

CIRCULAR DATED 7 SEPTEMBER 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of Joyas International Holdings Limited (the “**Company**”), you should forward this Circular together with the Notice of Special General Meeting and the attached Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Tan Pei Woon, Senior Manager, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).



JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38991)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS

IMPORTANT DATES AND TIMES:

| | |
|--|---|
| Last date and time for lodgement of Proxy Form | : 22 September 2018 at 9.30 a.m. |
| Date and time of Special General Meeting | : 24 September 2018 at 9.30 a.m. |
| Place of Special General Meeting | : 1 Robinson Road #18-00, AIA Tower, Singapore 048542 |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

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| “ACRA” | : | Accounting and Corporate Regulatory Authority of Singapore |
| “AGM” | : | Annual general meeting of the Company |
| “Audit Committee” | : | The audit committee of the Company, comprising Mr Cheung King Kwok (Chairman), Mr Ong Chor Wei and Mr Lim Siang Kai |
| “Baker Tilly” | : | Baker Tilly TFW LLP |
| “Bermuda Companies Act” | : | The Companies Act 1981 of Bermuda, as may be amended, supplemented or modified from time to time |
| “Board” | : | The board of directors of the Company as at the date of this Circular or from time to time, as the case may be |
| “Bye-laws” | : | The bye-laws of the Company, as may be amended, supplemented or modified from time to time |
| “Catalist Rules” | : | The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, supplemented or modified from time to time |
| “CDP” | : | The Central Depository (Pte) Limited |
| “Circular” | : | This circular to Shareholders dated 7 September 2018 in respect of the Proposed Change of Auditors |
| “Company” | : | Joyas International Holdings Limited |
| “Director” | : | A director of the Company as at the date of this Circular or from time to time, as the case may be |
| “FKT” | : | Foo Kon Tan LLP, Singapore |
| “FY” | : | The financial year ended or ending 31 December, as the case may be |
| “Group” | : | The Company and its subsidiaries collectively |
| “HLB” | : | HLB Hodgson Impey Cheng Limited, Hong Kong |
| “Memorandum” | : | The memorandum of the Company, as may be amended, supplemented or modified from time to time |
| “Notices of Resignation” | : | Has the meaning ascribed to it in Section 2.5 of this Circular |
| “Notice of SGM” | : | The notice of SGM which is set out on page N-1 of this Circular |
| “Ordinary Resolution” | : | The ordinary resolution as set out in the Notice of SGM |
| “Professional Clearance Letters” | : | Has the meaning ascribed to it in Section 2.5 of this Circular |
| “Proposed Change of Auditors” | : | The proposed change of external auditors of the Company from HLB and FKT (acting as joint external auditors of the Company) to Baker Tilly |

DEFINITIONS

| | | |
|---------------------------|---|---|
| “Proxy Form” | : | The proxy form in respect of the SGM which is attached to this Circular |
| “Securities Accounts” | : | The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent |
| “SFA” | : | The Securities and Futures Act, Cap. 289, of Singapore, as may be amended, supplemented or modified from time to time |
| “SGM” | : | The special general meeting of the Company to be held on 24 September 2018 at 9.30 a.m., notice of which is set out on page N-1 of this Circular |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “Shareholders” | : | The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited |
| “Shares” | : | Ordinary shares in the capital of the Company |
| “Sponsor” | : | PrimePartners Corporate Finance Pte. Ltd., the continuing sponsor of the Company |
| “Substantial Shareholder” | : | A person who has an interest or interests in voting Shares in the Company representing not less than 5% of all the voting Shares |
| “Written Statements” | : | Has the meaning ascribed to it in Section 2.5 of this Circular |
| “%” | : | Per centum or percentage |

The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term “*associated company*” and “*subsidiary*” shall have the same meanings ascribed to them in the Catalist Rules and the Bermuda Companies Act, as the case may be.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Bermuda Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Bermuda Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “*persons*” shall, where applicable, include corporations.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38991)

Board of Directors:

| | |
|----------------------|---|
| Cheung King Kwok | (Independent Non-Executive Chairman) |
| Ong Chor Wei | (Non-Independent Non-Executive Deputy Chairman) |
| Lau Chor Beng, Peter | (Managing Director and Executive Director) |
| Kwok Chin Phang | (Non-Independent Non-Executive Director) |
| Lim Siang Kai | (Independent Non-Executive Director) |

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

CIRCULAR TO SHAREHOLDERS

7 September 2018

To: The Shareholders of Joyas International Holdings Limited

Dear Sir/Madam

THE PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

1.1 SGM

The Board is convening a SGM to seek Shareholders' approval in relation to the Proposed Change of Auditors.

