

Joyas International Holdings Limited

(Incorporated in Bermuda)
(Company Registration Number 38991)
(the "Company")

Minutes of Annual General Meeting of the Company

Date : Friday, 26 June 2020
Time : 9.00 a.m.
Present : Please see the Attendance List attached hereto
Chairman : Mr Ong Chor Wei @ Alan Ong

Chairman

Mr Ong Chor Wei @ Alan Ong, the Non-Executive Deputy Chairman and Non-Executive Director presided as Chairman of the Meeting.

Quorum

Pursuant to Bye-Law 69 of the Company's Bye-Laws, the quorum for a general meeting shall be two shareholders present in person or by duly authorised representative or by proxy. The Chairman was advised by Bermuda counsel that a quorum may be formed by shareholders personally or electronically present. As there was a requisite quorum of more than two shareholders personally and electronically present, the Chairman commenced with the business of the Meeting.

Notice

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

Voting

The Chairman informed shareholders that pursuant to Bye-Law 73(B) of the Company's Bye-Laws, the Ordinary Resolutions put to vote at the Meeting shall be decided on a poll.

As shareholders (whether individual or corporate) are required to appoint the Chairman as his/her/its proxy to vote on his/her/its behalf at the Meeting, the Ordinary Resolutions put to vote at the Meeting were deemed to be proposed and seconded.

Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the Company's Polling Agent and Drewcorp Services Pte Ltd was appointed as the Company's Scrutineer.

Shareholders were given the opportunity to submit comments, queries and/or questions related to the Ordinary Resolutions put to vote at the Meeting. The deadline for submission of such comments, queries and/or questions was 9.00 a.m. on Monday, 22 June 2020. The Company did not receive any comments, queries and/or questions related to the Ordinary Resolutions put to vote at the Meeting before the stated deadline.

Ordinary Resolution 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 2019 together with the Auditors' Report thereon.

Resolved that:

The Report of the Directors and the Published Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon, as laid before the Meeting, be received and adopted.

Ordinary Resolution 1 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 1 was passed by a unanimous vote.

Ordinary Resolution 2

To approve the payment of Directors' fees of HK\$535,920 for the financial year ending 31 December 2020. Directors' fees of HK\$535,920 was paid for the financial year ended 31 December 2019.

Resolved that:

The Directors' fees of HK\$535,920 for the financial year ending 31 December 2020 be and is hereby approved.

Ordinary Resolution 2 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 2 was passed by a unanimous vote.

Ordinary Resolution 3

To re-appoint Baker Tilly TFW LLP as the Company's Auditors for the financial year ending 31 December 2020 and to authorise the Directors of the Company to fix their remuneration.

Resolved that:

The re-appointment of Baker Tilly TFW LLP as the Company's Auditors for the financial year ending 31 December 2020 at a remuneration to be fixed by the Directors of the Company at a later date be and is hereby approved.

Ordinary Resolution 3 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 3 was passed by a unanimous vote.

Ordinary Resolution 4

To re-elect Mr Lau Chor Beng, Peter, who is retiring by rotation 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.

Resolved that:

Mr Lau Chor Beng, Peter be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 4 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 4 was passed by a unanimous vote.

Ordinary Resolution 5

To re-elect Mr Lim Siang Kai, who is retiring by rotation 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.

Resolved that:

Mr Lim Siang Kai be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 5 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 5 was passed by a unanimous vote.

Ordinary Resolution 6

To grant Directors of the Company authority to allot and issue new shares and/or instruments.

Resolved that:

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 new 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 new Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,*

provided that:

- (1) *the aggregate number of new Shares to be allotted and issued pursuant to this Resolution (including new Shares to be allotted and 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 the 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 a 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.*

Ordinary Resolution 6 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 1,403,111,466 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and no shares voting against the motion. Accordingly, Ordinary Resolution 6 was passed by a unanimous vote.

Conclusion

There being no other business, the Chairman declared the Meeting closed and thanked all shareholders who attended the Meeting.

Certified as a True Record of Minutes



Mr Ong Chor Wei @ Alan Ong

Chairman of the Annual General Meeting of the Company