

TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED

謝瑞麟珠寶(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 417)

EXECUTIVE COMMITTEE

TERMS OF REFERENCE

Constitution

1. The Executive Committee (the “Committee”) was established by the board of directors (the “Board”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) on 24 February 2010 pursuant to Bye-law 120 of the Company’s Bye-laws.

Membership

2. The members of the Committee should be appointed by the Board and should comprise executive directors only.
3. The Chairman of the Committee shall be the Chairman of the Board and shall be appointed by the Board. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present shall choose one of them to act as the Chairman of such meeting.
4. The quorum for the Committee shall be at least two members.
5. Any member may request for meetings by giving notice (either written or verbal) to the Chairman of the Committee. Questions arising at the meeting shall be determined by a majority of votes of the members present.

Secretary

6. The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the Company Secretary in any meeting of the Committee, the Committee shall appoint any other person to act as the secretary of the meeting of the Committee. The secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the

* For identification purpose only

matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting.

Attendance

7. The Committee may invite other members of the Board or other staff to attend the meetings if necessary.

Frequency and procedure of meetings

8. The members may meet as and when appropriate for the dispatch of business.

The Chairman, with the assistance of the Company Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting. The members may adopt from time to time the procedure governing the convening of the meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

Authority

9. The Committee is authorized by the Board:
 - (a) to oversee the general management and day-to-day operations of the Company;
 - (b) to monitor the execution of the Company's strategic plans as approved by the Board;
 - (c) to appoint and remove the operating management up to operating director level only*;
 - (d) to approve any changes to the scope of authority delegated to the senior management up to operating director level only*; and
 - (e) any other matters specifically delegated to it by the Board, including, without limitations, the duties set out in paragraph 11 below.

Remarks:

* - for the avoidance of doubt, the remuneration of the Associate Director or above and any employees / on-going service contract with consultants with an annual pay / fee who is at or above an Associate Director level would be subject to the review of the Remuneration Committee of the Company.

Matters reserved to the Board

10. Subject as set out herein, all other matters would be reserved to the Board, including, without limitation, the following:
- (a) setting of the Company's objective;
 - (b) establishment of the corporate strategy;
 - (c) approval of significant financial and legal commitments;
 - (d) approval of material asset acquisition or disposal;
 - (e) approval of the change of share capital;
 - (f) approval of financial reporting and budgeting;
 - (g) approval of the change of directors, company secretary, auditors, share registrar or authorized representatives of the Company to the Stock Exchange (other than as referred to in paragraph 11(m));
 - (h) approval of the contents and the publication of announcements of the Company except for matters expressly delegated to Executive Directors;
 - (i) approval of any alteration of the Memorandum of Association and Bye-Laws of the Company;
 - (j) approval of any notifiable or connected transactions which require under the Listing Rules, to be approved by the Board or the shareholders of the Company;
 - (k) determination of any matters involving a conflict of interests for a substantial shareholder or a director of the Company;

- (l) establishment of any committee of the Board in respect of the management of the Company; and
- (m) any other transactions or matters which the Chairman of the Board considers necessary to be approved by the Board.

Duties

11. The duties of the Committee shall include:

- (a) opening of bank account(s) and, subject to paragraphs (c) and (d) below, dealing with matters with bank(s) in the ordinary course of business,
- (b) the change of authorized signatories and closure of bank account(s) and securities account(s) maintained by the Company;
- (c) obtaining of additional bank facilities with a limit of not more than HK\$ 100 million in aggregate per annum, provided that the aggregate bank facilities available to the Company and its subsidiaries (together, the “TSL Group”) at any time shall not exceed an aggregate of 100% of the debt to equity ratio of the TSL Group;
- (d) approval of the provision of guarantees, pledges and indemnities required to be given in respect of the obligations of the TSL Group in respect of the bank facility of TSL Group with a limit of not more than HK\$100 million of additional bank facilities in aggregate per annum and not more than an aggregate of 100% of the debt to equity ratio of the TSL Group at any time;
- (e) approval of the provision of corporate and bank guarantee(s) required to be given in respect of the obligations of the TSL Group in respect of the tenancy(ies) of shop(s) of the TSL Group (“TSL shops”) within the annual budget approved by the Board;
- (f) approval of the execution of any agreement(s) regarding the entering and the renewal of tenancy agreement(s) of TSL shops, which is (are) within the annual budget approved by the Board;

- (g) approval of the execution of any agreements and/or deeds between members of TSL Group, including but not limited to the assignment of debts, waiver of loans, subscription and transfer of shares;
- (h) approval of the use of common seal of the Company, where necessary, for execution of any agreements approved pursuant to (a) to (g) above;
- (i) approval of the contents and publication of the following announcements on the websites of the Company and Hong Kong Exchange and Clearing Limited:
 - (a) Date of board meeting;
 - (b) Poll results of general meeting;
- (j) approval of the appointment of the corporate representative(s) for the Company to attend the general meetings of the subsidiaries or affiliated companies or any other associations of which the Company is a member;
- (k) approval of the appointment of consultants / advisors for giving advice to the Company and the TSL Group on legal, finance and tax matters;
- (l) approval of the appointment of appropriate persons to give instructions to the consultants / advisors appointed by the Company or the TSL Group as referred to in item (k) above;
- (m) approval of the change of primary authorized person for e-Submission of the Stock Exchange (if necessary);
- (n) taking all necessary actions and measures to ensure the compliance of relevant statutory requirements, rules and regulations; and
- (o) approval of allotment of shares under the Share Option Scheme adopted by the shareholders of the Company on 26 November 2003.

Reporting Procedures

12. Minutes of the Committee will be circulated to all directors of the Company within two weeks from the date of meeting.

13. The Chairman or any members of the Committee shall report and present to the Board a summary of the agreements and/or transactions which the Committee has approved, if any, at the next board meeting.

Miscellaneous

14. These terms of reference shall only be modified with the approval of the Board.

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