
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 2021 Annual General Meeting (“2021 AGM”) of the Company to be held at 8/F., Block A, No. 58 Shen Jian Dong Lu, Min Hang District, Shanghai, the People’s Republic of China on 28 May 2021 (Friday) at 3:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the 2021 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.

PRECAUTIONARY MEASURES FOR THE 2021 AGM

In view of an ongoing pandemic of the COVID-19, the Company will implement the following prevention and control measures at the 2021 AGM against the COVID-19 to protect the Shareholders from the risk of infection:

1. Compulsory body temperature check
2. Wearing of surgical mask prior to admission to the 2021 AGM venue and throughout the 2021 AGM
3. Asking questions in relation to the travel history and any flu-like symptoms
4. Seating on the designated seat assigned by the Company
5. No refreshment packs or drinks being provided
6. No souvenirs will be provided

For the health and safety of the Shareholders, the Company reminds attendees that they should carefully consider the risks of attending the 2021 AGM, taking into account the current outbreak of the COVID-19, and strongly encourages the Shareholders to exercise their right to vote at the 2021 AGM by appointing the Chairman of the 2021 AGM as their proxy.

The Company will closely monitor the current COVID-19 situation and may implement additional measures at short notice, which will be announced closer to the date of the 2021 AGM, if any.

Whether or not you are able to attend the 2021 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, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2021 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.

23 April 2021

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DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company held on 22 May 2020
“2021 AGM”	the annual general meeting of the Company to be held at 8/F., Block A, No. 58 Shen Jian Dong Lu, Min Hang District, Shanghai, the People’s Republic of China on 28 May 2021 (Friday) at 3:00 p.m., a notice of which is set out on pages 17 to 21 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”	19 April 2021, 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
Ms. Wang Hong (*Chief Financial Officer*)
Ms. Liao Changxiang

Registered Office:

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

Independent Non-executive Directors:

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

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 A
No. 58 Shen Jian Dong Lu
Min Hang District
Shanghai, PRC

23 April 2021

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 2020 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 2021 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 2021 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 2021 AGM.

PROPOSED GRANTING OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the 2021 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 8 (“Issue Mandate”), Resolution 9 (“Repurchase Mandate”) and Resolution 10 in the notice of the 2021 AGM contained in pages 17 to 21 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 2022.

LETTER FROM THE BOARD

Issue Mandate

The Company had in issue 2,356,322,500 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 471,264,500 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 2021 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 2021 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, Mr. Hartono James, Ms. Wang Hong, Ms. Liao Changxiang and Dr. Hu Yiming (“the Retiring Directors”) shall retire by rotation at the 2021 AGM. All of the retired Directors, being eligible, offer themselves for re-election at the 2021 AGM.

Procedure and Process for Nomination of Directors

The Board, through the delegation of its authority to the nomination committee, has used its best efforts to ensure that Directors (including independent non-executive Directors) appointed (including re-elected) to the Board possess qualified criteria comprising the relevant background, experience and knowledge in business, finance and management skills critical to the Group’s business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

The nomination committee will recommend to the Board for the appointment (including re-election) of a Director (including independent non-executive Directors) in accordance with the following procedures and process:

The nomination committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms. All director candidates, including incumbents and candidates nominated by shareholders of the Company (the “Shareholders”) are evaluated by the

LETTER FROM THE BOARD

nomination committee based upon the director qualifications. While director candidates (including independent non-executive Directors) will be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The nomination committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

The nomination committee will take into account whether a candidate (including independent non-executive Directors) has the qualifications, skills, experience and gender diversity that add to and complement the range of skills, experience and background of existing Directors by considering the highest personal and professional ethics and integrity of the director candidates, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the existing Board, the ability to assist and support management and make significant contributions to the Company's success and such other factors as it may deem are in the best interests of the Company and its Shareholders.

The process of re-electing Directors are as follows:

- The nomination committee would assess the performance of each of the Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation and candour) and in accordance with the performance criteria set by the Board and consider the current needs of the Board;
- NC would review the size and composition of the Board, including the Board's policy to ensure an appropriate mix of members with complementary skills, core competencies, and experience for the Group, and diversity of skills, gender, experience and knowledge to the Company; and
- Subject to the satisfactory assessment of nomination committee, the nomination committee would recommend the proposed re-appointment of the Director to the Board for its consideration and approval.

