


JOYAS INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Company Registration No. 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 Wednesday, 29 April 2015 at 9.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Accounts of the Company for the financial year ended 31 December 2014 together with the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
- To approve Directors' fees of HK\$478,350 for the financial year ending 31 December 2015 (2014: HK\$390,600). **(Resolution 2)**
- To re-elect Mr Cheung Wai Hung, Danny retiring pursuant to Bye-Law 104 of the Bye-Laws of the Company. **(Resolution 3)**
- To re-elect Mr Kwok Chin Phang retiring pursuant to Bye-Law 104 of the Bye-Laws of the Company. **(Resolution 4)**
- To re-appoint BDO Limited, Hong Kong and BDO LLP, Singapore as joint auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- 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 grant options and issue shares under the Joyas Share Option Scheme

"THAT approval be and is hereby given to the Directors to offer and grant options under the Joyas Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total issued share capital of the Company excluding treasury shares from time to time." [See Explanatory Note (i)] **(Resolution 6)**

By Order of the Board

Gwendolyn Gn Jong Yuh

Lui Mui Ching

Company Secretaries

Singapore, 6 April 2015

Explanatory Note:

- The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue Shares upon the exercise of such options in accordance with the Scheme.

Notes:

- With the exception of the Central Depository (Pte) Ltd. (the "Depository") who may appoint more than two proxies, a member of the Company entitled to attend and vote at the above meeting is entitled to appoint no more than two proxies to attend and vote on its behalf. A proxy need not be a member of the Company.
- Where a form of proxy appoints more than one (1) proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- A corporation, which, is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
- To be valid, the instrument appointing a proxy or proxies together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the office of the Company's Singapore Share Registrar & Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "SGM") of Joyas International Holdings Limited (the "Company") will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542, on 29 April 2015 at 10.00 a.m. (Singapore time) (or soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. (Singapore time) on the same day and at the same place, or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All capitalised terms in the Resolutions below and defined in the Circular dated 6 April 2015 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

RESOLUTION 1 (SPECIAL RESOLUTION)

THE PROPOSED TRANSFER OF THE COMPANY'S LISTING FROM SGX MAIN BOARD TO CATALIST

That:

- approval be and is hereby given for the Company to be transferred from SGX Main Board to the Catalist; and
- the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Proposed Transfer) and exercise such discretion as the Director(s) may in their or his absolute discretion deem fit, advisable or necessary to give full effect to this Resolution and the Proposed Transfer.

RESOLUTION 2 (ORDINARY RESOLUTION)

AUTHORITY TO ALLOT AND ISSUE SHARES

That, subject to the above Resolution 1 being duly approved, pursuant to the Bye-Laws of the Company and Rule 806 of the Rules of Catalist, authority be and is hereby given to the Directors of the Company to:-

- (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 Shares to be issued, including but not limited to the creation 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 may in their absolute discretion deem fit; and
- notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:-

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed after adjusting for:-
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - any subsequent bonus issue, consolidation or sub-division of Shares.
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Bye-Laws for the time being of the Company; and
- unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall commence upon the transfer of the Company from SGX Main Board to the Catalist becoming effective and shall continue in force until the conclusion of the next annual general meeting 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)]

BY ORDER OF THE BOARD

Joyas International Holdings Limited

Gwendolyn Gn

Company Secretary

6 April 2015

Singapore

Explanatory Notes:

- The Resolution 2 proposed in item 2 above, if passed, will empower the Directors from the date on which the transfer of the Company from SGX Main Board to the Catalist becoming effective until the date of the next AGM, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting.

Notes:

- The Central Depository (Pte) Limited ("CDP") has appointed CDP's proxies to vote on behalf of CDP at the SGM. Each of the Depositors who are individuals and whose names are shown in the CDP's records as at a time not earlier than forty-eight (48) hours before the time appointed for the SGM. Therefore, Depositors who are individuals can attend and vote at the SGM without the lodgement of any Depositor Proxy Form (as defined below).
- A Depositor registered and holding Shares through the CDP who is an individual but is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote on his/her behalf must complete, sign and return the proxy form which is despatched together with this Circular to Depositors (the "Depositor Proxy Form") completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, not less than forty-eight (48) hours before the time appointed for the SGM. Similarly, a Depositor who is a corporation and who wishes to attend the SGM must submit the Depositor Proxy Form for the appointment of nominees(s) to attend and vote at the SGM on its behalf.
- If a Shareholder who is not a Depositor is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM in his/her stead, then he/she should complete and sign the proxy form despatched to Shareholders who are not Depositors (the "Shareholder Proxy Form") and deposit the duly completed Shareholder Proxy Form at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., not less than forty-eight (48) hours before the time appointed for the SGM. Such proxy need not be a member of the Company.
- To be effective, the Depositor Proxy Form or the Shareholder Proxy Form must be deposited by a Depositor or a Shareholder (as the case may be) at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., no later than 10.00 a.m. on 27 April 2015.
- The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent him/her from attending and voting in person at the SGM if he/she wishes to do so, in place of his/her proxy.