
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.

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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 2014 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 15 May 2014 (Thursday) at 3:00 p.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the 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 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, 10 April 2014

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DEFINITIONS

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

“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 15 May 2014 (Thursday) at 3:00 p.m., a notice of which is set out on pages 16 to 20 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. Jeane Hartono, Mr. James Hartono, Mr. Rico Hartono and Ms. Chen Chen Irene Hartono
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Latest Practicable Date”	4 April 2014, 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 Date”	11 October 2013, on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Prospectus”	Prospectus dated 27 September 2013 issued to members of the public in Hong Kong for the purpose of the Hong Kong Public Offering
“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\$0.10 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

DEFINITIONS

“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 Imaging”	廣西彩星化工科技有限公司 (Yestar (Guangxi) Imaging Technology Co., Ltd.), a company established in the PRC with limited liability on 23 November 2010 and a wholly-owned subsidiary of the Company
“Yestar Medical”	廣西巨星醫療器械有限公司 (Yestar (Guangxi) Medical System Co., Ltd.), a company established in the PRC with limited liability on 24 December 2009 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 Technology”	廣西巨星科技有限公司 (Yestar (Guangxi) Technology Co., Ltd.), a company established in the PRC with limited liability on 23 July 2004 and a 92.86% owned subsidiary of the Company

LETTER FROM THE BOARD



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

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Dr. Hu Yiming
Mr. Karsono Tirtamarta (Kwee Yoe Chiang)
Mr. Sutikno Liky

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

10 April 2014

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**

LETTER FROM THE BOARD

INTRODUCTION

As disclosed in the Prospectus, pursuant to the resolutions in writing passed by all the Shareholders on 18 September 2013, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate nominal amount of not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Placing;
- (b) purchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Placing; 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 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 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 AGM for the purposes of granting general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate nominal amount not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue (the “Issue Mandate”) as at the date of passing the resolution approving the Issue Mandate;
- (b) to repurchase Shares with the aggregate nominal amount not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue (the “Repurchase Mandate”) as at the date of passing the resolution 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 11 (“Issue Mandate”), Resolution 12 (“Repurchase Mandate”) and Resolution 13 as set out in the notice of the AGM contained in pages 16 to 20 of this circular.

LETTER FROM THE BOARD

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 2015.

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, Ms. Wang Ying, Ms. Zhang Qi, Ms. Heng Yinmei, Dr. Hu Yiming, Mr. Karsono Tirtamarta (Kwee Yoe Chiang) and Mr. Sutikno Liky shall retire from office at the AGM. All of the retired directors, being eligible, offer themselves for re-election, at the AGM. Details of the retiring directors proposed to be re-elected as Directors at the AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

AGM

The notice convening the AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the 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 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 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.

LETTER FROM THE BOARD

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 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, 466,875,000 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 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 46,687,500 Shares, representing 10% of the aggregate nominal value of the Shares in issue.

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 audited accounts for the year ended 31 December 2013) 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 46,687,500 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) since 11 October 2013, being the listing date, up to and including the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 11 October 2013, being the Listing Date, and up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
October (since 11 October 2013)	1.85	1.52
November	2.08	1.73
December	2.26	1.96
2014		
January	2.63	2.13
February	3.05	2.46
March	3.80	2.98
April (up to the Latest Practicable Date)	3.84	3.75

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

1. MS. WANG YING

Ms. Wang Ying, aged 53, an executive Director, joined the Company in 2010 and is primarily responsible for formulating the sales strategies and product development of our business. She is also the chief executive officer of Yestar Shanghai.

Ms. Wang has over 29 years of experience in image industry. Prior to joining our Group, Ms. Wang had worked for the Processing Group from July 1984 to June 2010. During this period, she worked for certain members of the Processing Group as the project engineer, processing executive, head of quality control department, co-head of sales for processing plant, legal representative and general manager. She also worked for the Processing Group as the chief engineer and head of processing plant.

Ms. Wang was awarded the second prize in respect of her accomplishment on GK-II Medical x-ray Film by Economic Commission of Shanghai in April 1998. Ms. Wang was also awarded the second and the third prize in respect of her accomplishment on RL-II Laser Phototypesetting Film by Economic Commission of Shanghai in July 2003 and by the local government in Shanghai in December 2003, respectively.

Ms. Wang obtained a Bachelor degree in Fine Chemical Engineering Major in Photosensitive Material from East China University of Science and Technology (formerly known as 華東化工學院) in July 1984. She obtained a C.E.O. Associate certificate from British Federal Committee. She has been a committee member of Chinese Society for Imaging Science and Technology (中國感光學會) since 2001. She was a member of National Technical Committee on Light Industrial Machinery of Standardization Administration of the People's Republic of China (全國感光材料標準化技術委員會) from 2004 to 2009. 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 for an initial term of three years commencing from 11 October 2013, the Listing Date, which shall be terminated at any time by giving to the other not less than 3 months' written notice. The proposed annual director's fee for Ms. Wang shall be RMB780,000 (monthly salary of RMB65,000 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.

