



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Company registration no. 38991)

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 26 April 2018 at 10.30 a.m. (or as soon as practicable immediately following the conclusion of or adjournment of the Annual General Meeting of the Company held on the same day and at the same place at 9.30 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

All capitalised terms used in this notice of SGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 April 2018 (the “Circular”) in relation to, among others, the proposed adoption of the Joyas Share Option Scheme.

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE JOYAS SHARE OPTION SCHEME

That:

- (i) the proposed adoption of the Joyas Share Option Scheme, the rules of which have been set out in Appendix A to the Circular, be and are hereby adopted and approved by the Company;
- (ii) pursuant to the Act, the Directors and/or any of them be and are hereby authorised to offer and grant Options in accordance with the rules of the Joyas Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of Options under the Joyas Share Option Scheme, provided always that the aggregate number of Shares over which Options may be granted on any date under the Joyas Share Option Scheme shall not exceed 15% of the total issued Shares excluding treasury shares and subsidiary holdings in the Company from time to time; and
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE JOYAS SHARE OPTION SCHEME

That contingent upon the passing of Ordinary Resolution 1:

- (i) the maximum discount which may be given in respect of any Option of 20% of the Market Price under the Joyas Share Option Scheme be and is hereby approved, provided always that such discount does not exceed the percentage or amount prescribed or permitted by the SGX-ST from time to time;
- (ii) the Directors and/or any of them be and are hereby authorised to offer and grant Options at a discount up to 20% of the Market Price in accordance with the rules of the Joyas Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of Options under the Joyas Share Option Scheme provided always that the aggregate number of Shares over which Options may be granted on any date under the Joyas Share Option Scheme shall not exceed 15% of the total issued Shares excluding treasury shares and subsidiary holdings in the Company from time to time; and
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Gn Jong Yuh Gwendolyn

Lui Mui Ching

Company Secretaries

Singapore

10 April 2018

Notes:

1. 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 SGM 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.
2. A proxy need not be a member of the Company.
3. 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 SGM of the Company.
4. 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 SGM 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 SGM 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 SGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM 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, Catalyst 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.