



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Company registration no. 38991)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of **JOYAS INTERNATIONAL HOLDINGS LIMITED** (the "**Company**") will be held at 1 Robinson Road #18-00 AIA Tower, Singapore 048542 on 28 June 2017 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out below.

Capitalised terms which are not defined in this Notice of SGM shall carry the same meanings ascribed to them in the circular to Shareholders dated 12 June 2017 (the "Circular").

(1) **ORDINARY RESOLUTION**

PROPOSED DISPOSAL OF JOYAS GROUP LIMITED

THAT approval be and is hereby given:

- (1) for the Company to enter into and carry out the proposed disposal of Joyas Group Limited and its subsidiaries on the terms and subject to the conditions set out in the SPA as more particularly described in the Circular; and
- (2) for the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of completing the proposed disposal of Joyas Group Limited and its subsidiaries and/or the transactions contemplated by this resolution.

BY ORDER OF THE BOARD

Joyas International Holdings Limited

Gwendolyn Gn

Company Secretary

12 June 2017

Singapore

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 proxy(ies) 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) as proxy(ies) 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(ies) 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) Except for a Shareholder who is a corporation providing nominee or custodial services to Shareholders of the Company, a Shareholder is entitled to appoint not more than two (2) proxies to attend, speak and vote at the SGM. Where a Shareholder appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the relevant proxy form.
- (e) 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 11.00 a.m. on 26 June 2017.
- (f) 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(ies).

Personal data privacy:-

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any SGM laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.