

**J O Y A S**  
**INTERNATIONAL HOLDINGS LTD.**  
**Joyas International Holdings Limited**  
(Incorporated in Bermuda)  
(Company Registration Number 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 by way of electronic means on Wednesday, 28 April 2021 at 3.00 p.m. (Singapore Time) for the following purposes:

**As Ordinary Business**

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 2020 together with the Auditors' report thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors' fees of HK\$447,140 for the financial year ending 31 December 2021 (2020: HK\$535,920). **(Ordinary Resolution 2)**
3. To re-appoint Baker Tilly TFW LLP as the Company's Auditors for the financial year ending 31 December 2021 and to authorise the Directors of the Company to fix their remuneration. **(Ordinary Resolution 3)**
4. To re-elect Mr Ong Chor Wei who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. **(Ordinary Resolution 4)**  
*Mr Ong Chor Wei will, upon re-election as a Director of the Company, remain as Non-Executive Deputy Chairman and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee.*
5. To re-elect Ms Cheung Yin who is retiring pursuant to Bye-Law 107 of the Company's Bye-Laws. **(Ordinary Resolution 5)**  
*Ms Cheung Yin will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, the Chairman of the Nominating Committee and the Remuneration Committee and a member of the Audit Committee. The Board considers Ms Cheung Yin to be independent for the purposes of Rule 704(7) of the Catalyst Rules.*
6. To note the retirement of Mr Cheung King Kwok who is retiring.  
*[See Explanatory Note (i)]*
7. To note the retirement of Mr Kwok Chin Phang who is retiring by rotation in accordance with Bye-Law 104 of the Company's Bye-Laws.  
*[See Explanatory Note (ii)]*
8. 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 resolution as Ordinary Resolution, with or without any modifications:

**9. Authority to allot and issue Shares and/or Instruments**

That, pursuant to the Companies Act of Bermuda, the Company's Bye-Laws and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue 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 Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:
  - (1) 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 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 share awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst 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 Catalyst 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 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)**

By Order of the Board of Directors of  
**Joyas International Holdings Limited**

Gwendolyn Gn Jong Yuh  
Lui Mui Ching  
Company Secretaries

7 April 2021  
Singapore

**Explanatory Notes:**

- (i) As announced on 10 March 2021, Mr Cheung King Kwok, the Independent Non-Executive Chairman, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee will retire from the directorships of all listed companies as previously disclosed in his cessation announcement for Net Pacific Financial Holdings Limited dated 30 July 2020. He will therefore not seek re-appointment as a director of the Company at the Annual General Meeting. Mr Cheung King Kwok will *ipso facto* cease to be the Independent Non-Executive Chairman, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee of the Company. His retirement from the Board of Directors will take effect upon the conclusion of the Annual General Meeting.
- (ii) As announced on 12 March 2021, Mr Kwok Chin Phang, a Non-Executive Director, will retire in accordance with Bye-Law 104 of the Company's Bye-Laws at the Annual General Meeting. Mr Kwok Chin Phang will not be seeking re-election at the Annual General Meeting and will *ipso facto* cease to be a Non-Executive Director of the Company. His retirement from the Board of Directors will take effect upon the conclusion of the Annual General Meeting.
- (iii) The Ordinary Resolution 6 proposed in item 9 above, if passed, will empower the Directors of the Company to allot and issue new Shares, make or grant Instruments convertible into Shares and to allot and issue new Shares pursuant to such Instruments. The aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including new Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. For allotting and issuing of new Shares, making or granting Instruments convertible into Shares and allotting and issuing new Shares pursuant to such Instruments other than on a *pro rata* basis to existing shareholders of the Company, the aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. The authority conferred by Ordinary Resolution 6 will, unless previously revoked or varied by the Company in a general meeting, 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.

**Notes:**

1. Printed copies of this Notice of Annual General Meeting and the Annual Report for the financial year ended 31 December 2020 (the "**FY2020 Annual Report**") will be sent to members. This Notice of Annual General Meeting and the FY2020 Annual Report may also be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2021> and <https://www.joyasint.com/annual-report> respectively. This Notice of Annual General Meeting and the FY2020 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting of the Company via electronic means (including arrangements by which the proceedings of the Annual General Meeting of the Company may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the Annual General Meeting of the Company, addressing of substantial and relevant comments, queries and/or questions before the Annual General Meeting of the Company and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting of the Company, are set out in the Company's accompanying announcement dated 7 April 2021. This announcement may be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2021> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the Annual General Meeting of the Company in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting of the Company in accordance with the instructions on the Proxy Form if such member wishes to exercise his/her/its voting rights at the Annual General Meeting of the Company.** The Proxy Form will be sent to members and may also be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2021> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
5. The Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company at 35 Selegie Road #10-25 Singapore 188307; or
  - (b) if submitted by way of electronic means, be submitted via email to the Company at [admin@joyasint.com](mailto:admin@joyasint.com),in either case, by 3.00 p.m. on Monday, 26 April 2021. A member who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for members to submit the completed Proxy Forms by post, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

**Personal data privacy:**

By submitting the Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a member of the Company 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting of the Company and/or any adjournment thereof, and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company and/or any adjournment thereof, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.