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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of **Tse Sui Luen Jewellery (International) Limited** (the “**Company**”) will be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hungghom, Kowloon, Hong Kong on Thursday, 24 July 2014 at 11:00 a.m. (Hong Kong time) for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 28 February 2014.
2. To declare a final dividend for the year ended 28 February 2014.
3. To re-elect each of the directors, namely, Mr. Erwin Steve Huang as an executive director and Mr. Chui Chi Yun, Robert as an independent non-executive director, of the Company for a term of three years, and to authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors.
4. To re-appoint Ernst & Young as an independent auditors of the Company and to authorise the Board to fix their remuneration.

By Order of the Board
Tse Sui Luen Jewellery (International) Limited
Lai Tsz Mo, Lawrence
Company Secretary

Hong Kong, 23 June 2014

* *For identification purpose only*

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the head office and principal place of business of the Company in Hong Kong at Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting (or adjourned meeting as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from Monday, 21 July 2014 to Thursday, 24 July 2014 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting. In order to be entitled to attend and vote at the annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Friday, 18 July 2014.
- (5) Upon the approval by shareholders at the annual general meeting, the proposed final dividend shall be distributed to shareholders whose names appear on the register of members of the Company on Friday, 1 August 2014. The register of members of the Company will be closed from Wednesday, 30 July 2014 to Friday, 1 August 2014 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Tuesday, 29 July 2014.
- (6) In relation to proposed Resolution No. 3 above, particulars of the proposed re-election of directors of the Company are set out in the circular of the Company dated 23 June 2014.
- (7) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be taken by poll at the meeting.

At the date of this notice, the Board comprises:

Executive Directors:

Ms. YAU On Yee, Annie
Mr. Erwin Steve HUANG
Mr. LAI Tsz Mo, Lawrence

Non-executive Director:

Mr. WANG Guosheng

Independent Non-executive Directors:

Mr. CHUI Chi Yun, Robert
Mr. HENG Ching Kuen, Franklin
Mr. CHAN Yue Kwong, Michael
Mr. CHOW Chee Wai, Christopher