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for, the Proposed Change of Auditors. Shareholders' approval will be sought at the SGM to be held at 1 Robinson Road #18-00, AIA Tower, Singapore 048542 on Monday, 24 September 2018 at 9.30 a.m., notice of which is set out on page N-1 of this Circular.

The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background and rationale for the Proposed Change of Auditors

At the last AGM of the Company held on 26 April 2018, Shareholders approved the re-appointment of HLB and FKT as joint external auditors of the Company until the conclusion of the next AGM of the Company.

HLB and FKT have been appointed as joint external auditors of the Company since FY2016, and have served as the joint external auditors of the Company for two (2) consecutive audits.

Following the completion of the disposal of the Group's jewellery and metal gift business division during FY2017, the Group's scale of operations had significantly decreased. As part of the Company's efforts in managing business costs and operating expenses in light of the reduced scale of operations, the Company has had several discussions with HLB and FKT in relation to the quantum of professional fees for the audit services proposed by HLB and FKT in respect of FY2018. However, the Company, HLB and FKT were not able to reach a consensus on the quantum of professional fees.

LETTER TO SHAREHOLDERS

The Board, having considered various factors, including but not limited to the opinion and recommendation of the Audit Committee, and the requirements of Rules 712 and 715 of the Catalist Rules, is of the view that the quantum of professional fees for the audit services proposed by Baker Tilly is competitive, and that Baker Tilly will be able to meet the audit requirements of the Group. In addition, the Board noted that the scope of audit services proposed by Baker Tilly is comparable to the audit services previously provided by HLB and FKT. Therefore, the Company will be able to realise certain cost savings in audit fees without any reduction in the scope of audit. The Proposed Change of Auditors will also enable the Company to benefit from fresh perspectives and views of another professional audit firm and thereby enhance the value of the audit. Accordingly, the Board is of the view that it would be in the best interests of the Company to effect a change of external auditors of the Company to Baker Tilly for the audit of the consolidated financial statements of the Company for FY2018.

In connection with the above, Baker Tilly had, on 30 August 2018, given to the Company, via a letter dated 30 August 2018, its written consent to act as external auditors of the Company, subject to Shareholders' approval at a special general meeting to be convened for the Proposed Change of Auditors.

Pursuant to Rule 712(3) of the Catalist Rules, the appointment of Baker Tilly as external auditors of the Company in place of HLB and FKT (acting as joint external auditors of the Company) must be specifically approved by Shareholders in a general meeting. The appointment of Baker Tilly as external auditors of the Company will therefore take effect upon approval of the same by Shareholders at the SGM and, if appointed, Baker Tilly will hold office until the conclusion of the next AGM of the Company.

2.2 Information on Baker Tilly and the audit engagement partner

About Baker Tilly

Baker Tilly is a firm of Chartered Accountants in Singapore registered with ACRA. It is one of the top 10 largest accounting and business advisory firms in Singapore and has 15 partners and staff strength of about 290. It has significant experience acting as auditors for companies listed on the SGX-ST.

Baker Tilly is an independent member of Baker Tilly International, which is globally the 10 largest accounting and business advisory network by combined revenue and is represented by 125 independent member firms in 147 countries.

For more information about Baker Tilly, please visit its website at <https://www.bakertillytfw.com>.

About the audit engagement partner

Mr Ng Hock Lee ("**Mr Ng**") will be the audit engagement partner assigned to the audit of the Company. Mr Ng is an assurance partner of Baker Tilly with over 18 years' experience in public accounting and expertise in external audit and due diligence across a wide range of industries, including construction and engineering, trading and distribution, food and beverage, technology, manufacturing and services.

Mr Ng established his career with a big four accounting firm, including an 18-month secondment to the United States where he earned his California Certified Public Accountant licence. He then became audit partner with a Singapore Certified Public Accounting firm before joining Baker Tilly in October 2015.

