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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yestar Healthcare Holdings Company Limited (the “Company”), you should at once hand this circular and the accompanying 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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Yestar Healthcare Holdings Company Limited

巨星醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2393)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2019 Annual General Meeting (“2019 AGM”) of the Company to be held at Room 4708, Park Place Office Tower, No. 1601 Nanjing Road (W), Shanghai, the People’s Republic of China on 10 May 2019 (Friday) at 3:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the 2019 AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.yestarcorp.com.

Whether or not you are able to attend the 2019 AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if they so wish.

Hong Kong, 8 April 2019

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DEFINITIONS

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

“2018 AGM”	the annual general meeting of the Company held on 15 May 2018
“2019 AGM”	the annual general meeting of the Company to be held at Room 4708, Park Place Office Tower, No. 1601 Nanjing Road (W), Shanghai, the People’s Republic of China on 10 May 2019 (Friday) at 3:00 p.m., a notice of which is set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Yestar Healthcare Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and in the context of this Circular refers to Ms. Hartono Jeane, Mr. Hartono James, Mr. Hartono Rico and Ms. Hartono Chen Chen Irene
“Core Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) with a nominal value of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	percent



Yestar Healthcare Holdings Company Limited

巨星醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2393)

Executive Directors:

Mr. Hartono James (*Chairman*)
Ms. Wang Ying
Mr. Chan To Keung
Ms. Wang Hong (*Chief Financial Officer*)
Mr. Chan Chung Man
(*Chief Operating Officer*)

Independent Non-executive Directors:

Dr. Hu Yiming
Mr. Karsono Tirtamarta (Kwee Yoe Chiang)
Mr. Sutikno Liky

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Rooms 802–804, 8/F
Kin Wing Commercial Building
24–30 Kin Wing Street
Tuen Mun, Hong Kong

Principal Place of Business in Shanghai:

Room 805, Block 2
No. 58 Shen Jian Dong Lu
Min Hang District
Shanghai, PRC

8 April 2019

To the Shareholders

Dear Sirs or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the 2018 AGM, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with an aggregate number of Shares not exceeding 20% of the number of Shares in issue as at that date;

LETTER FROM THE BOARD

- (b) purchase the Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue as at that date; and
- (c) add to the general mandate for issuing Shares set out in (a) above the number of shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the 2019 AGM, unless renewed at that meeting.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2019 AGM for (i) granting the general mandates to the Directors to allot, issue and deal with new Share; (ii) the repurchase of the Shares; and (iii) the re-election of the retiring Directors, and to give you the notice of 2019 AGM.

PROPOSED GRANTING OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the 2019 AGM for the purposes of granting the general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate number of such Shares not exceeding 20% of the number of Shares in issue (the “Issue Mandate”) at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after approving the Issue Mandate);
- (b) to repurchase Shares with the aggregate number of such Shares not exceeding 10% of the number of Shares in issue (the “Repurchase Mandate”) at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after approving the Repurchase Mandate); and
- (c) to add to the Issue Mandate (the “Extension Mandate”) for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 7 (“Issue Mandate”), Resolution 8 (“Repurchase Mandate”) and Resolution 9 in the notice of the 2019 AGM contained in pages 14 to 17 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 June 2020.

LETTER FROM THE BOARD

Issue Mandate

The Company had in issue 2,404,635,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the Issue Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 480,927,000 Shares, representing 20% of the total number of Shares in issue at the time of the passing of the resolution approving the Issue Mandate, assuming that no further Shares will be issued or repurchased by the Company prior to the 2019 AGM.

Repurchase Mandate

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

In addition, an ordinary resolution will be proposed at the 2019 AGM to extend the Issue Mandate by the addition of a number of Shares representing the aggregate issued share capital repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

To comply with the Corporate Governance Code and Corporate Governance Report under Appendix 14 to Listing Rules and in accordance with the Articles of Association of the Company, Ms. Wang Ying, Mr. Chan To Keung and Mr. Chan Chung Man shall retire by rotation at the 2019 AGM. All of the retired Directors, being eligible, offer themselves for re-election at the 2019 AGM. Details of the retiring Directors proposed to be re-elected as Directors at the 2019 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

2019 AGM

The notice convening the 2019 AGM is set out on pages 14 to 17 of this circular.

A form of proxy for use at the 2019 AGM is enclosed with this circular. Whether or not you intend to attend the 2019 AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the 2019 AGM shall be taken by way of poll.

LETTER FROM THE BOARD

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 herein or this circular misleading.

RECOMMENDATION

The Board of Directors consider that the proposed granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly the Board of Directors recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the 2019 AGM.

Yours faithfully,
For and on behalf of the Board
Yestar Healthcare Holdings Company Limited
Hartono James
Chairman, CEO and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at the Latest Practicable Date, 2,404,635,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the 2019 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 240,463,500 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Memorandum and Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 Company's consolidated audited accounts for the year ended 31 December 2018) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such 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.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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 purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of a repurchase of Shares made.

