



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number 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 24 September 2018 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

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 7 September 2018 (the "Circular") in relation to the Proposed Change of Auditors.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS

That:

- (i) the resignation of HLB Hodgson Impey Cheng Limited, Hong Kong ("**HLB**") and Foo Kon Tan, Singapore ("**FKT**") as joint external auditors of the Company be and is hereby noted;
- (ii) the appointment of Baker Tilly TFW LLP ("**Baker Tilly**") as external auditors of the Company in place of HLB and FKT (acting as joint external auditors of the Company), with effect from the date of Shareholders' approval of this Ordinary Resolution to hold office until the conclusion of the next AGM of the Company at such remuneration and on such terms to be agreed between the Directors and Baker Tilly be and is hereby approved; 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 Proposed Change of Auditors and/or the transactions authorised by this Ordinary Resolution.

Notes to the Ordinary Resolution

In accordance with Rule 712(3) of the Catalyst Rules:

- (1) HLB and FKT have confirmed to Baker Tilly, via their respective Professional Clearance Letters dated 30 August 2018, that they are not aware of any professional or other reasons why Baker Tilly should not accept the appointment as external auditors of the Company;
- (2) the Company confirms that there were no disagreements with HLB and FKT on accounting treatments within the last 12 months up to the date of this Circular;
- (3) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (4) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular. The Proposed Change of Auditors is neither due to the dismissal of HLB and FKT, nor HLB and FKT declining to stand for re-appointment; and
- (5) the Company confirms that it complies with Rule 712 and Rule 715 of the Catalyst Rules in relation to the proposed appointment of Baker Tilly as its new external auditors.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn

Company Secretary

Singapore

7 September 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 Depositor'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 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 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.