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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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A notice convening the 2018 Annual General Meeting (“2018 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 15 May 2018 (Tuesday) at 3:00 p.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the 2018 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 2018 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, 12 April 2018

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## DEFINITIONS

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

“2017 AGM”	the annual general meeting of the Company held on 15 May 2017
“2018 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 15 May 2018 (Tuesday) at 3:00 p.m., a notice of which is set out on pages 14 to 18 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”	6 April 2018, 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

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## DEFINITIONS

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“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

12 April 2018

*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 2017 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;

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## LETTER FROM THE BOARD

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- (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 2018 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 2018 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.

### PROPOSED GRANTING OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the 2018 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 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 2018 AGM contained in pages 14 to 18 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 2018.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 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 and Dr. Hu Yiming shall retire by rotation at the 2018 AGM. All of the retired Directors, being eligible, offer themselves for re-election at the 2018 AGM. Details of the retiring Directors proposed to be re-elected as Directors at the 2018 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

### 2018 AGM

The notice convening the 2018 AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the 2018 AGM is enclosed with this circular. Whether or not you intend to attend the 2018 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 2018 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 2018 AGM shall be taken by way of poll.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase 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 Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the 2018 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, 2,175,200,000 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 2018 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 217,520,000 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 2017) 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 1,390,745,000 Shares. On the basis that no further Shares are issued or repurchased prior to the 2018 AGM and if the Share Repurchase Mandate of 217,520,000 Shares is fully exercised, the percentage shareholding of our Controlling Shareholders will be increased from an aggregate of approximately 63.94% to an aggregate of approximately 71.04% 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**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
March	4.13	3.84
April	4.04	3.82
May	3.87	3.76
June	3.98	3.57
July	4.05	3.83
August	3.98	3.44
September	3.58	3.40
October	3.47	3.19
November	3.42	3.20
December	3.40	3.30
<b>2018</b>		
January	3.31	2.81
February	3.00	2.94
March	3.04	2.70
April (up to Latest Practicable Date)	2.67	2.63

*As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2018 AGM.*

**1. MR. HARTONO JAMES**

**Mr. Hartono James**, aged 42, 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. Mr. Hartono is the general manager as well as the legal representative of Yestar (Shanghai) Co., Ltd 巨星貿易上海有限公司 (“Yestar Shanghai”) and also a director of all members of our Group.

Mr. Hartono has over 17 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 546,090,000 Shares, representing approximately 25.11% 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 2016 (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 2017, Mr. Hartono received total emoluments of RMB3,974,000 (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 42, 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 12 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 2016 (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 2017, Ms. Wang received total emoluments of RMB853,000 (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.    DR. HU YIMING**

Dr. Hu Yiming, aged 54, 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 24 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 2016 for a term of three years. For the year ended 31 December 2017, 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

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## APPENDIX II    DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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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.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## 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 15 May 2018 (Tuesday) 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 2017;
2. To declare final dividend for the year ended 31 December 2017;
3. To re-elect Mr. Hartono James as an executive Director;
4. To re-elect Ms. Wang Hong 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, agreements and options 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, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);



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## NOTICE OF ANNUAL GENERAL MEETING

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(C) the aggregate number of shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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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*

Hong Kong, 12 April 2018

**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. The above resolutions will be put to vote at the meeting by way of poll.
- iv. The register of members of the Company will be closed from 10 May 2018 (Thursday) to 15 May 2018 (Tuesday) (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company to be held on 15 May 2018 (Tuesday), all transfer document, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 9 May 2018 (Wednesday).

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## NOTICE OF ANNUAL GENERAL MEETING

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- v. In addition, the Board has resolved to recommend the payment of a final dividend of HK5.5 cents per share to members whose names appear on the Register of Members of the Company on 8 June 2018 (Friday). The register of members of the Company will also be closed between 7 June 2018 (Thursday) and 8 June 2018 (Friday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be paid on 5 July 2018 (Thursday), subject to the approval of the Shareholders at the Annual General Meeting of the Company, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6 June 2018 (Wednesday).