

# JOYAS INTERNATIONAL HOLDINGS LIMITED

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

---

THE 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 “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

THE 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 SHALL HAVE THE RIGHT OF CONVERSION INTO NEW COMMON SHARE(S) IN THE CAPITAL OF THE COMPANY (THE “CONVERSION SHARES”) (THE “CONVERTIBLE BONDS ISSUE”)

---

*Unless otherwise defined, capitalised terms herein shall have the same meaning as ascribed to them in the Company’s announcements dated 16 August 2013, 16 December 2013, 3 November 2014 and 2 December 2014 and 8 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.

The approval-in-principle for the listing and quotation of up to 354,670,733 Warrants and up to 354,670,733 New Shares to be issued credited as fully-paid upon the exercise of the Warrants, and the approval-in-principle for the listing and quotation of the Convertible Bonds and the Conversion Shares were received from the SGX-ST on 31 October 2014 and announced by the Company on 3 November 2014. Such approval-in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Warrants Issue, the Warrants, the New Shares, the Convertible Bonds Issue, the Convertible Bonds, the Conversion Shares, the Company and/or its subsidiaries.

Shareholder approval for, amongst others, the Warrants Issue and the Convertible Bonds Issue was obtained by the Company on 8 January 2015.

## 2. Notice of Books Closure Date for the Warrants Issue and the Convertible Bonds Issue

**NOTICE IS HEREBY GIVEN** that the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. (Singapore time) on 23 January 2015 (the “**Books Closure Date**”) for the purpose of determining the provisional allotments of Warrants and Convertible Bonds to Shareholders whose registered addresses with The Central Depository (Pte) Limited (“**CDP**”) or the Company, as the case may be, are in Singapore or who have, at least five (5) Market Days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the purpose of service of notices and documents (the “**Entitled Shareholders**”) under the Warrants Issue and the Convertible

## Bonds Issue.

For practical reasons and in order to avoid any violation of the relevant securities legislation applicable in countries other than Singapore, the Warrants and the Convertible Bonds will not be provisionally allotted to Shareholders with registered addresses outside Singapore (the “**Foreign Shareholders**”) as at the Books Closure Date and who have not, at least five (5) Market Days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the purpose of service of notices and documents.

Entitled Shareholders will be provisionally allotted the Warrants and the Convertible Bonds under the Warrants Issue and the Convertible Bonds Issue on the basis of the number of Shares standing to the credit of their Securities Accounts with CDP as at 5.00 p.m. on the Books Closure Date. Fractional entitlements will be disregarded.

Foreign Shareholders (being Depositors) whose Securities Accounts with CDP are credited with Shares, may provide CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, with an address in Singapore for the service of notices and documents not later than five (5) Market Days before the Books Closure Date.

Foreign Shareholders (whose Shares are not registered in the name of CDP), may provide the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 for the service of notices and documents at least five (5) Market Days before the Books Closure Date.

Duly completed and stamped transfers (in respect of Shares not registered in the name of CDP), together with all relevant documents of title received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. (Singapore time) on the Books Closure Date will, subject to the Bye-laws of the Company, be registered to determine the Entitled Shareholders’ provisional allotments of Rights Shares with Warrants and Convertible Bonds under the Warrants Issue and the Convertible Bonds Issue.

If it is practicable to do so, arrangements may, at the absolute discretion of the Company, be made for the provisional allotments of Warrants and/or Convertible Bonds which would otherwise have been provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the provisional allotments of Warrants and Convertible Bonds commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account expenses to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be collected and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Books Closure Date and sent to them at their own risk by ordinary post. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall be retained or dealt with as the Directors may, in their absolute discretion, deem fit and no Foreign Shareholder shall have any claim whatsoever against the Company, the Share Registrar or CDP in connection therewith.

By Order of the Board

Lau Chor Beng, Peter  
Managing Director  
Joyas International Holdings Limited

12 January 2015