Upon considering a director candidate suitable for the directorship, the nomination committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment (including re-election). In the meantime, the nomination committee will provide the relevant information of the selected director candidate to the remuneration committee for consideration of the remuneration package of such selected candidate.

The nomination committee will thereafter make the recommendation to the Board in relation to the proposed appointment (including re-election); while the remuneration committee will make the recommendation to the Board on the policy and structure for the remuneration.

LETTER FROM THE BOARD

The Board will arrange for the selected candidate to be interviewed by the members of the Board and the Board, if necessary, with the recommendation of the nomination committee, will deliberate and decide the appointment.

Recommendation of the Nomination Committee

The nomination committee had assessed and reviewed the annual written confirmation of independence of Dr. Hu Yiming for the year ended 31 December 2020 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Dr. Hu Yiming remains independent. In addition, the nomination committee had evaluated the performance of the Retiring Directors for the year ended 31 December 2020 and found their performance satisfactory. Therefore, the nomination committee nominated the Retiring Directors to the Board for it to propose to Shareholders for their re-election at the 2021 AGM.

Accordingly, with the recommendation of the nomination committee, the Board has proposed that the retiring Directors, Mr. Hartono James, Ms. Wang Hong, Ms. Liao Changxiang and Dr. Hu Yiming stand for re-election as Directors at the 2021 AGM.

Details of the Retiring Directors proposed to be re-elected as Directors at the 2021 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

In proposing the resolution to re-elect Dr. Hu Yiming as independent non-executive Director, the Board has also considered her skills, knowledge and professional experience as described in her biographical information set out in Appendix II to this Circular. Having regard to the Company's nomination policy and diversity policy, the Board is of the view that Dr. Hu Yiming has extensive professional experience in affairs of listed corporations and management which has enabled her to provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. Dr. Hu Yiming is considered independent for the purposes of Rule 3.13 of the Listing Rules.

2021 AGM

The notice convening the 2021 AGM is set out on pages 17 to 21 of this circular.

A form of proxy for use at the 2021 AGM is enclosed with this circular. Whether or not you intend to attend the 2021 AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2021 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 2021 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 2021 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, 2,356,322,500 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 2021 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 235,632,250 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 2020) 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 1,346,817,500 Shares. On the basis that no further Shares are issued or repurchased prior to the 2021 AGM and if the Share Repurchase Mandate of 235,632,250 Shares is fully exercised, the percentage shareholding of our Controlling Shareholders will be increased from an aggregate of approximately 57.16% to an aggregate of approximately 63.51% 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 1,087,500 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\$)
8-April-21	892,500	1.19	1.15
19-April-21	195,000	1.16	1.16

The above Shares repurchased have yet to be cancelled as at the Latest Practicable Date. 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\$)
2020		
March	1.40	1.08
April	1.30	1.20
May	1.28	1.10
June	1.27	1.10
July	1.30	1.10
August	1.36	1.17
September	1.35	1.18
October	1.32	1.24
November	1.31	1.20
December	1.28	1.13
2021		
January	1.25	1.10
February	1.25	1.15
March	1.25	1.01
April (up to Latest Practicable Date)	1.19	1.14

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2021 AGM.

1. MR. HARTONO JAMES

Mr. Hartono James, aged 45, is the Chairman and chief executive officer of the Company. He joined our management team since our establishment and is responsible for the overall strategic development of our business as well as implementing our strategic objectives and business plans and overseeing the management and operations of all members of our Group. Mr. Hartono is also responsible for coordinating between the Directors as well as providing leadership to our Board. He is also a director of all members of our Group.

Mr. Hartono has over 20 years of experience in the distribution of image printing products in China. Since 2000, he has participated in his family business in the distribution of image printing products. He developed his expertise in the industry when he first became the vice general manager of Yestar Shanghai in 2000. Mr. Hartono was a director of Yestar (Shanghai) International Trading Co., Ltd. 迪星(上海)國際貿易有限公司 (engaged in international trading and import and export trading) and Yestar (Shanghai) Digital Imaging Co., Ltd 迪星(上海)數碼技術有限公司 (engaged in digital photo and minilab processing business). Mr. Hartono was awarded the Honored citizenship from Nanning city in 2009. He graduated from Portland State University in Oregon, the USA with a bachelor's degree of science in marketing and finance in June 1997. In addition, Mr. Hartono completed the 21st session of the General Management Program in Harvard Business School in November 2016.

