



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Company Registration No. 38991)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a Special General Meeting of Joyas International Holdings Limited (the “Company”) will be held at 1 Robinson Road #18-00 AIA Tower Singapore 048542 on 4 August 2014 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. Proposed Disposal of Harrison Court Flat

- (A) **THAT** approval be given for Joyas Group Limited to dispose of Flat D on the 19th Floor and Car Parking Space No. 509 on Lower Ground Floor, Harrison Court V, No. 8 Man Wan Road, Homantin, Kowloon, Hong Kong owned by the Company’s wholly-owned subsidiary, Joyas Group Limited (“**Harrison Court Flat**”) on the terms and subject to the conditions set out in the sale and purchase agreement of Harrison Court Flat, the principal terms of which are set out in the Circular to Shareholders despatched with this Notice, and
- (B) **THAT** approval be and is hereby given to the Directors of the Company to take such steps and exercise such discretion in connection with all or any of the matters in 1(A) above, with full power to assent to any condition, modification, variation and/or amendment as may be required by the relevant authorities, as the Directors may in their absolute discretion deem fit, advisable, necessary or expedient to give effect to this resolution.

2. Proposed Disposal of Hop Hing Workshop

- (A) **THAT** approval be given for Joyas Group Limited to dispose of Workshop A on 11th Floor and Car Parking Space No. 28 on Ground Floor, Hop Hing Industrial Building, No. 704 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong owned by the Company’s wholly-owned subsidiary, Joyas Group Limited (“**Hop Hing Workshop**”) on the terms and subject to the conditions set out in the provisional sale and purchase agreement of Hop Hing Workshop, the principal terms of which are set out in the Circular to Shareholders despatched with this Notice, and
- (B) **THAT** approval be and is hereby given to the Directors of the Company to take such steps and exercise such discretion in connection with all or any of the matters in 2(A) above, with full power to assent to any condition, modification, variation and/or amendment as may be required by the relevant authorities, as the Directors may in their absolute discretion deem fit, advisable, necessary or expedient to give effect to this resolution.

BY ORDER OF THE BOARD

Gwendolyn Gn
Company Secretary
18 July 2014
Singapore

Notes:

- (a) Every member of the Company entitled to attend and vote at the Special General Meeting may appoint not more than two proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy or proxies that has been executed by a member must be lodged at the registered office of the Company’s Share Registrar and 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 for holding the Special General Meeting (or adjournment thereof). The completion and return of the proxy form by a member will not prevent him/her from attending and voting at the Special General Meeting if he/she so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- (c) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised in writing.