



# 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 Friday, 26 April 2019 at 11.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Published Financial Statements of the Company for the financial year ended 31 December 2018 together with the Directors' Report and Auditors' Report thereon. (Resolution 1)
- To approve the payment of Directors' fees of HK\$535,920 for the financial year ending 31 December 2019 (2018: HK\$507,600). (Resolution 2)
- To approve payment of Directors' fee of HK\$18,880 for the appointment of Independent Non Executive Chairman for the financial year ended 31 December 2018 (Resolution 3)
- To re-elect Mr Ong Chor Wei retiring pursuant to Bye-law 104 of the Bye-laws of the Company. (Resolution 4)  
*Mr Ong Chor Wei, will upon re-election as a Director of the Company, remain as Deputy Chairman and Non-Independent Non-Executive Director of the Company. He will also remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Information as required under Catalist Rule 720(5) in relation to Mr Ong Chor Wei's re-election can be found on page 63 of the Annual Report.*
- To re-elect Mr Cheung King Kwok retiring pursuant to Bye-law 104 of the Bye-laws of the Company. (Resolution 5)  
*Mr Cheung King Kwok, will upon re-election as a Director of the Company, remain as an Independent Non-Executive Chairman of the Company. He will also remain as a Chairman of the Audit Committee and a member of the Nominating Committee, Remuneration Committee and Risk Management Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Information as required under Catalist Rule 720(5) in relation to Mr Cheung King Kwok's re-election can be found on page 63 of the Annual Report.*
- To re-appoint Baker Tilly TFW LLP as Auditors of Company and to authorise the Directors to fix their remuneration. (Resolution 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 resolutions as Ordinary Resolutions, with or without any modifications:

#### 8. Authority to allot and issue Shares and/or Instruments

"THAT, pursuant to the Bye-Laws of the Company and Rule 806 of the Catalist Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:-

- allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
- make or grant offers, agreements or options (collectively, "Instruments") that might or would require 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
- 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:-
  - 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 (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be allotted and issued other than on a pro rata basis to the shareholders of the Company (including 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 (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
  - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
    - new Shares arising from the conversion or exercise of convertible securities;
    - new Shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with the Catalist Rules of the SGX-ST; 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 Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and all applicable legal requirements under 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 continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

(Resolution 7)

#### 9. Authority to grant options and issue shares under the 2018 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 "2018 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 (ii)]

(Resolution 8)

By Order of the Board

Gwendolyn Gn Jong Yuh

Lui Mui Ching

Company Secretaries

Singapore, 10 April 2019

### Explanatory Notes:

- The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company to allot and issue Shares, make or grant Instruments convertible into Shares and to allot and issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7) shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing Ordinary Resolution 7. For allotment and issue of Shares, making or granting Instruments convertible into Shares and allotment and issue of Shares pursuant to such Instruments other than on a pro rata basis to all shareholders of the Company, the aggregate number of Shares including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7 shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company. The authority conferred by Ordinary Resolution 7 will, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
- The Ordinary Resolution 8 proposed in item 9 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:

- Save for the Depository (as defined in Section 81SF of the Securities and Futures Act, Cap. 289 of Singapore) which may appoint more than two (2) proxies, a member of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his/her/their behalf. Where such member's Proxy Form (including the Depository's Proxy Form) appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the number and class of shares in relation to which each proxy has been appointed in the Proxy Form.
- A proxy need not be a member of the Company.
- The Proxy Form must be deposited at the office of the Company's Singapore Registrar & Transfer Agent, **Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623** not less than **48 hours** before the time fixed for holding the AGM of the Company.
- Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

### Personal data privacy:

By attending the 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 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.