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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)*

**AMENDED EXPLANATORY STATEMENT IN RELATION TO THE SCHEME OF
ARRANGEMENT
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).

Reference is made to the announcement dated 6 December 2023 relating to the Company’s Scheme in respect of the US\$197,864,523 9.5% senior notes due 2026 issued by the Company (the “**Notes**”), and the announcement dated 24 January 2024 relating to the convening of a meeting of Scheme Creditors to be held on 19 February 2024 (the “**Scheme Meeting**”). Reference is also made to the explanatory statement relating to the Scheme made available on the Transaction Website on 24 January 2024 (the “**Original Explanatory Statement**”). The Company has today issued an amended Explanatory Statement in connection with the Scheme (the “**Amended Explanatory Statement**”).

Capitalised terms used but not otherwise defined herein shall have the meaning given to them in the Amended Explanatory Statement, which is available via the Transaction Website at (<https://projects.morrowsodali.com/yestar>).

Following further feedback from the Noteholder Committee, the Company has today informed the Scheme Creditors, by the Amended Explanatory Statement, that it has amended the Scheme, General Deed of Release, Deed of Release (Trustee) and Deed of Release (Existing Security) (collectively, the “**Scheme Documents**”). The amendments are solely clarificatory in nature and do not change the economic terms of the compromise to be agreed with the Scheme Creditors.

The amended Scheme Documents are set out in the Amended Explanatory Statement.

Full details of the above amendments to the Original Explanatory Statement are shown in a redline comparison document which compares the Original Explanatory Statement and the Amended Explanatory Statement (including the Scheme Documents) and is also available via the Transaction Website at (<https://projects.morrowsodali.com/yestar>).

The Company also wishes to inform the Scheme Creditors that Madison Pacific Trust Limited, the original RSA Agent (“**Original RSA Agent**”), has tendered its notice of resignation. Pursuant to Schedule 7 (*The RSA Agent*) of the RSA, Serica Agency Limited will be appointed as the successor RSA Agent (the “**Successor RSA Agent**”). This appointment will take effect on the earlier of (i) the first date on which all of the responsibilities, obligations, and all money or property held by the Original RSA Agent have been transferred to the Successor RSA Agent in accordance with the provisions of the RSA Documents, and (ii) 26 February 2024.

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

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

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

8 February 2024

As at the date of this announcement, the executive Directors are Ms. Liao Changxiang, Ms. Wang Hong and Mr. Liang Junxiang; 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.