

**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)**

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**ORDER FOR DIRECTIONS**

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**UPON THE APPLICATION** of Yestar Healthcare Holdings Company Limited  
(巨星醫療控股有限公司) (the **Company**) by its *Ex Parte* Summons dated 19 December 2023

**AND UPON READING** the petition dated 19 December 2023 (the **Petition**)

**AND UPON** reading the First Affirmation of Ms. Wang Hong, the Second Affirmation of Ms. Wang Hong, and the First Affidavit of Kenneth Abela, and the exhibits thereto

**AND UPON** hearing Counsel for the Company

**AND UPON** the basis that all capitalised terms not otherwise defined in this Order shall have the meaning given to them in the draft scheme of arrangement (the **Scheme**) and the draft explanatory statement in relation to the Scheme (the **Explanatory Statement**), in the form exhibited in Exhibit WH-2 to the Second Affirmation of Ms. Wang Hong

**IT IS ORDERED AND DIRECTED THAT:**

- 1 The Company has permission to convene a single meeting (the ***Scheme Meeting***) of certain of its creditors (the ***Scheme Creditors***) for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme.
- 2 The Scheme Meeting shall be held at the offices of Dechert at 31/F, Jardine House, One Connaught Place, Central, Hong Kong (or if such venue is not available, such other suitable venue in Hong Kong or the Cayman Islands as the Chairperson, as defined in paragraph 10 below, may reasonably select) on 19 February 2024 commencing at 8:00 p.m. Hong Kong time, with any adjournment as may be appropriate, with a live video conference link 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 at 7:00 a.m. Cayman Islands time on 19 February 2024.
- 3 The Company has permission to set a record time which shall be the close of business and cessation of trading of the Clearing Systems (the ***Record Time***) for the purpose of determining each Scheme Claim. Each Scheme Creditor will be assigned a number of votes based on its Scheme Claims calculated at a value equal to the sum of:
  - (a) the outstanding principal amount of its Scheme Claims as at the Record Time; and
  - (b) all accrued and unpaid interest relating to such Scheme Claims, up to (but excluding) the Record Time.
- 4 The Company has permission to set a time of 7:00 a.m. Cayman Islands time on 15 February 2024, the equivalent being 8:00 p.m. Hong Kong time on 15 February 2024 (the ***Voting Instruction Deadline***) as the latest time by which (a) the Information Agent must receive a valid Account Holder Letter (as referenced in paragraph 7 below from Scheme Creditors who are not Blocked Scheme Creditors (as defined in the Scheme)), and (b) the Company must receive a valid Blocked Scheme Creditor Voting Form (as referenced in paragraph 7 below) from Blocked Scheme Creditors, in order for the Scheme Creditors' voting instructions to be taken into account for the purposes of the Scheme Meeting.
- 5 Notice of the Scheme Meeting (***Scheme Meeting Notice***) shall be given to Scheme Creditors not

- less than 21 days before the Scheme Meeting:
- (a) by notice on the Transaction Website;
  - (b) by the Information Agent giving notice through the Clearing Systems; and
  - (c) by electronic mail to the electronic mail address as each Scheme Creditor may notify the Company from time to time.
- 6 The Scheme Meeting Notice shall be in substantially the same form as that appended to the Explanatory Statement (Appendix 3) exhibited in Exhibit WH-2 to the Second Affirmation of Ms. Wang Hong.
- 7 When distributing the Scheme Meeting Notice in accordance with paragraph 5 above, the Information Agent shall also include a copy of the final form of the Explanatory Statement (or a link to the Transaction Website where it can be accessed), which contains, amongst other things:
- (a) the Scheme (at Appendix 2 to the Explanatory Statement);
  - (b) the Solicitation Packet (at Appendix 4 to the Explanatory Statement) which comprises the Account Holder Letter and Blocked Scheme Creditor Voting Form (in each case, including the forms of proxy and appendices (as applicable) contained therein); and
  - (c) the other documents referred to in the Explanatory Statement as being available on the Transaction Website.
- 8 The accidental omission to serve any Scheme Creditor with the Scheme Meeting Notice, or the non-receipt by any Scheme Creditor of the Scheme Meeting Notice, shall not invalidate the proceedings at the Scheme Meeting.
- 9 It is directed that the following persons as set out in Appendix 1 shall not vote in respect of their Scheme Claims at the Scheme Meeting.
- 10 Ms Michelle Xu of Admiralty Harbour Capital Limited (defined as the Company's **Financial Advisor** under the Scheme), or any other representative of the Hong Kong office of the Financial Advisor, be appointed as the chairperson(s) of the Scheme Meeting (the **Chairperson**) on behalf of the Company.

