Life Insurance (Singapore) Pte. Ltd. She currently serves as the chief executive officer of LinkdaSG Pte Ltd and the founding partner of SC Venture Capital Pte Ltd.. During the period from June 2022 to June 2025, she was an independent non-executive director of CapAllianz Holdings Limited, a company whose shares are listed on the Singapore Exchange (stock code: 594.SI).

Ms. Huang obtained a bachelor's degree in Chemistry and Economics from Peking University in June 2002. She furthered her studies and obtained a master's degree in Applied Economics from National University of Singapore in January 2007.

Ms. Huang has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at the next following annual general meeting of the Company in accordance with the Articles. Ms. Huang is entitled to a director's fee of HK\$120,000 per annum, which is determined with reference to the prevailing market conditions, her experience and her duties and responsibilities on the Company's affairs. Ms. Huang is subject to retirement by rotation at the 2026 AGM, and she shall be eligible for re-election in accordance with the Articles.

As at the Latest Practicable Date, Ms. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of Mr. Zhang, Mr. Li and Ms. Huang holds any other positions in the Company or any of its subsidiaries or holds any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or has other major appointments and professional qualifications, nor did they have any relationships with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders, or have any interests in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to the proposed re-election of Mr. Zhang, Mr. Li and Ms. Huang as Directors that need to be brought to the attention of the Shareholders or the Stock Exchange.

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 Beijing Conference Room (7th Floor, Ascott Hotel), No. 282 Huaihai Middle Road, Huangpu District, Shanghai, China on Wednesday, 20 May 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. (A) To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023;
- (B) To receive, consider and adopt 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 2024;
- (C) To receive, consider and adopt 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 2025;
2. To re-elect Mr. Zhang Ming Qi as an executive Director;
3. To re-elect Mr. Li Liang as an independent non-executive Director;
4. To re-elect Ms. Huang Lin as an independent non-executive Director;
5. To authorise the board of Directors to fix the remuneration of the Directors;
6. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their 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, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) 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**”), subject to and in accordance with the applicable laws;

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(b) the total number of Shares to be repurchased pursuant to the mandate in paragraph 7(a) above shall not exceed 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing this resolution and the said mandate 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 7(a) above as a percentage of the total number of issued Shares (excluding any Treasury 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 ordinary resolution passed by shareholders of the Company (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 compliance with the prevailing requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into ordinary shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below in paragraph (c) of this resolution) in accordance with all applicable laws, rules and regulations;

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- (b) the aggregate number of shares (including any sale or transfer of any treasury shares out of treasury) the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (c) of this resolution);
 - (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary shares of the Company;
 - (iii) the exercise of options granted by the Company under any share option agreements and/or option scheme or similar arrangement for the time being adopted for the grant to directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire the ordinary shares 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 of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”),

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) 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 or any applicable laws to be held; and

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“**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 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 repurchased 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 issued Shares (excluding any treasury shares) as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

By Order of the Board
TATA Health International Holdings Limited
Zhang Ming Qi
Executive Director

Hong Kong, 28 April 2026

Notes:

- a. All resolutions at the annual general meeting will be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.s-culture.com) in accordance with the Listing Rules.
- b. Any shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her 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. Every shareholder of the Company present in person or by proxy shall on a poll be entitled to one vote for each share held by him/her/it.

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- c. The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or signed by an officer or attorney duly authorised.
- d. 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 10:00 a.m. on Monday, 18 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders 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.
- e. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- f. To ascertain Shareholders' eligibility to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 15 May 2026, to Wednesday, 20 May 2026 (both days inclusive) during which period no Share transfer will be registered. In order to be eligible for attending and voting at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (at its address shown in Note d above), for registration no later than 4:30 p.m., on Thursday, 14 May 2026. Shareholders whose names appear on the register of members of the Company on 20 May 2026 are entitled to attend and vote at the annual general meeting of the Company.
- g. If a tropical cyclone warning signal number 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the annual general meeting of the Company, the annual general meeting of the Company will be adjourned, changed or postponed in accordance with the articles of association of the Company. Further announcement(s) for details of alternative meeting arrangements will be made. The annual general meeting of the Company will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the annual general meeting of the Company under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
- h. References to time and dates in this Notice are to Hong Kong time and dates.