Mr. Hartono is the brother of Ms. Hartono Jeane, Ms. Hartono Chen Chen Irene and Mr. Hartono Rico, all being our Controlling Shareholders. Save as disclosed above, Mr. Hartono 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. Hartono and his associates were beneficially interested in 618,662,500 Shares, representing approximately 26.25% of the total issued Shares of the Company, within the meaning of Part XV of the SFO.

Mr. Hartono has entered into a service contract with the Company on 11 October 2019 (the "Service Contract") for a 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 2020, Mr. Hartono received total emoluments of RMB3,828,000 (inclusive of his salary receivable under the labour contract entered into with a member of the Group) which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. His remuneration will be subject to annual review by remuneration committee and the board of directors of the Company from time to time with reference to his responsibility and performance. The appointment of Mr. Hartono 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 was no other matter with respect to the re-election of Mr. Hartono 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. MS. WONG HONG

Ms. Wang Hong, aged 45, is our chief financial officer and joined the Company in January 2007 and is primarily responsible for overseeing our finance and accounting and financial planning. Ms. Wang is the financial controller of Yestar Shanghai, a director of Yestar Asia Company Limited (“Yestar BVI”), Yestar International (HK) Company Limited (“Yestar HK”) and Yestar Biotech (Jiangsu) Company Limited, all of which are wholly-owned subsidiaries of the Company.

Ms. Wang is also a director of Shanghai Anbaida Group Companies, which is non-wholly owned subsidiaries of the Company. Ms. Wang graduated from Shanghai University of Finance and Economics (上海財經大學) and has over 23 years of experience in PRC financial accounting and auditing. Prior to joining our Group, Ms. Wang worked as an accountant for different companies for more than 5 years.

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, she 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 2019 (the “Service Contract”) for a 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 2020, Ms. Wang received total emoluments of RMB873,000 (inclusive of her salary receivable under the labour contract entered into with a member of the Group) which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. Her remuneration will be subject to annual review by remuneration committee and the board of directors of the Company from time to time with reference to his responsibility and performance. The appointment of Ms. Wang 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 was 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.

3. MS. LIAO CHANGXIANG

Ms. Liao Changxiang, aged 47, joined the Group in June 2007 and is appointed as executive director in November 2020. Ms. Liao is primarily responsible for overseeing our finance, accounting and logistics of operations in subsidiary of the Company. She is also general manager of various subsidiaries of the Company.

Ms. Liao has over 21 years of experience in finance. Prior to joining the Group, Ms. Liao was the chief financial officer of Guangxi Runyu Business and Trade Group Corporation (廣西潤宇工貿集團有限公司) from January 2003 to May 2007, and from March 1999 to March 2002, worked in Nanning Yangda Tank Factory (南寧樣達水箱廠) which later merged with Nanning Eight Rhombus Motors Accessories Co., Ltd. (南寧八菱汽車配件有限公司), a subsidiary of Nanning Baling Technology Co., Ltd. (南寧八菱科技股份有限公司) (Stock Code: 002592), the shares of which are listed on the Shenzhen Stock Exchange. Ms. Liao has been a senior accountant recognized by the Department of Human Resources and Social Security of Guang Xi Zhuang Autonomous Region (廣西壯族自治區人力資源和社會保障廳) since December 2010.

Ms. Liao obtained a Master of Business Administration from Guangxi University in June 2009.

Save as disclosed above, Ms. Liao 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, she did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Liao has entered into a service contract with the Company on 2 November 2020 (the “Service Contract”) for a 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 2020, Ms. Liao received total emoluments of RMB833,000 (inclusive of her salary receivable under the labour contract entered into with a member of the Group) which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. Her remuneration will be subject to annual review by remuneration committee and the board of directors of the Company from time to time with reference to his responsibility and performance. The appointment of Ms. Liao 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 was no other matter with respect to the re-election of Ms. Liao 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.

4. DR. HU YIMING

Dr. Hu Yiming, aged 57, joined the Company on 18 September 2013. She is the chairman of our audit committee and a member of our remuneration committee and nomination committee.

