



# JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)  
(Company registration no. 38991)

## NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms used in this notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular to Shareholders dated 8 November 2016 (the "Circular").

**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 25 November 2016 at 3.00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

### ORDINARY RESOLUTION:

#### THE PROPOSED CHANGE OF AUDITORS

That:

- (a) the resignation of BDO Limited, Hong Kong ("BDO Hong Kong") and BDO LLP, Singapore ("BDO Singapore") as joint auditors of the Company be and is hereby noted and that Messrs HLB Hodgson Impey Cheng Limited, Certified Public Accountants, Hong Kong and Foo Kon Tan LLP, Singapore (the "HLB Joint Auditors") having consented to act, be and are hereby appointed as joint auditors of the Company in place of BDO Limited, Hong Kong and BDO LLP, Singapore, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with the HLB Joint Auditors; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

#### Notes to the Resolution:

- i. BDO Hong Kong and BDO Singapore have confirmed that it is not aware of any professional reasons why the new auditors, the HLB Joint Auditors, should not accept appointment as auditors of the Company;
- ii. the Company confirms that there were no disagreements with the outgoing auditors, BDO Hong Kong and BDO Singapore, on accounting treatments within the last twelve (12) months up to the date of the Circular;
- iii. 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;
- iv. 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 BDO Hong Kong and BDO Singapore nor BDO Hong Kong and BDO Singapore declining to stand for re-appointment; and
- v. the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of the HLB Joint Auditors.

#### BY ORDER OF THE BOARD

Joyas International Holdings Limited

Gwendolyn Gn  
Company Secretary  
8 November 2016  
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 3.00 p.m. on 23 November 2016.
- (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.