

JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Company Registration Number: 38991)

ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited (“CDP”), being a member of JOYAS INTERNATIONAL HOLDINGS LIMITED (the “Company”), pursuant to Bye-Law 85 of the Company’s Bye-Laws are deemed to have appointed the person whose name and particulars are set out in Part I below below (the “Depositor(s)”), in respect of such number of shares (the “Depositor(s) Shares”) set out against his/her/its name in the Depository Register maintained by CDP as at 26 April 2023 (the “Cut Off Date”), as our proxy to vote for us on our behalf at the Annual General Meeting of the Company to be held by electronic means on Friday, 28 April 2023 at 3.00 p.m. and at any adjournment thereof (the “Annual General Meeting”).

I.

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OR, in the event the Company receives a Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the said Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person or persons (the “Appointee(s)”) whose details are given in Part II(a) and/or (b), provided that such details have been verified in Part V by affixing of the seal or the signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:

II.

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%

* and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing him/her/they*, the Chairman of the Annual General Meeting (the “Meeting”) of the Company as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held by way of electronic means on Friday, 28 April 2023 at 3:00 p.m. (Singapore Time) and/or any adjournment thereof.

I/We* direct my/our* proxy/proxies* (other than the Chairman of the Meeting) or the Chairman of the Meeting as proxy to vote for or against or abstain from the Ordinary Resolutions to be proposed at the Annual General Meeting of the Company as indicated hereunder. **If no specific direction as to voting, or abstentions from voting, is given in respect of an Ordinary Resolution, the appointment of the proxy(ies) (other than the Chairman of the Meeting) or the Chairman of the Meeting as proxy for that Ordinary Resolution shall be treated as invalid.**

We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

(Please indicate your vote “For”, “Against” or “Abstain” with a “X” within the box provided.)

No.	Ordinary Resolutions	For	Against	Abstain
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 2022 together with the Auditors’ Report thereon.			
2.	To approve the payment of Directors’ fees of HK\$396,000 for the financial year ending 31 December 2023. (2022: HK\$396,000)			
3.	To re-appoint Baker Tilly TFW LLP as the Company’s Auditors for the financial year ending 31 December 2023 and to authorise the Directors of the Company to fix their remuneration.			
4.	To re-elect Ms Cheung Yin, who is retiring by rotation pursuant to Bye-Law 104 of the Company’s Bye-Laws and who, being eligible, offers herself for re-election, as a Director of the Company.			
5.	To re-elect Mr Ong Chor Wei, who is retiring pursuant to Bye-Law 104 of the Company’s Bye-Laws and who, being eligible, offers himself for re-election, as a Director of the Company.			
6.	To approve the authority to allot and issue new Shares and/or Instruments.			

Dated this day of 2023

IV. The Central Depository (Pte) Limited



Signature of Director

V. TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY UNDER PART II

For Individuals: <hr/> <p>Signature of Direct Account Holder</p>	For Corporations: <hr/> <p>Signature of Director</p> <hr/> <p>Signature of Director/Secretary</p>	 <p>Common Seal</p>
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IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

IMPORTANT: - PLEASE READ NOTES BELOW:

- Part II
- (1) As the Annual General Meeting will be held by way of electronic means, a depositor(s) who is a natural person will not be able to attend the Annual General Meeting of the Company in person. A Depositor(s) may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II (a) and/or (b).
 - (2) Where a Depositor(s) is a corporation and wishes to be represented at the Annual General Meeting, it must nominate an Appointee/ Appointees of the Meeting to attend and vote as proxy/proxies for CDP at the Annual General Meeting in respect of the number of the Depositor(s) Shares.
 - (3) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her appointer and the Appointee whose name appears second shall be deemed to be appointed in the alternate.
- Part III
- IMPORTANT: PLEASE INDICATE WITH A "X" IN THE APPROPRIATE BOX AGAINST EACH RESOLUTION HOW YOU WISH APPOINTEES TO VOTE.** If this depositor proxy form is deposited without any indication as to how the Appointees shall vote in respect of a resolution, the appointment of the Appointee(s) for that resolution will be treated as invalid.
- Part V
- (1) If a Depositor(s) wishes to nominate an Appointee/Appointees, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised in writing. **The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a notarially/duly certified copy thereof must be attached to this Depositor Proxy Form.**
 - (2) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) at the office of the Company at 35 Selegie Road #10-25 Singapore 188307; or sent by email to the Company at admin@joyasint.com **not less than forty-eight (48) hours before the time of the Annual General Meeting in accordance with the instructions stated herein.**

GENERAL

The Company shall be entitled to reject any Depositor Proxy Form, which is incomplete, improperly completed or illegible, or where the true intentions of the Depositor(s) are not ascertainable from the instruction of the Depositor(s) specified on any Depositor Proxy Form.

It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the ground that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Depositor of the Company:

- (i) consents to the collection, use and disclosure of the Depositor's personal data by the Company (or its agents) for the purposes of:
 - (a) the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof),
 - (b) the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and
 - (c) the Company (or its agents) complying with any applicable laws, listing rules, governmental or regulatory requirements, or guidelines or notices issued by any applicable governmental or regulatory authorities of any relevant jurisdiction, and/or complying with the Company's internal policies;(collectively, the "Purposes"),
- (ii) warrants that where the Depositor discloses the personal data of the Depositor's proxy(ies) and/or representative(s) to the Company (or its agents) (collectively, the "Third Parties"), the Depositor
 - (a) has each of the Third Party's authority to provide such Third Party's personal data to the Company,
 - (b) is validly acting on each of their behalf, and
 - (c) has obtained the prior consent of such Third Party for the collection, use and disclosure by the Company (or its agents) of the personal data of such Third Party for the Purposes,
- (iii) warrants that all personal data that the Depositor provide to the Company is true, accurate and complete, and
- (iv) agrees that the Depositor will indemnify and at all times to keep the Company and its related corporations (together with their respective officers, employees and agents) (each an "Injured Party") indemnified against any penalties, liabilities, claims, demands, losses and damages which may be suffered or incurred by the Injured Party or asserted against the Injured Party by any person or entity (including the Depositor and the Depositor's employees, agents) whatsoever, in respect of any matter or event whatsoever arising out of, in the course of, by reason of or in respect of any Depositor's breach of warranty and/or any action or omission by the Depositor that causes the Company and/or any of its related corporations to be in breach of the Personal Data Protection Act 2012 and all subsidiary legislation related thereto.