Dr. Hu has more than 27 years of experience in accounting. Dr. Hu has been a professor of accounting at the Department of Accounting of the Antai College of Economics & Management and the Supervisor of the Company Financial Research Centre of Antai College of Economics & Management at the Shanghai Jiao Tong University, China since January 2005. She has been a committee member of the Professional (Finance and Accounting) Committee of the Chinese Accounting Society (中國會計學會專業委員會(金融會計)) since February 2008. Dr. Hu was a supervisor of Ph.D. students of the School of Accountancy from January 2002 to January 2005 at the Shanghai University of Finance and Economics, China, an associate professor of the MBA Centre of the School of Management at Xiamen University, China from September 1997 to September 1999, a lecturer of the Accounting Department at the Xiamen University, China from April 1991 to September 1997, and a research assistant in the Computer Centre at Xiamen University, China from September 1988 to April 1991.

Dr. Hu is also a member of the Accounting Committee of the Asia Pacific Management Accounting Association (亞太管理會計指導委員會). Dr. Hu obtained a Bachelor of Science degree in Chemistry from Xiamen University, the PRC in 1985 and a Ph.D. degree in Management/Accounting from Xiamen University, the PRC in 1998.

Dr. Hu was an independent non-executive director of International Mining Machinery Holdings Limited (stock code: 1683) (“IMMH”), which was delisted on the Stock Exchange in June 2012, between January 2010 and June 2012.

Save as disclosed above, Dr. Hu 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, Dr. Hu did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Hu has executed a letter of appointment with the Company on 11 October 2019 for a term of three years. For the year ended 31 December 2020, Dr. Hu received director’s fee of RMB204,000, which was determined with reference to the level of remuneration of an independent non-executive director of Hong Kong listed companies. Her remuneration will be subject to annual review by remuneration committee and the board of directors of the Company from time to time with reference to his responsibility and performance. The appointment of Dr. Hu is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Based on the confirmation of independence received from Dr. Hu, she is considered as independent pursuant to Rule 3.13 of the Listing Rules.

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 Dr. Hu 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.



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 8/F., Block A, No. 58 Shen Jian Dong Lu, Min Hang District, Shanghai, the People’s Republic of China on 28 May 2021 (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 2020;
2. To re-elect Mr. Hartono James as an executive Director;
3. To re-elect Ms. Wang Hong as an executive Director;
4. To re-elect Ms. Liao Changxiang as an executive Director;
5. To re-elect Dr. Hu Yiming as an independent non-executive Director;
6. To authorise the Board of Directors to fix the Directors’ remuneration;
7. To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the Board of Directors to fix their remuneration;
8. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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);
- (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

NOTICE OF ANNUAL GENERAL MEETING

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.”

9. 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

10. 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 8 and 9 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 9 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 8”.

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

23 April 2021

Notes:

- i. **In view of an ongoing pandemic of the COVID-19, the Company will implement the following prevention and control measures at the 2021 AGM against the COVID-19 to protect the shareholders from the risk of infection, including but not limited to (a) conduct compulsory body temperature check and anyone with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue; (b) wear surgical mask prior to admission to the 2021 AGM venue and throughout the 2021 AGM; (c) ask questions if there is (i) any travel outside of Shanghai within 14 days immediately before the 2021 AGM; and (ii) any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds affirmatively to any of these questions will not be permitted to access to the meeting venue; (d) sit on the designated seat assigned by the Company at the time of registration to ensure social distancing; (e) no refreshment packs or drinks will be provided; and (f) no souvenirs will be provided.**

The Company will closely monitor the current COVID-19 situation and may implement additional measures at short notice, which will be announced closer to the date of the 2021 AGM, if any.

- ii. **For the health and safety of the shareholders, the Company reminds attendees that they should carefully consider the risks of attending the 2021 AGM, taking into account the current outbreak of the COVID-19, and strongly encourages the shareholders to exercise their right to vote at the 2021 AGM by appointing the Chairman of the 2021 AGM as their proxy.**

NOTICE OF ANNUAL GENERAL MEETING

- iii. A shareholder 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 shareholder of the Company.
- iv. 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 Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
- v. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the annual general meeting or any adjourned meeting thereof (as the case may be) should they so wish.
- vi. 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.
- vii. The above resolutions will be put to vote at the meeting by way of poll.
- viii. The register of members of the Company will be closed from 25 May 2021 (Tuesday) to 28 May 2021 (Friday) (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the 2021 Annual General Meeting of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on 24 May 2021 (Monday).