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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 SCHEME MEETING  
IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION  
CAUSE NO. FSD 0391 OF 2023 (JAJ)  
IN THE MATTER OF SECTION 86 OF  
THE COMPANIES ACT (2023 REVISION)**

**AND**

**IN THE MATTER OF YESTAR HEALTHCARE HOLDINGS COMPANY  
LIMITED (巨星醫療控股有限公司)**

This announcement is made by Yestar Healthcare Holdings Company Limited (巨星醫療控股有限公司) (the “**Company**”) pursuant to Rules 13.09(2) and 37.47(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under section 86 of the Cayman Islands Companies Act (2023 Revision) (the “**Scheme**”). For the avoidance of doubt, references to “Scheme Creditors” in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meeting and who are required to notify the Company of their status instead.

**NOTICE IS HEREBY GIVEN** that, by an order made on 19 January 2024 (the “**Scheme Convening Order**”), the Grand Court of the Cayman Islands (the “**Cayman Court**”) has directed that a meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving the Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court).

The Scheme Meeting will be held at the offices of Dechert at 31/F Jardine House, One Connaught Place, Central, Hong Kong (“**Dechert HK Office**”), at 8:00 p.m. Hong Kong time on 19 February 2024, the equivalent being 7:00 a.m. Cayman Islands time on 19 February 2024 with a live video conference linked to the offices of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman PO Box 10240, KY1-1002 Cayman Islands (“**Harneys Cayman Office**”). The Scheme Meeting is subject to any adjournment as may be appropriate (in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting on the Transaction Website, by way of notice through the Clearing Systems, and by email to Scheme Creditors whom the Information Agent and/or the Company has valid contact details).

Scheme Creditors will be able to attend the Scheme Meeting either in person, by a duly authorised representative (if a corporation) or by proxy provided that an Account Holder Letter or Blocked Scheme Creditor Voting Form (as applicable) has been validly submitted in relation to their Scheme Claims. As Scheme Creditors will be able to attend in person at either the Dechert HK Office or the Harneys Cayman Office to view the live video conference of the Scheme Meeting; therefore, references to attending and voting at the Scheme Meeting in person in this Notice should, as appropriate, be read as including attending at either the Dechert HK Office or the live video conference at the Harneys Cayman Office.

Scheme Creditors do not have to personally attend the Scheme Meeting in order to express their vote, provided that they validly complete and submit their Account Holder Letter or Blocked Scheme Creditor Voting Form (as applicable) by the relevant deadlines, and appoint the Chairperson as their proxy, or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) for the purposes of expressing their vote.

Telephone and video conference facilities will also be made available to Scheme Creditors upon request to (i) the Information Agent (for Scheme Creditors who are not Blocked Scheme Creditors); or (ii) the Company (for Blocked Scheme Creditors), in each case, at

least two (2) Business Days before the Scheme Meeting. Scheme Creditors will be sent instructions for dialing in via telephone or video conference upon providing the Information Agent or the Company (as applicable) with satisfactory evidence of their identity and/or their authority (in the case of a corporation) to represent the Scheme Creditor.

Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will only be able to observe the Scheme Meeting and ask questions but not to cast their vote should they elect to attend the Scheme Meeting by telephone rather than attend in person or by video conference. Should Scheme Creditors wish to vote, they will need to attend the Scheme Meeting in person or by proxy (including appointing the Chairperson as proxy) at the Dechert HK Office or at the Harneys Cayman Office, or by video conference, provided that they have validly completed their account Holder Letter or Blocked Scheme Creditor Voting Form (as applicable) by the relevant deadlines. Scheme Creditors who have validly completed and submitted their Account Holder Letter or Blocked Scheme Creditor Voting Form (as applicable) appointing the Chairperson as proxy or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) to express their vote, may in addition, request for the telephone and video conference facilities to observe the Scheme Meeting and to ask questions.

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint the Chairperson as their proxy or appoint a proxy other than the Chairperson to attend and vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meeting in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meeting in (i) Part 2 (Voting and Appointment of Proxy) of the Account Holder Letter for Scheme Creditors who are not Blocked Scheme Creditors; or (ii) Part 2 (Voting and Appointment of Proxy) of the Blocked Scheme Creditor Voting Form for Blocked Scheme Creditors (as applicable).

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meeting should they observe the Scheme Meeting via telephone rather than attend in person or by video conference.

#### **Scheme Creditors (who are not Blocked Scheme Creditors)**

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) A Custody Instruction is submitted on its behalf to and received by the Information Agent via their respective Clearing Systems by the Custody Instruction Deadline (being 8:00 p.m. Hong Kong time on 12 February 2024, the equivalent being 7:00

a.m. Cayman Islands time on 12 February 2024) and in any event prior to submitting an Account Holder Letter (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet); and

- (ii) the Account Holder Letter has been validly completed and submitted on its behalf to and received by the Information Agent via the Scheme AHL Portal (<https://portal.morrowsodali.com/yestarAHL>) in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet) by no later than the Voting Instruction Deadline (being 8:00 p.m. Hong Kong time on 15 February 2024, the equivalent being 7:00 a.m. Cayman Islands time on 15 February 2024).