2. MS. ZHANG QI

Ms. Zhang Qi, aged 43, an executive Director, joined the Company in April 2007 and is primarily responsible for overseeing overall operation and logistics of our Group. Ms. Zhang is the vice general manager and a director of Yestar BVI, Yestar HK and Yestar Shanghai.

Ms. Zhang worked in our logistics department since April 2007. In May 2011, she was appointed as the vice general manager of Yestar Shanghai. Prior to joining our Group, Ms. Zhang worked as finance staff in Shanghai Super Star, a company which engaged in sales and manufacturing of photofinishing equipment, digital camera and provision of after-sales services. Mr. Hartono James was one of the beneficial owners of Shanghai Super Star. Shanghai Super Star was deregistered in January 2007. In the three years preceding the Latest Practicable Date, Ms. Zhang did not hold any directorship in any listed company.

Ms. Zhang completed a 2 years materials management course in July 1991 from the secondary vocational training school of East China Electricity Administrative Bureau (華東電力管理局職工中等專業學校).

Ms. Zhang 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. Zhang has entered into a service contract with the Company on 18 September 2013 for an initial term of three years commencing from 11 October 2013, the Listing Date, which shall be terminated at any time by giving to the other not less than 3 months' written notice. The proposed annual director's fee for Ms. Zhang shall be RMB429,600 (monthly salary of RMB35,800 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. Zhang 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. HENG YINMEI

Ms. Heng Yinmei, aged 48, an executive Director, joined the Company in April 2007 and is primarily responsible for our human resources management and business administrative function. Ms. Heng is the supervisor of Yestar Imaging, Yestar Medical and Yestar Technology.

Ms. Heng has over 17 years of experience in human resources management. Prior to joining our Group, Ms. Heng worked as human resources supervisor from 1995 to 2000 at Shanghai Ke Bao Precision Machinery Co., Ltd. (上海科寶八一精密機械有限公司) and worked as human resource manager from 1 April 2003 to 31 March 2007 at Shanghai Super Star, a company which engaged in sales and manufacturing of photofinishing equipment, digital camera and provision of after-sales service. Mr. Hartono was one of the beneficial owners of Shanghai Super Star. Shanghai Super Star was deregistered in January 2007. In the three years preceding the Latest Practicable Date, Ms. Heng did not hold any directorship in any listed company.

Ms. Heng completed a 2 years English course in The Open University of China (formerly known as the China Central Radio and TV University (中央廣播電視大學)) in July 2003.

Ms. Heng 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. Heng has entered into a service contract with the Company on 18 September 2013 for an initial term of three years commencing from 11 October 2013, the Listing Date, which shall be terminated at any time by giving to the other not less than 3 months' written notice. The proposed annual director's fee for Ms. Heng shall be RMB381,600 (monthly salary of RMB31,800 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. Heng 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.

4. DR. HU YIMING

Dr. Hu Yiming, aged 49, joined the Company as an independent non-executive Director on 18 September 2013. She is the chairman of our audit committee and a member of our remuneration committee and nomination committee.

Dr. Hu has more than 20 years of experience in accounting. Dr. Hu has been a professor of accounting at the accounting department of the Antai College of Economics & Management and the Supervisor of the Company Financial Research Centre of Antai College of Economics & Management at the Shanghai Jiao Tong University, China since January 2005. She has been a committee member of the Professional (Finance and Accounting) Committee of the Chinese Accounting Society (中國會計學會專業委員會(金融會計)) since February 2008. Dr. Hu was a supervisor of Ph.D. students of the School of Accountancy from January 2002 to January 2005 at the Shanghai University of Finance and Economics, China, an associate professor of the MBA Centre of the School of Management at Xiamen University, China from September 1997 to September 1999, a lecturer of the Accounting Department at the Xiamen University, China from April 1991 to September 1997, and a research assistant in the Computer Centre at Xiamen University, China from September 1988 to April 1991. Dr. Hu is also a member of the Accounting Committee of the Asia Pacific Management Accounting Association (亞太管理會計指導委員會).

Dr. Hu obtained a Bachelor of Science degree in Chemistry from Xiamen University, PRC in 1985 and a Ph.D. degree in Management/Accounting from Xiamen University, PRC in 1998.

Dr. Hu was an independent non-executive director of International Mining Machinery Holdings Limited (stock code: 1683) (“IMMH”), which was delisted on the Stock Exchange in June 2012, between January 2010 and June 2012. Other than the above mentioned, in the three years preceding the Latest Practicable Date, Dr. Hu did not hold any directorship in any other listed company.