As at the Latest Practicable Date, based on information available to the Company, the Controlling Shareholders were interested in an aggregate of 1,376,817,500 Shares. On the basis that no further Shares are issued or repurchased prior to the 2019 AGM and if the Share Repurchase Mandate of 240,463,500 Shares is fully exercised, the percentage shareholding of our Controlling Shareholders will be increased from an aggregate of approximately 57.26% to an aggregate of approximately 63.62% of the issued Shares of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In any event, the Directors have no intention to exercise the Share Repurchase Mandate to repurchase any Shares to such extent.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has repurchased a total of 565,000 shares on the Stock Exchange in the six months immediately preceding the Latest Practicable Date. Details of repurchase of Shares are as follows:

Date of Repurchase	Number of Shares Repurchased	Price Per Share	
		Highest (HK\$)	Lowest (HK\$)
07-Jan-19	132,500	1.80	1.77
08-Jan-19	132,500	1.81	1.76
09-Jan-19	105,000	1.83	1.79
10-Jan-19	67,500	1.84	1.81
11-Jan-19	57,500	1.86	1.83
14-Jan-19	70,000	1.87	1.84

The Shares repurchased were subsequently cancelled. Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
2018		
March	3.04	2.70
April	2.81	2.60
May	2.74	2.62
June	2.74	2.66
July	2.65	2.50
August	2.50	2.40
September	2.45	2.09
October	2.17	2.03
November	2.05	1.85
December	1.91	1.80
2019		
January	2.00	1.77
February	2.00	1.74
March (up to Latest Practicable Date)	1.87	1.72

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2019 AGM.

1. MS. WANG YING

Ms. Wang Ying, aged 58, joined the Company in 2010 and is primarily responsible for formulating the sales strategies and product development of our business. She is also the chief executive officer of Yestar (Shanghai) Co., Ltd (巨星貿易(上海)有限公司), a wholly-owned subsidiary of the Company.

Ms. Wang has over 34 years of experience in image industry. Prior to joining our Group, Ms. Wang had worked for the Processing Group from July 1984 to June 2010. During this period, she worked for certain members of the Processing Group as the project engineer, processing executive, head of quality control department, co-head of sales for processing plant, legal representative and general manager. She also worked for the Processing Group as the chief engineer and head of processing plant.

Ms. Wang was awarded the second prize in respect of her accomplishment on GK-II Medical x-ray Film by Economic Commission of Shanghai in April 1998. Ms. Wang was also awarded the second and the third prize in respect of her accomplishment on RL-II Laser Phototypesetting Film by Economic Commission of Shanghai in July 2003 and by the local government in Shanghai in December 2003, respectively.

Ms. Wang obtained a Bachelor degree in Fine Chemical Engineering Major in Photosensitive Material from East China University of Science and Technology (formerly known as 華東化工學院) in July 1984. She obtained a C.E.O. Associate certificate from British Federal Committee. She has been a committee member of Chinese Society for Imaging Science and Technology (中國感光學會) since 2001. She was a member of National Technical Committee on Light Industrial Machinery of Standardization Administration of the People's Republic of China (全國感光材料標準化技術委員會) from 2004 to 2009.

Save as disclosed above, Ms. Wang is not related to any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other positions in the Company or its subsidiaries nor directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Wang did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Wang has entered into a service contract with the Company on 11 October 2013 (the "Service Contract") for an initial term of three years, which shall be terminated at any time by giving to the other not less than 3 months' written notice. For the year ended 31 December 2018, Ms. Wang received emoluments (including annual discretionary bonus) of RMB2,002,000 (inclusive of her salary received under the labour contract entered into with the members of the Group), which is determined with reference to the prevailing market condition and her knowledgeable experience for the industry. Her remuneration and discretionary bonus will be subject to annual review by remuneration committee and the

board of directors of the Company from time to time with reference to her responsibilities and performance. Her appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Ms. Wang that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

2. MR. CHAN TO KEUNG

Mr. Chan To Keung, aged 60, has over 37 years of experience in the production of image printing products. Prior to joining our Group in 2006, Mr. Chan worked in Fuji Photo Products Co., Ltd, a wholly owned subsidiary of China-Hongkong Photo Products Holdings Limited which is listed on the Stock Exchange of Hong Kong (Stock Code: 1123) (engaging in distribution of Fujifilm products in Hong Kong and Macau), as senior manager in production, senior manager, manager, assistant manager, supervisor and technician in technical education center from 1977 to 2003.

