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T S L 謝瑞麟

HONG KONG

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, Hunghom, Kowloon, Hong Kong on Friday, 24 July 2015 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 2015.
2. To declare a final dividend for the year ended 28 February 2015.
3. To re-elect each of Ms. Yau On Yee, Annie as an executive director, Mr. Wang Guosheng as a non-executive director and Mr. Heng Ching Kuen, Franklin as an independent non-executive director, of the Company, in each case for a term of three years.
4. To elect Mr. Chan Lambert Lap Yip as an additional executive director of the Company for a term of three years.
5. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors.
6. To re-appoint Ernst & Young as independent auditors of the Company and to authorise the Board to fix their remuneration.
7. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:
 - A. “**THAT**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in

* For identification purpose only

the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) and (b) above, otherwise than pursuant to a Rights Issue (as hereinafter defined); or any issue of shares of the Company as scrip dividends or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company in force from time to time; or any issue of shares of the Company upon the exercise of options granted under any option scheme for the time being adopted by the Company; or any issue of shares of the Company upon the exercise of subscription rights attached to warrants which may be issued by the Company, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-laws of the Company to be held; or
- (iii) the date on which the authority given to the directors of the Company by this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company (the “**Shares**”) open for a period fixed by the directors of the Company to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; or
 - (iii) the date on which the authority given to the directors of the Company by this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

- C. “**THAT** conditional upon the passing of resolutions nos. 7A and 7B set out in the notice convening this annual general meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 7A set out in the notice convening this annual general meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares in the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 7B set out in the notice convening this annual general meeting, provided that such extended number of shares so repurchased shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the said resolution.”

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

Hong Kong, 22 June 2015

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 shares 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, Hungghom, 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 Tuesday, 21 July 2015 to Friday, 24 July 2015 (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 Monday, 20 July 2015.
- (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, 31 July 2015. The Register of Members of the Company will be closed from Thursday, 30 July 2015 to Friday, 31 July 2015 (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 Wednesday, 29 July 2015.

- (6) In relation to proposed resolution no. 3 and 4 above, particulars of the proposed re-election and election of directors of the Company are set out in the circular of the Company dated 22 June 2015.
- (7) In relation to the proposed resolutions nos. 7A and 7C above, approval is being sought from the members for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company under such general mandate (if granted).
- (8) In relation to proposed resolution no. 7B above, the directors of the Company wish to state that repurchases of shares of the Company will only be made when the directors believe that such a purchase will benefit the Company and its shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolutions as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 22 June 2015.
- (9) 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.

As at the date of this notice, the Board comprises:

Executive Directors:

Ms. YAU On Yee, Annie

Mr. LAI Tsz Mo, Lawrence

Non-executive Directors:

Mr. Erwin Steve HUANG

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