THIS CIRCULAR IS IMPORTANT AND REQUIRES 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 International 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.

Yes!Star

Yestar International Holdings Company Limited
巨星國際控股有限公司

(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

A notice convening the 2015 Annual General Meeting ("AGM") of the Company to be held at Cliftons Hong Kong at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 8 May 2015 (Friday) at 3:00 p.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the 2015 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 2015 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, 1 April 2015

CONTENTS

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

"2014 AGM"	the annual general meeting of the Company held on 15 May 2014
"2015 AGM"	the annual general meeting of the Company to be held at Cliftons Hong Kong at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 8 May 2015 (Friday) at 3:00 p.m., a notice of which is set out on pages 13 to 17 of this circular
"Company"	Yestar International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on the Stock Exchange
"Connected Person"	has the meaning ascribed thereto under the Listing Rules
"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
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries from time to time
"Latest Practicable Date"	27 March 2015, 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
"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 Hong Kong Code on Takeovers and Mergers
"Yestar BVI"	Yestar Asia Company Limited, a company incorporated in BVI with limited liability on 1 February 2012 and a wholly-owned subsidiary of the Company

"Yestar HK"	Yestar International (HK) Company Limited, a company incorporated in Hong Kong with limited liability on 29 February 2012 and a wholly-owned subsidiary of the Company
"Yestar Shanghai"	巨星貿易(上海)有限公司 (Yestar (Shanghai) Co., Ltd.), a company established in the PRC with limited liability on 20 July 2000 and a wholly-owned subsidiary of the Company

Yestar International Holdings Company Limited
巨星國際控股有限公司

(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)*
Ms. Zhang Qi
Ms. Heng Yinmei

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:
Unit 2403, Tung Wai Commercial Building
109–111 Gloucester Road
Wanchai
Hong Kong

Principal Place of Business in Shanghai:
Room 805, Block 2
No. 58 Shen Jian Dong Lu
Min Hang District
Shanghai
PRC

1 April 2015

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 2014 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;

(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 2015 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 2015 AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares and repurchase Shares; and (ii) the re-election of the retiring Directors.

PROPOSED GRANTING OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the 2015 AGM for the purposes of granting general mandates to the Directors:

(a) to allot, issue and otherwise deal with additional Shares with the aggregate number of 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 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 general 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 as set out in the notice of the 2015 AGM contained in pages 13 to 17 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 2016.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to 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.

RE-ELECTION OF RETIRING DIRECTORS

To comply with the Code of Corporate Governance under Appendix 14 to Listing Rules and in accordance with the Articles of Association of the Company, Mr. Hartono James, Mr. Chan To Keung and Ms. Wang Hong shall retire from office at the 2015 AGM. All of the retired directors, being eligible, offer themselves for re-election at the 2015 AGM. Details of the retiring directors proposed to be re-elected as Directors at the 2015 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

2015 AGM

The notice convening the 2015 AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the 2015 AGM is enclosed with this circular. Whether or not you intend to attend the 2015 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 2015 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 Shareholders at a general meeting must be taken by poll. Therefore, all proposed resolutions put to vote at the 2015 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.

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 and 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 Shareholders to vote in favour of such relevant resolutions to be proposed at the 2015 AGM.

Yours faithfully,
For and on behalf of the Board
Yestar International 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, 1,867,500,000 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 2015 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 186,750,000 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 its Shareholders for the Directors to have a general authority from 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 its 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 2014) 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 CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No 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 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 Rule 26 of the Takeovers Code as a result of a repurchase of Shares made.

If the Share Repurchase Mandate is fully exercised, the total number of Shares which will be repurchased pursuant to the Share Repurchase Mandate will be 186,750,000 Shares. The percentage shareholding of our Controlling Shareholders will be increased from an aggregate of approximately 71.06% to an aggregate of 78.96% of the issued share capital of the Company. In such event, the public float of the Company will drop below 25% and the Company will take necessary steps to maintain the public float. The Directors will also take all steps necessary to comply with the Listing Rules.

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. The Directors have no intention to repurchase any Shares to the extent that it will cause the public float of the Company to fall below 25%.

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	**Lowest**
	HK$	*HK$*
2014		
April*	0.965	0.915
May*	1.023	0.888
June*	1.045	0.968
July*	1.673	1.040
August*	1.905	1.473
September*	2.470	1.865
October*	2.433	2.303
November*	2.620	2.188
December*	2.300	1.770
2015		
January	2.45	1.73
February	2.50	1.92
March (up to Latest Practicable Date)	2.59	2.17

* *With effect from 16 December 2014, every one share of HK$0.10 had been subdivided into four shares of HK$0.025 each. Share price has been adjusted for the effect of share subdivision.*

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2015 AGM:

1. MR. HARTONO JAMES

Mr. Hartono James, aged 39 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. He is the general manager as well as the legal representative of Yestar Shanghai and also a director of all members of our Group.