Mr Ng has extensive financial audit experience of listed, private and multinational companies across a wide range of industries. He is currently the engagement partner of BH Global Corporation Limited and CFM Holdings Limited. These companies are listed on the SGX-ST with operations in various geographical locations including the People's Republic of China, Malaysia, Slovakia and Singapore. Mr Ng is a practising member of the Institute of Singapore Chartered Accountants ("**ISCA**") and serves on the Auditing and Assurance Standards Committee of the ISCA.

LETTER TO SHAREHOLDERS

2.3 Compliance with Rule 712 of the Catalist Rules

Baker Tilly is registered with ACRA. The Board, having considered all relevant factors, including but not limited to the adequacy of resources and experience of Baker Tilly, the audit engagement partner assigned to the audit, the fee structure, Baker Tilly's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff to be assigned to the audit of the consolidated financial statements of the Company, is of the opinion that Baker Tilly will be able to fulfil the audit requirements of the Group, and that Rules 712(1) and 712(2) of the Catalist Rules have been complied with.

In accordance with Rule 712(3) of the Catalist Rules:

- (i) HLB and FKT have confirmed to Baker Tilly, via their respective Professional Clearance Letters dated 30 August 2018, that they are not aware of any professional or other reasons why Baker Tilly should not accept the appointment as external auditors of the Company;
- (ii) the Company confirms that there were no disagreements with HLB and FKT on accounting treatments within the last 12 months up to the date of this Circular;
- (iii) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (iv) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular. The Proposed Change of Auditors is neither due to the dismissal of HLB and FKT, nor HLB and FKT declining to stand for re-appointment; and
- (v) the Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the proposed appointment of Baker Tilly as its new external auditors.

2.4 Compliance with Rule 715 of the Catalist Rules

Upon obtaining Shareholders' approval of the Proposed Change of Auditors, Baker Tilly will be appointed as the external auditors of the Company, in place of HLB and FKT.

The Company does not have any Singapore-incorporated subsidiaries or associated companies. The Company's foreign-incorporated subsidiaries that are incorporated in the British Virgin Islands, Hong Kong and Indonesia will be audited by the independent member firms of Baker Tilly International for the purposes of preparing the consolidated financial statements of the Company.

2.5 Requirements under Bermuda Law

Section 89(3) of the Bermuda Companies Act provides, among others, that a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before a general meeting; and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members, either by advertisement in an appointed newspaper or in any other mode provided by the bye-laws of the company, not less than seven (7) days before a general meeting.

The Company had, on 14 August 2018, given notice in writing of an intention to nominate Baker Tilly to the office of external auditors of the Company and sent a copy of such notice to HLB and FKT pursuant to Section 89(3) of the Bermuda Companies Act.

Section 89(3A) of the Bermuda Companies Act provides that no person shall accept appointment or consent to be appointed as auditor of a company if he is replacing an auditor who has resigned, been removed or whose term of office has expired or is about to expire, or who has vacated office, until he has requested and received from that auditor a written statement of the circumstances and the reasons why, in that auditor's opinion, he is to be replaced.

LETTER TO SHAREHOLDERS

HLB and FKT had, on 30 August 2018, provided the Company with their respective notices of resignation dated 30 August 2018 (the “**Notices of Resignation**”) stating, among others, the reasons for their resignation as joint external auditors of the Company. In addition, HLB and FKT had, on 30 August 2018, confirmed to Baker Tilly, via their respective professional clearance letters dated 30 August 2018 (the “**Professional Clearance Letters**”), that they are not aware of any professional reasons why Baker Tilly should not accept the appointment as external auditors of the Company, and have issued to Baker Tilly written statements on 30 August 2018 of the circumstances and the reasons why, in their opinion, they are to be replaced (the “**Written Statements**”) in accordance with Section 89(3A) of the Bermuda Companies Act. Accordingly, the resignation of HLB and FKT as joint external auditors of the Company took effect on 30 August 2018.

3. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

None of the Directors and/or the Substantial Shareholders have any interest, direct or indirect, in the Proposed Change of Auditors other than through their respective shareholdings in the Company.

4. AUDIT COMMITTEE’S RECOMMENDATION

The Audit Committee has reviewed the Proposed Change of Auditors and recommends the appointment of Baker Tilly as the external auditors of the Company in place of HLB and FKT (acting as joint external auditors of the Company), after taking into account, among others, the suitability and independence of Baker Tilly to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the requirements of the Catalyst Rules.