- 11 The Chairperson be entitled to accept, without further investigation, the signature on any Account Holder Letter or Blocked Scheme Creditor Voting Form, as applicable, as being genuine and as authority of the signatory to cast the votes in accordance with the instructions outlined in the Account Holder Letter or Blocked Scheme Creditor Voting Form, as applicable, and the Solicitation Packet.
- 12 The Chairperson be responsible for determining, in accordance with the relevant provisions in the Explanatory Statement, the Voting Claim of any Scheme Creditor for voting purposes and the validity of the appointment of any person permitted to act as proxy for a Scheme Creditor by reference to the information provided in each Account Holder Letter or Blocked Scheme Creditor Voting Form, as applicable.
- 13 The Chairperson be at liberty to accept any Account Holder Letter or Blocked Scheme Creditor Voting Form, as applicable, and the amount of a Scheme Claim in respect of which a Scheme Creditor seeks to vote, notwithstanding that such form has not been completed or submitted in accordance with any instructions contained therein or has been submitted after the deadline provided for in the Solicitation Packet, provided that the Chairperson considers that the information contained therein is sufficient to admit that Scheme Claim for voting purposes.
- 14 Any person validly appointed as proxy for a Scheme Creditor in accordance with the instructions set out in the Account Holder Letter or Blocked Scheme Creditor Voting Form, as applicable, and the Solicitation Packet may attend and speak at the Scheme Meeting.
- 15 The Chairperson be at liberty to adjourn the Scheme Meeting, in his or her sole discretion, provided that, if adjourned, the Scheme Meeting will recommence as soon as reasonably practicable thereafter. In the event that the Chairperson considers in his or her sole discretion that it is necessary or appropriate to adjourn the Scheme Meeting, the Company shall cause the Scheme Creditors to be notified that there is an adjournment of the Scheme Meeting and as to the time of the adjourned Scheme Meeting as soon as practicable and in the same manner as notice was given to the Scheme Creditors pursuant to paragraph 5.
- 16 The Chairperson be permitted to declare and announce the results of the Scheme Creditors' votes in respect of the Scheme, either during the Scheme Meeting or as soon as reasonably

possible after the conclusion of the Scheme Meeting.

- 17 Within seven (7) days of the Scheme Meeting have been held, the Company must file an affidavit or affirmation sworn or affirmed by the Chairperson verifying that notice was duly sent in accordance with this Order; that the Scheme Meeting was duly held; and giving particulars of the results.
- 18 If the Scheme is approved at the Scheme Meeting by the requisite statutory majorities, the Petition be listed for a further hearing on 28 February 2024 at 10:00 am Cayman Islands time, for the Court to consider whether to sanction the Scheme.
- 19 There shall be liberty to apply generally.

Dated this 19th day of January 2024

Filed the 19th day of January 2024



**The Honourable Justice Jalil Asif KC**

**Judge of the Grand Court**

**THIS ORDER** was filed by Harney Westwood & Riegels, Attorneys-at-Law for the Petitioner, whose address for service is 3rd Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman KY1-1002, Cayman Islands (**Ref:** BPH/CDM/061110.0002)

**APPENDIX 1**

The following persons shall not vote in respect of their Scheme Claims at the Scheme Meeting:

1. Madison Pacific Trust Limited, in its capacity as Notes Trustee under the Indenture
2. The Bank of New York Mellon, London Branch in its capacity as Depositary
3. Citivic Nominees Limited, in its capacity as nominee of the Depositary and a registered holder of the Notes
4. Sanctioned Scheme Creditors