

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)

REMUNERATION COMMITTEE TERMS OF REFERENCE

Constitution

1. The Remuneration Committee (the “Committee”) was established by the board of directors (the “Board”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) on 27 March 2002 pursuant to the Company’s Bye-laws.

Membership

2. The members of the Committee should be appointed by the Board and should consist of not less than three members, a majority of whom should be independent non-executive directors.
3. The Chairman of the Committee shall be an independent non-executive director.
4. The quorum of the meeting of the Committee shall be two members.

Secretary

5. 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.

Frequency of Meetings

6. Meetings shall be held not less than once a year.

** For identification purposes only*

Written Resolutions

7. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

Authority

8. The Committee is authorized by the Board, subject to prior discussion concerning the cost, to seek appropriate independent professional advice as and when it considers this necessary.
9. The Committee is provided with sufficient resources to perform its duties.

Annual General Meetings

10. The Chairman of the Committee (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any shareholders' questions on the Committee's activities.

Duties

11. The duties of the Committee shall include:
 - (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) is involved in deciding his own remuneration;
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
- (j) to conform to any requirement, discretion and regulation that may from time to time be prescribed by the Board or contained in the Company’s Bye-laws or imposed by laws, rules and/or regulations.

Reporting Procedures

12. The secretary of the Committee shall circulate the minutes of meetings and written resolutions of the Committee to all members of the Board.

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