

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 17 June 2016 at 09.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE GROUP INTO THE FINANCING BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include financing business that involve activities described in Section 2.3.1 of the Company’s circular to the Shareholders dated 1 June 2016 (the “**Financing Business**”), and any other activities related to the Financing Business; and
- (b) the Directors or any of them be and are hereby authorised to do any and all such acts (including approving, executing and delivering all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this ordinary resolution.

RESOLUTION 2: ORDINARY RESOLUTION

THE RIGHTS ISSUE

That contingent upon the passing of Ordinary Resolution 3 and 4 herein in this Notice of SGM, approval be and is hereby given as follows:

That the non-renounceable non-underwritten rights issue of up to 2,429,236,398 new common shares, credited as fully paid, in the capital of the Company (the “**Rights Shares**”) at an issue price of S\$0.0035 for each Rights Share (the “**Issue Price**”), on the basis of six (6) Rights Share for every one (1) existing common share (each, a “**Share**”) in the capital of the Company held by shareholders of the Company (the “**Shareholders**”) as at a time and date as the Directors may, in its absolute discretion, determine (the “**Books Closure Date**”), fractional entitlements to be disregarded (the “**Rights Issue**”), be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) allot and issue up to 2,429,236,398 Rights Shares at the Issue Price;
- (b) provisionally allot and issue up to 2,429,236,398 Rights Shares at the Issue Price on the basis of six (6) Rights Shares for every one (1) existing Share held by Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“**CDP**”) as at the Books Closure Date (the “**Entitled Shareholders**”) with registered addresses in Singapore or who have, at least three (3) Market Days prior to the Books Closure Date provided to the CDP or the share registrar of the Company (the “**Share Registrar**”), as the case may be, addresses in Singapore for the service of notices and documents, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
 - i. the provisional allotments of Rights Shares under the Rights Issue shall be made on a non-renounceable non-underwritten basis to Entitled Shareholders;
 - ii. no provisional allotment of Rights Shares shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (“**Foreign Shareholders**”);
 - iii. the entitlements to Rights Shares which would otherwise accrue to Foreign Shareholders shall be dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit;
 - iv. provisional allotments of Rights Shares not taken up for any reason, or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue, shall be used to satisfy applications of excess Rights Shares or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
 - v. the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares;
- (c) the Directors or any of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and approve, execute and deliver all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this.

RESOLUTION 3: ORDINARY RESOLUTION

THE JIGL WHITEWASH RESOLUTION

That contingent upon the passing of Ordinary Resolution 2 herein in this Notice of SGM, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council’s letter of 12 April 2016, Shareholders (other than JIGL Group - as defined in the Company’s circular to the Shareholders dated 1 June 2016, its concert parties, as well as parties not independent of them) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from JIGL Group in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”), in the event the JIGL Group subscription of the 722,529,828 Rights Shares pursuant to the Rights Issue by the Company results in JIGL Group incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code.

RESOLUTION 4: ORDINARY RESOLUTION

THE RWL WHITEWASH RESOLUTION

That contingent upon the passing of Ordinary Resolution 2 herein in this Notice of SGM, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council’s letter of 12 April 2016, Shareholders (other than RWL Group - as defined in the Company’s circular to the Shareholders dated 1 June 2016, its concert parties, as well as parties not independent of them) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from RWL Group in accordance with Rule 14 of the Code, in the event that RWL Group’s subscription of the 484,800,000 Rights Shares pursuant to the Rights Issue by the Company results in RWL Group incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code.

BY ORDER OF THE BOARD

Lau Chor Beng, Peter
Managing Director

Joyas International Holdings Limited

1 June 2016

Notes:

- (a) 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).
- (b) 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 nominee(s) to attend and vote at the SGM on its behalf.
- (c) 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.
- (d) 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 09.30 a.m. on 15 June 2016.
- (e) 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.