Mr. Hartono has over 14 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), 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) and Shanghai Super Star Digital Electronic Co. Ltd, (上海群星數碼電子有限公司) ("Shanghai Super Star") (engaged in sale and manufacturing of photo-printing equipment, digital camera and provision of after-sales services), all of which were established in the PRC and were deregistered in 2007 as the businesses were not profitable. Mr. Hartono was also one of the beneficial owners of Shanghai Super Star Digital Electronic Co. Ltd. (上海群星數碼電子有限公司). Mr. Hartono was awarded the Honored citizenship from Nanning city in 2009. He graduated from Portland State University in Oregon, USA with a bachelor degree of science in marketing and finance in June 1997. Other than the above mentioned, Mr. Hartono did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

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.

As at the Latest Practicable Date, Mr. Hartono and his Associates were beneficially interested in 265,410,000 Shares within the meaning of Part XV of the SFO.

Mr. Hartono has entered into a service contract with the Company on 18 September 2013 (the "Service Contract") for an initial term of three years commencing from 11 October 2013, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual director's fee to Mr. Hartono shall be RMB1,224,384. Pursuant to a letter of director fee increment dated 1 January 2015, the annual director's fee to Mr. Hartono was increased to RMB1,626,240 (monthly salary of RMB135,520 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 appointment 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. MR. CHAN TO KEUNG

Mr. Chan To Keung, aged 56, has over 33 years of experience in the production of image printing products. Prior to joining our Group in 2006, Mr. Chan worked in Fuji Photo Products Co., Ltd, a wholly owned subsidiary of China-Hongkong Photo Products Holdings Limited which is listed on the Stock Exchange of Hong Kong (Stock Code: 1123) (engaging in distribution of Fujifilm products in Hong Kong and Macau), as senior manager in production, senior manager, manager, assistant manager, supervisor and technician in technical education center from 1977 to 2003.

Mr. Chan completed a three-year part-time evening certificate program specializing in electronics in 1982 held by the technical education and industrial training department of Hong Kong. He further obtained a business administration certificate in 2006 from the Open University of Hong Kong. Other than the above mentioned, Mr. Chan did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. Chan is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service contract with the Company on 18 September 2013 (the "Service Contract") for an initial term of three years commencing from 11 October 2013, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual director's fee to Mr. Chan shall be RMB818,400. Pursuant to a letter of director fee increment dated 1 January 2015, the annual director's fee to Mr. Chan was increased to RMB1,075,200 (monthly salary of RMB89,600 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 appointment 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. Chan 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. MS. WANG HONG

Ms. Wang Hong, aged 39, is our chief financial officer and joined the Company in January 2007. Ms. Wang is primarily responsible for overseeing our finance and accounting and financial planning. She is also the financial controller of Yestar Shanghai and a director of Yestar BVI and Yestar HK. Ms. Wang has over 10 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. Ms. Wang completed the computerized accounting full-time course in July 1997 held by Shanghai Shi Gong Xiao She Zhi Gong College (上海市供銷社職工大學).

In the three years preceding the Latest Practicable Date, Ms. Wang did not hold any directorship in any listed company.

Ms. Wang is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

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 18 September 2013 (the "Service Contract") for an initial term of three years commencing from 11 October 2013, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual director's fee to Ms. Wang shall be RMB360,000. Pursuant to a letter of director fee increment dated 1 January 2015, the annual director's fee to Ms. Wang was increased to RMB443,520 (monthly salary of RMB36,960 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 her knowledgeable experience for the industry. Her appointment 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.

Yestar International Holdings Company Limited
巨星國際控股有限公司

(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 International Holdings Company Limited (the "Company") will be held at Cliftons Hong Kong at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 8 May 2015 (Friday) 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 2014;

2. To declare final dividend for the year ended 31 December 2014;

3. To re-elect Mr. Hartono James as an executive Director;

4. To re-elect Mr. Chan To Keung as an executive Director;

5. To re-elect Ms. Wang Hong as an 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 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 to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(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 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."

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 in general meeting."

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 International Holdings Company Limited
Hartono James
Chairman, CEO and Executive Director

Hong Kong, 1 April 2015

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. If a member of the Company wishes to nominate a person to stand for election as a director of the Company, (i) a notice in writing signed by the shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and (ii) a notice in writing signed by the person to be proposed of his willingness to be elected must accompany with (a) that nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules, and (b) the nominated candidate's written consent to the publication of his/her personal data, must be validly lodged at the principal place of business of the Company in Hong Kong at Unit 2403, Tung Wai Commercial Building, 109–111 Gloucester Road, Wanchai, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

iii. 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.

iv. The Register of Members of the Company will be closed from 6 May 2015 to 8 May 2015 (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, 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 5 May 2015.

v. In addition, the Board has resolved to recommend the payment of a final dividend of HK3.4 cents per share to members whose names appear on the Register of Members of the Company on 26 May 2015. The Register of Members of the Company will also be closed from 22 May 2015 to 26 May 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, subject to approval 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 21 May 2015.