

JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Company Registration Number: 38991)

SPECIAL GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited (“CDP”), being a member of **JOYAS INTERNATIONAL HOLDINGS LIMITED** (the “Company”), have appointed, or will be appointing the person whose name and particulars are set out in Part I below (the “Depositor(s)”), in respect of such number of shares (the “Depositor(s) Shares”) set out against his/her/its name in the Depository Register maintained by CDP as at **21 September 2018** (the “Cut Off Date”), as our proxy to vote for us on our behalf at the Special General Meeting of the Company to be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on **Monday, 24 September 2018 at 09.30 am** and at any adjournment thereof (the “SGM”).

I.

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OR, in the event the Company receives a Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the said Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person or persons (the “Appointee(s)”) whose details are given in Part II(a) and/or (b), provided that such details have been verified in Part V by affixing of the seal or the signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:-

II.	Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
				No. of Shares	%
(a)					
*and / or (delete as appropriate)					
(b)	Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
				No. of Shares	%

or failing him/her*, the Chairman of the Meeting, as my/our Appointee(s) to attend and to vote for me/us* on my/our* behalf, at the SGM of the Company. The Appointee(s) *is/are hereby directed to vote for or against the resolutions to be proposed at the SGM as indicated hereunder (the “Resolutions”). If no specific direction as to voting is given, the Appointee(s) may vote or abstain from voting at his/her/their* discretion, as he/she/they* will on any other matter arising at the SGM. We further authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

**Delete where inapplicable*

III.	No.	Ordinary Resolution	For	Against
	1.	To approve the Proposed Change of Auditors		

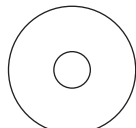
Dated this day of 2018.

IV. The Central Depository (Pte) Limited



Signature of Director

V. TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II

For Individuals: _____ Signature of Direct Account Holder	For Corporations: _____ Signature of Director	_____ Signature of Director/Secretary	 Common Seal
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IMPORTANT:- PLEASE READ NOTES OVERLEAF

Notes:

- Part II – (1) A depositor(s) who is a natural person need not submit this Depositor Proxy Form if he/she is attending the SGM in person. A Depositor(s) may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II (a) and/or (b).
- (2) Where a Depositor(s) is a corporation and wishes to be represented at the SGM, it must nominate an Appointee/Appointees to attend and vote as proxy/proxies for CDP at the SGM in respect of the number of the Depositor(s) Shares.
- (3) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her appointer and the Appointee whose name appears second shall be deemed to be appointed in the alternate.
- Part III – **IMPORTANT: PLEASE INDICATE WITH AN “X” IN THE APPROPRIATE BOX AGAINST EACH RESOLUTION HOW YOU WISH THE APPOINTEE(S) TO VOTE.** If this Depositor Proxy Form is deposited without any indication as to how the Appointee(s) shall vote, the appointee(s) may vote or abstain from voting at his/her discretion.
- Part V – (1) If a Depositor(s) wishes to nominate an Appointee/Appointees, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of joint Depositor(s), all joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised in writing. **The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a notarially/duly certified copy thereof must be attached to this Depositor Proxy Form.**
- (2) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) at the office of the Company's Share Registrar & Transfer Agent in Singapore, 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 of the SGM in accordance with the instructions stated herein.**

GENERAL

Completion and return of this Depositor Proxy Form by a Depositor will not prevent him/her/it from attending and voting in person at the SGM as proxy of CDP if he/she/it subsequently wishes to do so. The Company shall be entitled to reject any Depositor Proxy Form, which is incomplete, improperly completed or illegible, or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form.

It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.

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 Depositor:

- (i) consents to the collection, use and disclosure of the Depositor's personal data by the Company (or its agents) for the purposes of:
- (a) the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof),
- (b) the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and
- (c) the Company (or its agents) complying with any applicable laws, listing rules, governmental or regulatory requirements, or guidelines or notices issued by any applicable governmental or regulatory authorities of any relevant jurisdiction, and/or complying with the Company's internal policies;
- (collectively, the “**Purposes**”),
- (ii) warrants that where the Depositor discloses the personal data of the Depositor's proxy(ies) and/or representative(s) to the Company (or its agents) (collectively, the “**Third Parties**”), the Depositor
- (a) has each of the Third Party's authority to provide such Third Party's personal data to the Company,
- (b) is validly acting on each of their behalf, and
- (c) has obtained the prior consent of such Third Party for the collection, use and disclosure by the Company (or its agents) of the personal data of such Third Party for the Purposes,
- (iii) warrants that all personal data that the Depositor provide to the Company is true, accurate and complete, and
- (iv) agrees that the Depositor will indemnify and at all times to keep the Company and its related corporations (together with their respective officers, employees and agents) (each an “**Injured Party**”) indemnified against any penalties, liabilities, claims, demands, losses and damages which may be suffered or incurred by the Injured Party or asserted against the Injured Party by any person or entity (including the Depositor and the Depositor's employees, agents) whatsoever, in respect of any matter or event whatsoever arising out or, in the course of, by reason of or in respect of any Depositor's breach of warranty and/or any action or omission by the Depositor that causes the Company and/or any of its related corporations to be in breach of the Personal Data Protection Act 2012 and all subsidiary legislation related thereto.