Mr. Chan completed a three-year part-time evening certificate program specializing in electronics in 1982 held by the technical education and industrial training department of Hong Kong. He further obtained a business administration certificate in 2006 from the Open University of Hong Kong. Other than the above mentioned, Mr. Chan did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Chan is not related to any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other positions in the Company or its subsidiaries nor directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service contract with the Company on 11 October 2016 (the “Service Contract”) for an initial term of three years, which shall be terminated at any time by giving to the other not less than 3 months’ written notice. For the year ended 31 December 2018, Mr. Chan received emoluments (including annual discretionary bonus) of RMB1,894,000 (inclusive of his salary received under the labour contract entered into with the members of the Group), which is determined with reference to the prevailing market condition and his knowledgeable experience for the industry. His remuneration and discretionary bonus will be subject to annual review by remuneration committee of the Company and the Board from time to time with reference to his responsibility and performance. His appointment is subject to the provisions of retirement by rotation of Directors at the annual general meeting under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. Chan that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

3. MR. CHAN CHUNG MAN

Mr. Chan Chung Man, aged 43, joined the Group in July 2015 as head of medical division and is responsible for the business development, marketing and management of the medical consumable business of the Group. Mr. Chan Chung Man was appointed as chief operating officer of the Company in March 2018.

Mr. Chan Chung Man has 18 years of overseas and the Chinese domestic market and distribution development and management experiences. With his extensive experience in merger and acquisitions, Mr. Chan Chung Man has also assisted the Group to acquire and manage various medical consumable business companies acquired by the Group in the last few years. Mr. Chan Chung Man is the director of Yestar Biotech (Jiangsu) Co., Ltd., which is a wholly-owned subsidiary of the Company. Besides, Mr. Chan Chung Man is the supervisor of Shanghai Emphasis Investment Management Consulting Company Limited, Guangzhou Hongen Medical Diagnostic Tech Company Limited, Guangzhou Shengshiyuan Trading Company Limited, Shenzhen Derun Lijia Company Limited and Beijing Kai Hongda Technology Company Limited, all are non-wholly owned subsidiaries of the Company.

Before joining the Group, Mr. Chan Chung Man was the chief executive officer of International Minh Viet Joint Stock Company (“IMV”) from December 2011 to June 2015, where he oversaw all day-to-day aspects of the operations including financial performance, marketing and operation management of the company. IMV is a company specialised in manufacturing, trading and distributing international brands and is also a distributor of Fujifilm products in Vietnam.

Mr. Chan Chung Man served as a general committee member of the Hong Kong Business Association Vietnam for the period from 2012 to 2013 and from 2014 to 2015. He obtained a Bachelor of Business Administration degree from Lingnan University in 1999 and received a Master of Management degree from Macquarie University in 2003.

Save as disclosed above, Mr. Chan Chung Man is not related to any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other positions in the Company or its subsidiaries nor directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Chan Chung Man did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan Chung Man has entered into a service contract with the Company (the “Service Contract”) for an initial term of three years commencing from 29 January 2019, which shall be terminated at any time by giving to the other not less than 3 months’ written notice.

For the year ended 31 December 2018, Mr. Chan Chung Man received emoluments (including annual discretionary bonus) of RMB2,276,000 (inclusive of his salary received under the labour contract entered into with the members of the Group), which is determined with reference to the prevailing market condition and his knowledgeable experience for the industry. His remuneration and discretionary bonus will be subject to annual review by remuneration committee of the Company and the Board from time to time with reference to his responsibility and performance. His appointment is subject to the provisions of retirement by rotation of Directors at the annual general meeting under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Mr. Chan Chung Man that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Yestar Healthcare Holdings Company Limited

巨星醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2393)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Yestar Healthcare Holdings Company Limited (the “Company”) will be held at Room 4708, Park Place Office Tower, No. 1601 Nanjing Road (W), Shanghai, the People’s Republic of China on 10 May 2019 (Friday) at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and of the auditors for the year ended 31 December 2018;
2. To re-elect Ms. Wang Ying as an executive Director;
3. To re-elect Mr. Chan To Keung as an executive Director;
4. To re-elect Mr. Chan Chung Man as an executive Director;
5. To authorise the Board of Directors to fix the Directors’ remuneration;
6. To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the Board of Directors to fix their remuneration;
7. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers and agreements which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as defined below) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate number of shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue (as defined below); or
- (ii) the exercise of any option under the Company's share option scheme(s); or
- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution (subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after approving the Issue Mandate and the said approval shall be limited accordingly; and

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 expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting,

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate number of shares of the Company authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the number of shares of the Company in issue as at the date of this Resolution (subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares after approving the Repurchase Mandate, and the said approval shall be limited accordingly; and

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 expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”; and

NOTICE OF ANNUAL GENERAL MEETING

9. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 7 and 8 as set out in the Notice convening this meeting, the aggregate number of shares of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 8 shall be added to the aggregate number of shares that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 7”.

By order of the Board
Yestar Healthcare Holdings Company Limited
Hartono James
Chairman, CEO and Executive Director

Hong Kong, 8 April 2019

Notes:

- i. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. 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 notarially certified copy of that power or authority shall be deposited at Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- iii. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- iv. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- v. The above resolutions will be put to vote at the meeting by way of poll.