



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

The Board of Directors

Yestar Healthcare Holdings Company Limited
Room 805, Block 2
No. 58 Shen Jian Dong Lu
Min Hang District
Shanghai
PRC

Date: 13 December 2023

Our ref: 082334/082334-VD0623/1312-1

Dear Sirs,

Yestar Healthcare Holdings Company Limited (the “Company”)

Consent letter

We refer to the circular dated 13 December 2023 (the “Circular”) in connection with the proposed disposal by Yestar (Guangxi) Medical System Co., Ltd.* (广西巨星医疗器械有限公司), an indirect wholly-owned subsidiary of the Company, of the equity interests in Shanghai Emphasis Investment Management Consulting Co., Ltd.* (上海安百达投资管理顾问有限公司), Shanghai Jianchu Medical Instrument Co., Ltd.* (上海建储医疗器械有限公司), Shanghai Chaolian Trading Co., Ltd.* (上海超联商贸有限公司), Shanghai Haole Industrial Co., Ltd.* (上海颢乐实业有限公司) and Shanghai Dingpei Industrial Co., Ltd.* (上海定佩实业有限公司) (collectively, the “Target Companies”), a copy of which is attached and initialled by us on its front cover for the purpose of identification.

We hereby consent to the inclusion of our report dated 13 December 2023 on review of the financial information of the target companies for the six months ended 30 June 2023 and our accountants’ report dated 13 December 2023 on the compilation of unaudited pro forma financial information of the remaining group in the Circular, and the references to our name in the form and context in which they are included.

We also hereby consent to a copy of this letter being published on the relevant websites as described in the section headed “DOCUMENTS ON DISPLAY” in Appendix V of the Circular.

** The English names are for identification purpose only and the official names of the entities are in Chinese.*



Yours faithfully,
BDO Limited

A handwritten signature in black ink, appearing to be 'BDO Ltd'.

PTC/RTL/ATN
Encl.

THIS CIRCULAR IS IMPORTANT AND REQUIRE 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 or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Yes!Star 

Yestar Healthcare Holdings Company Limited

巨星醫療控股有限公司

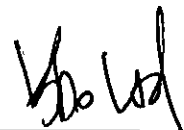
(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2393)

**VERY SUBSTANTIAL DISPOSAL AND
CONNECTED TRANSACTION:
DISPOSAL OF
THE TARGET SHARES IN THE TARGET COMPANIES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

 **南華融資有限公司**
South China Capital Limited



A notice convening the extraordinary general meeting (the "EGM") of the Company to be held at 8/F., Block A, No. 58 Shen Jian Dong Lu, Min Hang District, Shanghai, the PRC on 28 December 2023 (Thursday) at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM 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.

Whether or not you are able to attend the EGM, you are advised to read the notice and to complete and return the 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 fixed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment should you so wish.

13 December 2023