Dr. Hu 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.

Dr. Hu has executed a letter of appointment with the Company for a term of 3 years commencing from 11 October 2013, the Listing Date unless otherwise terminated in accordance with the terms of the letter of appointment. The proposed annual director’s fee for Dr. Hu shall be RMB180,000 which is determined by reference to the level of remuneration for non-executive directors of Hong Kong listed companies. Her appointment is also 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 Dr. Hu 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.

5. MR. KARSONO TIRTAMARTA (KWEY YOE CHIANG)

Mr. Karsono Tirtamarta (Kwee Yoe Chiang), aged 65, joined the Company as an independent non-executive Director on 18 September 2013. He is the chairman of our remuneration committee and a member of our audit committee and nomination committee.

Mr. Karsono has over 28 years of experience in automobile distributorship industry. He was awarded as the Rotary-ASME Entrepreneur of the Year in 2006. He is the founder and executive chairman of the Eurokars Group, a private-held automobile distributorship which manages the distributionship of well-known marques in Singapore and Indonesia. Eurokars Group was conferred the third position in 2011 in the Enterprise 50 Award, which was jointly organized by The Business Times and KPMG, sponsored by OCBC Bank and supported by the Infocomm Development Authority of Singapore, International Enterprise Singapore, Singapore Business Federation and SPRING Singapore. In the three years preceding the Latest Practicable Date, Mr. Karsono did not hold any directorship in any listed company.

Mr. Karsono 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. Karsono has executed a letter of appointment with the Company for a term of 3 years commencing from 11 October 2013, the Listing Date unless otherwise terminated in accordance with the terms of the letter of appointment. The proposed annual director's fee for Mr. Karsono shall be RMB180,000 which is determined by reference to the level of remuneration for non-executive directors of Hong Kong listed companies. His appointment is also 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. Karsono 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.

6. MR. SUTIKNO LIKY

Mr. Sutikno Liky, aged 38, joined the Company as an independent non-executive Director on 18 September 2013. He is the chairman of our nomination committee and a member of our audit committee and remuneration committee.

Mr. Sutikno has over 9 years of experience in management and global supply chain services. He has been the chief operating officer of International Sources, Inc (USA) with responsibility to oversee its operation, primarily in Asia, since January 2004. He is also a legal representative and the chairman of the board of International Sources (Shanghai) Co., Ltd., overseeing its factories and joint ventures in the PRC. International Sources provides global supply chain services. In the three years preceding the Latest Practicable Date, Mr. Sutikno did not hold any directorship in any listed company.

Mr. Sutikno obtained Bachelor degrees in Industrial Systems Engineering, Information Systems and Finance (his areas of concentration in Engineering were Manufacturing, Operation Research and Engineering Management) from The Ohio State University, Columbus, Ohio, the United States in June 1997.

Mr. Sutikno 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. Sutikno has executed a letter of appointment with the Company for a term of 3 years commencing from 11 October 2013, the Listing Date unless otherwise terminated in accordance with the terms of the letter of appointment. The proposed annual director's fee for Mr. Sutikno shall be RMB180,000 which is determined by reference to the level of remuneration for non-executive directors of Hong Kong listed companies. His appointment is also 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. Sutikno 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.

NOTICE OF ANNUAL GENERAL MEETING



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 15 May 2014 (Thursday) 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 2013;
2. To declare final dividend for the year ended 31 December 2013;
3. To re-elect Ms. Wang Ying as an executive Director;
4. To re-elect Ms. Zhang Qi as an executive Director;
5. To re-elect Ms. Heng Yinmei as an executive Director;
6. To re-elect Dr. Hu Yiming as an independent non-executive Director;
7. To re-elect Mr. Karsono Tirtamarta (Kwee Yoe Chiang) as an independent non-executive Director;
8. To re-elect Mr. Sutikno Liky as an independent non-executive Director;
9. To authorise the Board of Directors to fix the Directors’ remuneration;
10. To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the Board of Directors to fix their remuneration;
11. 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;

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- (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 nominal amount of share capital 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 nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution 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.”

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12. 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 nominal amount of shares 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 aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, 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.”

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13. 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 11 and 12 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital 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 12 shall be added to the aggregate nominal amount of share capital 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 11.”

By order of the Board
Yestar International Holdings Company Limited
Hartono James
Chairman, CEO and Executive Director

Hong Kong, 10 April 2014

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.

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- iv. The Register of Members of the Company will be closed from 13 May 2014 to 15 May 2014 (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 12 May 2014.
- v. In addition, the Board has resolved to recommend the payment of a final dividend of HKD8.9 cents (equivalent to RMB7.0 cents) per share to members whose names appear on the Register of Members of the Company on 26 May 2014. The Register of Members of the Company will also be closed from 23 May 2014 to 26 May 2014 (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 22 May 2014.