



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number: 38991)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Joyas International Holdings Limited (the “Company”) will be held at 1 Robinson Road #18-00, AIA Tower, Singapore 048542 on Monday, 29 April 2024 at 3:00 p.m. (Singapore Time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Report of the Directors and the Published Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ report thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors’ fees of HK\$396,000 for the financial year ending 31 December 2024 (2023: HK\$396,000). **(Ordinary Resolution 2)**
3. To re-appoint Baker Tilly TFW LLP as the Company’s Auditors for the financial year ending 31 December 2024 and to authorise the Directors of the Company to fix their remuneration. **(Ordinary Resolution 3)**
4. To re-elect Mr Vincent Cheung Chun Wai who is retiring pursuant to Bye-Law 104 of the Company’s Bye-Laws. **(Ordinary Resolution 4)**

Mr Vincent Cheung Chun Wai will, upon re-election as a Director of the Company, remain as Executive Director and Chief Executive Officer.

5. To re-elect Mr Francis Lee Fook Wah who is retiring pursuant to Bye-Law 104 of the Company’s Bye-Laws. **(Ordinary Resolution 5)**

Mr Francis Lee Fook Wah will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, member of the Audit Committee, Nominating Committee, Risk Management Committee and the Remuneration Committee. The Board considers Mr Francis Lee Fook Wah to be independent for the purposes of Rule 704(7) of the Catalist Rules.

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

7. Authority to allot and issue Shares and/or Instruments

That, pursuant to the Companies Act of Bermuda, the Company’s Bye-Laws and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require new Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, allot and issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below, of which the aggregate number of new Shares to be allotted and issued other than on a *pro rata* basis to existing shareholders of the Company (including new Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below;
- (2) subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company’s Bye-Laws for the time being; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

(Ordinary Resolution 6)

By Order of the Board of Directors of
Joyas International Holdings Limited

Vincent Cheung Chun Wai
Executive Director and Chief Executive Officer

12 April 2024
Singapore

Explanatory Notes:

- (i) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company to allot and issue new Shares, make or grant Instruments convertible into Shares and to allot and issue new Shares pursuant to such Instruments. The aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including new Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. For allotting and issuing of new Shares, making or granting Instruments convertible into Shares and allotting and issuing new Shares pursuant to such Instruments other than on a *pro rata* basis to existing shareholders of the Company, the aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. The authority conferred by Ordinary Resolution 6 will, unless previously revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Notes:

1. Physical Meeting

The AGM will be held, in a wholly physical format at the venue, date and time stated above. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for members to participate virtually.**

2. Notice of AGM, Scripsbased Proxy Form and Depositor Proxy Form and Annual Report 2023

Documents relating to the business of the AGM which comprise the Company's Notice of AGM, Proxy Forms and Annual Report 2023 have been published on SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.joyasint.com. Printed copies of these documents will be despatched to the members.

3. Submission of Questions relating to the Agenda of the AGM

Members, including CPF and SRS investors, can submit substantial and relevant questions relating to the business of the AGM in advance by 19 April 2024:

- (a) by post to the Company at 35 Selegie Road #10-25 Singapore 188307; or
(b) via email at admin@joyasint.com

When submitting questions by post or via email, members should provide the following details; (i) the member's full name; (ii) his/her/its identification/registration number; (iii) contact for verification purposes; and (iv) the manner in which the member holds shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes.

4. Publication of Responses

The Company will address all substantial and relevant questions received from members by publishing its responses to such questions on the Company's corporate website at www.joyasint.com and the SGX website at <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies).

If there are any relevant and subsequent questions received after 19 April 2024, the Company will address them during the AGM. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the SGX website and the Company's website within one (1) month after the date of AGM.

5. Submission of Proxy Forms

(a) The proxy form is available on SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.joyasint.com. A printed copy of the proxy form can also be found in the Annual Report 2023 which will be despatched to members.

(b) The instrument appointing proxy(ies) must be submitted to the Company in the following manner:

- (i) if submitted by post, be lodged with the Company's Share Registrar & Transfer Agent at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (ii) if submitted electronically, be submitted via email to the Company's Share Registrar & Transfer Agent at srs.proxy@boardroomlimited.com

in either case, by 3.00 p.m. on 27 April 2024, being 48 hours before the time appointed for holding the AGM.

(c) Members are strongly encouraged to submit the completed proxy form electronically.

(d) CPF/SRS investors who hold the Company's shares:

- (i) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operations if they have any queries regarding their appointment as proxies; or
- (ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 April 2024.

(e) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint members, all holders must sign the instrument of proxy.

Personal data privacy:

By attending the Annual General Meeting ("AGM") of the Company and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of

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the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Catalist Rules, regulations and/or guidelines (collectively, the “**Purposes**”), and (b) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.