### **Blocked Scheme Creditors**

Blocked Scheme Creditors are (a) Scheme Creditors that are not entitled, able, permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any applicable Sanctions affecting the Scheme Creditor or its custodian as determined by the Clearing Systems, or (b) Russian Persons, but does not include any Scheme Creditor that is a Sanctioned Scheme Creditor.

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Blocked Scheme Creditor must ensure the Blocked Scheme Creditor Voting Form (including the required supporting evidence to establish their identity, status as a Scheme Creditor and the principal amount of their holdings) has been validly completed and submitted to and received by the Company via email at [bond@yesstarnet.com.cn](mailto:bond@yesstarnet.com.cn) (in accordance with the instructions set out in the Blocked Scheme Creditor Voting Form and Solicitation Packet) by no later than the Voting Instruction Deadline (being 8:00 p.m. Hong Kong time on 15 February 2024, the equivalent being 7:00 a.m. Cayman Islands time on 15 February 2024).

### **Registration prior to Scheme Meeting**

Registration at the Scheme Meeting will commence at 7:00 p.m. Hong Kong time on 19 February 2024, the equivalent being 6:00 a.m. Cayman Islands time on 19 February 2024.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting in person at the Dechert HK Office or at the Harneys Cayman Office: (i) will be required to register its attendance at the Scheme Meeting no later than half an hour prior to the scheduled start time of the Scheme Meeting; and (ii) must produce a duplicate copy of the Account Holder Letter or Blocked Scheme Creditor Voting Form (as applicable) validly completed and submitted by or on behalf of that Scheme Creditor or Blocked Scheme Creditor (as applicable) together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the

registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter or the Blocked Scheme Creditor Voting Form (as applicable) to the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the Account Holder Letter to be completed by all Scheme Creditors) are available to download from the Transaction Website (<https://projects.morrowsodali.com/yestar>).

### **Chairperson of Scheme Meeting**

Pursuant to the Scheme Convening Order, the Cayman Court has appointed Ms. Michelle Xu, the Head of Corporate Finance of Admiralty Harbour Capital Limited of 17/F, Prosperity Tower, 39 Queen’s Road Central, Central, Hong Kong (“**Admiralty Harbour**”), or such other representative of Admiralty Harbour to act as the Chairperson of the Scheme Meeting. The Court has also directed the Chairperson of the Scheme Meeting to report the results of the Scheme Meeting to the Cayman Court within 7 days of the date of the Scheme Meeting. The results of the Scheme Meeting will also be made available on the Transaction Website.

### **Sanction Hearing**

If approved at the Scheme Meeting, the Scheme will be subject to the subsequent approval and sanction of the Cayman Court. The Sanction Hearing is presently listed to be heard at 10:00 a.m. Cayman Islands time on 28 February 2024, the equivalent being 11:00 p.m. Hong Kong time on 28 February 2024. Any Scheme Creditor is entitled (but not obliged) to attend Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

For further information, please contact the Information Agent or the Company, in each case, using the contact details below:

Scheme Creditors (who are not Blocked Scheme Creditors) may contact:

#### **Morrow Sodali Limited**

##### **Address:**

In Hong Kong: 29/F, No. 28 Stanley Street, Central, Hong Kong  
In London: 103 Wigmore Street, W1U 1QS, London, United Kingdom

Phone: Hong Kong: +852 2319 4130/London: +44 20 4513 6933

Transaction Website (document posting website):

<https://projects.morrowsodali.com/yestar>

Scheme AHL Portal (for submission of the Account Holder Letter):

<https://portal.morrowsodali.com/yestarAHL>

Email: [yestar@investor.morrowsodali.com](mailto:yestar@investor.morrowsodali.com)

Blocked Scheme Creditors may contact:

**Yestar Healthcare Holdings Company Limited**

Address: Suite 2105, 21/F Central Plaza, 18 Harbour Road, Hong Kong

Phone: + 852 34228938

Email: [bond@yesstarnet.com.cn](mailto:bond@yesstarnet.com.cn)

**Shareholders, Existing Noteholders and potential investors should note that the successful implementation of the proposed Restructuring is still subject to certain legal procedures under Cayman laws, including the Scheme being approved at the Scheme Meeting and sanctioned by the Court as well as the satisfaction or waiver of any condition precedents in respect of the Scheme. Shareholders, Existing Noteholders and potential investors are advised to exercise caution when dealing in the securities of the Company or the Existing Notes.**

By order of the Board

**Yestar Healthcare Holdings Company Limited**

**Liao Changxiang**

*Chairman, CEO and Executive Director*

24 January 2024

*As at the date of this announcement, the executive Directors are Ms. Liao Changxiang, Ms. Wang Hong and Mr. Liang Junxiong; the non-executive Director is Mr. Hartono James; and the independent non-executive Directors are Mr. Zeng Jinsong, Mr. Zhao Ziwei and Mr. Koeswondo Michael David.*