5. DIRECTORS’ RECOMMENDATION

The Board having considered, among others, the rationale and information relating to the Proposed Change of Auditors as set out in this Circular, and the Audit Committee’s recommendation, is of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors at the SGM.

6. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

7. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on page N-1 of this Circular, will be held at 1 Robinson Road #18-00, AIA Tower, Singapore 048542 on Monday, 24 September 2018 at 9.30 a.m. for the purpose of considering and, if thought fit, passing, with or without any modification, the Ordinary Resolution relating to the Proposed Change of Auditors set out in the Notice of SGM.

LETTER TO SHAREHOLDERS

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and wish to appoint a proxy to attend and vote at the SGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore Registrar & 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 fixed for holding the SGM.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM if he so wishes. A Depositor shall not be regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the SGM.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the Company's principal place of business in Singapore at 35 Selegie Road #10-25, Singapore 188307, during normal business hours from the date of this Circular up to and including the date of the SGM:

- (i) the Memorandum and Bye-Laws of the Company;
- (ii) the notice of nomination dated 14 August 2018;
- (iii) HLB's Notice of Resignation dated 30 August 2018 and FKT's Notice of Resignation dated 30 August 2018;
- (iv) HLB's Professional Clearance Letter and Written Statement to Baker Tilly dated 30 August 2018 and FKT's Professional Clearance Letter and Written Statement to Baker Tilly dated 30 August 2018; and
- (v) Baker Tilly's letter to the Company dated 30 August 2018 in respect of their consent to act as external auditors of the Company.

Yours faithfully,
For and on behalf of the Board of Directors of
JOYAS INTERNATIONAL HOLDINGS LIMITED

Cheung King Kwok
Independent Non-Executive Chairman

NOTICE OF SPECIAL GENERAL MEETING

JOYAS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38991)

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**SGM**”) of **Joyas International Holdings Limited** (the “**Company**”) will be held at 1 Robinson Road #18-00, AIA Tower, Singapore 048542 on 24 September 2018 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*All capitalised terms used in this notice of SGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 7 September 2018 (the “**Circular**”) in relation to the Proposed Change of Auditors.*

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS

That:

- (i) the resignation of HLB Hogdson Impey Cheng Limited, Hong Kong (“**HLB**”) and Foo Kon Tan, Singapore (“**FKT**”) as joint external auditors of the Company be and is hereby noted;
- (ii) the appointment of Baker Tilly TFW LLP (“**Baker Tilly**”) as external auditors of the Company in place of HLB and FKT (acting as joint external auditors of the Company), with effect from the date of Shareholders’ approval of this Ordinary Resolution to hold office until the conclusion of the next AGM of the Company at such remuneration and on such terms to be agreed between the Directors and Baker Tilly be and is hereby approved; and
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or the transactions authorised by this Ordinary Resolution.

Notes to the Ordinary Resolution

In accordance with Rule 712(3) of the Catalist Rules:

- (1) HLB and FKT have confirmed to Baker Tilly, via their respective Professional Clearance Letters dated 30 August 2018, that they are not aware of any professional or other reasons why Baker Tilly should not accept the appointment as external auditors of the Company;
- (2) the Company confirms that there were no disagreements with HLB and FKT on accounting treatments within the last 12 months up to the date of this Circular;
- (3) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (4) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular. The Proposed Change of Auditors is neither due to the dismissal of HLB and FKT, nor HLB and FKT declining to stand for re-appointment; and
- (5) the Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the proposed appointment of Baker Tilly as its new external auditors.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn

Company Secretary
Singapore
7 September 2018

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Save for the Depository (as defined in Section 81SF of the Securities and Futures Act, Cap. 289 of Singapore) which may appoint more than two (2) proxies, a member of the Company entitled to attend and vote at the SGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his/her/their behalf. Where such member's Proxy Form (including the Depositor's Proxy Form) appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the number and class of shares in relation to which each proxy has been appointed in the Proxy Form.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the Company's Singapore Registrar & 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 fixed for holding the SGM of the Company.
4. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

Personal data privacy:

By attending the SGM 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 SGM 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 SGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM 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.