

Joyas International Holdings Limited

(Incorporated in Bermuda)
(Company Registration Number 38991)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Joyas International Holdings Limited (the "Company") will be held by way of electronic means on Friday, 28 April 2023 at 3:00 p.m. (Singapore Time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Report of the Directors and the Published Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' report thereon. (Ordinary Resolution 1)
2. To approve the payment of Directors' fees of HK\$396,000 for the financial year ending 31 December 2023 (2022: HK\$396,000). (Ordinary Resolution 2)
3. To re-appoint Baker Tilly TFW LLP as the Company's Auditors for the financial year ending 31 December 2023 and to authorise the Directors of the Company to fix their remuneration. (Ordinary Resolution 3)
4. To re-elect Ms Cheung Yin who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. (Ordinary Resolution 4)
Ms Cheung Yin will, upon re-election as a Director of the Company, remain as Independent Non-Executive Chairman, Chairman of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Management Committee. The Board considers Ms Cheung Yin to be independent for the purposes of Rule 704(7) of the Catalist Rules.
5. To re-elect Mr Ong Chor Wei who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. (Ordinary Resolution 5)
Mr Ong Chor Wei will, upon re-election as a Director of the Company, remain as a Non-Executive Director, the Deputy Chairman, and a member of the Audit Committee, Nominating Committee and the Remuneration Committee.
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

7. Authority to allot and issue Shares and/or Instruments

That, pursuant to the Companies Act of Bermuda, the Company's Bye-Laws and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require new Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, allot and issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:
 - (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below, of which the aggregate number of new Shares to be allotted and issued other than on a *pro rata* basis to existing shareholders of the Company (including new Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated in accordance with sub-paragraph (2) below;
 - (2) subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.Adjustments in accordance with sub-paragraphs (i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Bye-Laws for the time being; and
 - (4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

(Ordinary Resolution 6)

By Order of the Board of Directors of

Joyas International Holdings Limited

Vincent Cheung Chun Wai

Executive Director and Chief Executive Officer

12 April 2023

Singapore

Explanatory Notes:

- (i) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company to allot and issue new Shares, make or grant Instruments convertible into Shares and to allot and issue new Shares pursuant to such Instruments. The aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including new Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. For allotting and issuing of new Shares, making or granting Instruments convertible into Shares and allotting and issuing new Shares pursuant to such Instruments other than on a *pro rata* basis to existing shareholders of the Company, the aggregate number of new Shares to be allotted and issued pursuant to Ordinary Resolution 6 (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) shall not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 6 is passed. The authority conferred by Ordinary Resolution 6 will, unless previously revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Notes:

1. Printed copies of this Notice of Annual General Meeting and the Annual Report for the financial year ended 31 December 2022 (the "FY2022 Annual Report") will be sent to members. This Notice of Annual General Meeting and the FY2022 Annual Report may also be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2023> and <https://www.joyasint.com/annual-report> respectively. This Notice of Annual General Meeting and the FY2022 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting of the Company via electronic means (including arrangements by which the proceedings of the Annual General Meeting of the Company may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the Annual General Meeting of the Company, addressing of substantial and relevant comments, queries and/or questions before or at the Annual General Meeting of the Company and voting live at the Annual General Meeting or by appointing proxy(ies) (other than the Chairman or the Meeting) or by appointing the Chairman of the Meeting as proxy at the Annual General Meeting of the Company, are set out in the Company's accompanying announcement dated 12 April 2023. This announcement may be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2023> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. **As the Annual General Meeting will be held by way of electronic means, members will not be able to attend the Annual General Meeting of the Company in person.**
4. **Voting at the Annual General Meeting.** Voting for all resolutions will be conducted by a poll. A member or his/her/its proxy(ies) (including the Chairman of the Meeting) shall vote live and online (in real time) by logging into the URL <https://conveneagm.com/sg/joyas2023>.
A member may submit a Proxy Form appointing proxy(ies) (other than the Chairman of the Meeting) or the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting in accordance with the instructions on the Proxy Form if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.
The Proxy Form will be sent to members and may also be accessed at the Company's website at the URL <https://www.joyasint.com/announcement-2023> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints proxy(ies) (other than the Chairman of the Meeting) or the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy(ies) (other than the Chairman of the Meeting) or the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a member of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at 35 Selegie Road #10-25 Singapore 188307; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at admin@joyasint.com.in either case, by 3:00 p.m. on Wednesday, 26 April 2023. A member who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**
7. **Submission of comments, queries and/or questions in advance of the Annual General Meeting.** Members may submit comments, queries and/or questions related to the resolutions in the Notice of Annual General Meeting to the Chairman of the Meeting in advance of the Annual General Meeting of the Company, in the following manner:
 - (a) via the pre-registration website at the URL <https://conveneagm.com/sg/joyas2023>,
 - (b) via email at admin@joyasint.com, or
 - (c) by post to the registered office of the Company, at 35 Selegie Road #10-25 Singapore 188307, in each case, by 3:00 p.m. on Thursday, 20 April 2023.For more details on the submission of questions in relation to the resolutions to be tabled at the Annual General Meeting, please refer to the accompanying announcement dated 12 April 2023 to this Notice of Annual General Meeting titled "Annual General Meeting of the Company to Be Held By Way of Electronic Means on Friday, 28 April 2023 At 3:00 p.m. (Singapore Time)".

8. **Submission of textual comments, queries and/or questions live at the Annual General Meeting.** Shareholders of the Company or their appointed proxy(ies) may also raise textual comments, queries and/or questions live at the Annual General Meeting via the online platform hosting the live audio-visual webcast or live audio-only stream.

9. **Addressing comments, queries and/or questions.** The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from members prior to the Annual General Meeting by publishing the responses to those comments, queries and/or questions received on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.joyasint.com/announcement-2023> by 3:00 p.m., on Monday, 24 April 2023. For substantial and relevant comments, queries and/or questions which the Company is unable to address prior to the Annual General Meeting, the Company will address them at the Annual General Meeting.
10. **Minutes of Annual General Meeting of the Company.** The Company will publish the minutes of the Annual General Meeting of the Company on the Company's website at the URL <https://www.joyasint.com/announcement-2023> under the heading titled "Minutes of Annual General Meeting of the Company" and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month from the date of the Annual General Meeting of the Company.

Personal data privacy:

By attending the Annual General Meeting ("AGM") 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 AGM 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 AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM 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, Catalist 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.