

JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Company Registration No. 38991)

LODGMENT OF OFFER INFORMATION STATEMENT IN RELATION TO:

- (I) **RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 354,670,733 WARRANTS BY THE COMPANY (THE "WARRANTS") AT AN ISSUE PRICE OF S\$0.01 FOR EACH WARRANT (THE "WARRANTS ISSUE PRICE") AND CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW COMMON SHARE IN THE CAPITAL OF THE COMPANY (THE "NEW SHARE") AT THE EXERCISE PRICE OF S\$0.10 FOR EACH NEW SHARE, ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) EXISTING COMMON SHARE IN THE CAPITAL OF THE COMPANY (THE "SHARE") HELD BY SHAREHOLDERS OF THE COMPANY (THE "SHAREHOLDERS") AS AT THE BOOKS CLOSURE DATE (THE "WARRANTS ISSUE"); AND**

- (II) **RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO S\$5,320,060.99 IN AGGREGATE PRINCIPAL AMOUNT OF 7.0 PER CENT. CONVERTIBLE BONDS DUE 2020 (THE "CONVERTIBLE BONDS"), IN THE DENOMINATION OF S\$0.015 FOR EACH CONVERTIBLE BOND, ON THE BASIS OF ONE (1) CONVERTIBLE BOND FOR EVERY ONE (1) SHARE HELD BY SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "CONVERTIBLE BONDS ISSUE")**

Unless otherwise defined, capitalized terms herein shall have the same meanings ascribed to them in the Circular and the Company's announcements dated 16 August 2013, 16 December 2013, 3 November 2014, 2 December 2014 and 12 January 2015 (the "Announcements").

1. INTRODUCTION

The Board of Directors (the "**Board**") of Joyas International Holdings Limited (the "**Company**") and together with its subsidiaries, the "**Group**") refers to the Announcements wherein the Company announced, amongst others, details relating to the Warrants Issue and the Convertible Bonds Issue.

2. LODGMENT OF THE OFFER INFORMATION STATEMENT

The Directors wish to announce that the offer information statement dated 26 January 2015 relating to the Warrants Issue and the Convertible Bonds Issue (the "**Offer Information Statement**") has been lodged with the Monetary Authority of Singapore today. A copy of the Offer Information Statement is attached hereto.

3. DESPATCH OF THE OFFER INFORMATION STATEMENT

The Offer Information Statement, together with a copy of the application and acceptance form for Convertible Bonds to be issued to Entitled Depositors in respect of their provisional allotments of Convertible Bonds under the Convertible Bonds Issue (the "**ARE**"), application and acceptance form for Warrants to be issued to Entitled Depositors in respect of their provisional allotments of the Warrants under the Warrants Issue (the "**WEWAF**") or the Provisional Allotment Letter (the "**PAL**"), as the case may be, will be despatched on or about 28 January 2015 to the shareholders of the Company.

For practical reasons and in order to avoid any violation of the securities applicable in

countries other than Singapore, the Offer Information Statement and its accompanying documents have not been and will not be dispatched to Foreign Shareholders. **Accordingly, Foreign Shareholders will not be entitled to participate in the Warrants Issue and the Convertible Bonds Issue. No provisional allotment of Warrants and Convertible Bonds will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.**

4. ACCEPTANCE OF PROVISIONAL ALLOTMENT OF WARRANTS AND CONVERTIBLE BONDS AND APPLICATION FOR EXCESS WARRANTS AND CONVERTIBLE BONDS

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Warrants or Convertible Bonds may only be made:-

- (i) on the PAL (in the case of Entitled Shareholders with Shares registered in their own names) (the “**Entitled Scripholders**”); and/or
- (ii) on the ARE and the WEWAF or by way of Electronic Application (in the case of Entitled Shareholders with Shares registered in the name of CDP) (the “**Entitled Depositors**”).

More information on the procedures for acceptance, payment and excess application by Entitled Shareholders may be found in the Offer Information Statement, the ARE, the WEWAF and the PAL.

The trading period for the provisional allotments of Warrants and Convertible Bonds (or “nil-paid” Warrants and Convertible Bonds) on the SGX-ST commences with effect from 9.00 a.m. on 28 January 2015 and ends at 5.00 p.m. on 5 February 2015. Entitled Depositors who sell their “nil-paid” Warrants and Convertible Bonds during this period do not need to forward their AREs and WEWAFs to the purchasers of the “nil-paid” Warrants and Convertible Bonds (the “**Purchasers**”) as arrangements will be made by CDP for separate application and acceptance form for Convertible Bonds Purchasers (the “**ARS**”) and application and acceptance form for the Warrants to be issued to the Warrants Purchasers (the “**WAF**”) to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARS and WAF forms accompanied by the Offer Information Statement, by ordinary post and at the Purchaser’s own risk, to their respective Singapore addresses as recorded with CDP.

5. COLLECTION OF THE OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents (the ARE, the WEWAF or the PAL, as the case may be) may obtain copies of the documents from:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20, the Metropolis
Singapore 138588

Share Registrar

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Purchasers who do not receive the ARS or WAF accompanied by the Offer Information Statement may also obtain copies of the same from CDP.

6. INDICATIVE TIMETABLE OF KEY EVENTS

Entitled Shareholders and Purchasers should take note of the following important dates and times in respect of the Warrants Issue and/or Convertible Bonds Issue:

Despatch of Offer Information Statement, ARE, ARS, WEWAF, WAF and PAL (as the case may be) to Entitled Shareholders	: 28 January 2015
Commencement of trading of "nil-paid" Warrants and Convertible Bonds entitlements	: 28 January 2015 from 9.00 a.m.
Last date and time for trading of "nil-paid" Warrants and Convertible Bonds entitlements	: 5 February 2015 at 5.00 p.m.
Last date and time for splitting Warrants and Convertible Bonds entitlements	: 5 February 2015 at 5.00 p.m.
Last date and time for acceptance and payment of Warrants and/or Convertible Bonds	: 11 February 2015 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for renunciation of and payment of Warrants and Convertible Bonds	: 11 February 2015 at 5.00 p.m.
Last date and time for application and payment of Excess Warrants and/or Excess Convertible Bonds	: 11 February 2015 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Expected date for issuance of Warrants and Convertible Bonds	: 23 February 2015
Expected date for crediting of Warrants and Convertible Bonds	: 24 February 2015
Expected date for refund for unsuccessful applications (if made through CDP)	: 24 February 2015
Expected date for commencement of trading of the Warrants	: 25 February 2015
Expected date for commencement of trading of the Convertible Bonds	: 25 February 2015

As at the date of this announcement, the Company does not expect the above timetable to be modified. However, the Company may modify the timetable, subject to any limitation under any applicable laws or regulations. In such event, the Company will publicly announce the same through an SGXNET announcement to be posted on the internet at the SGX-ST's website at <http://www.sgx.com>.

BY ORDER OF THE BOARD

Lau Chor Beng
Managing Director
Joyas International Holdings Limited

26 January 2015