



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)

FORM OF PROXY

Form of proxy for use at the annual general meeting of TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED (the "Company") convened at 11:00 a.m. (Hong Kong time) on Monday, 23 July 2012 or at any adjournment thereof.

I/We (note 1) _____ of _____

being the registered holder(s) of (note 2) _____ ordinary shares of HK\$0.25 each in the capital of the Company, HEREBY APPOINT (note 3) _____ of _____

or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the annual general meeting (or any adjourned meeting as the case may be) of the Company to be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hungghom, Kowloon, Hong Kong on Monday, 23 July 2012 at 11:00 a.m. (Hong Kong time) and at the said meeting (or any adjourned meeting as the case may be) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

| RESOLUTIONS | | FOR (note 4) | AGAINST (note 4) |
|-------------|--|--------------|------------------|
| 1. | To receive and consider the audited financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 29 February 2012. | | |
| 2. | To declare a final dividend for the year ended 29 February 2012. | | |
| 3. | (a) To re-elect Ms. Yau On Yee, Annie as an Executive Director of the Company for a term of three years. | | |
| | (b) To re-elect Mr. Heng Ching Kuen, Franklin as an Independent Non-executive Director of the Company for a term of three years. | | |
| | (c) To elect Mr. Wang Guosheng as a Non-executive Director of the Company for a term of three years. | | |
| | (d) To authorise the board of directors of the Company to fix the remuneration of directors. | | |
| 4. | To re-appoint RSM Nelson Wheeler as an independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration. | | |

Dated the _____ day of _____, 2012. Shareholder's Signature (note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of ordinary shares of HK\$0.25 each registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, anyone of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company in respect of the joint holding.
- To be valid, this 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 in any event not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting as the case may be).
- A member entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Notice convening the meeting is contained in the circular issued by the Company dated 19 June 2012 which is sent to the shareholders of the Company together with this form of proxy.

* For identification purpose only