

# 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)

### NOMINATION COMMITTEE

#### TERMS OF REFERENCE

#### **Constitution**

1. The Nomination Committee (the “Committee”) was established by the board of directors (the “Board”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) on 30 March 2012 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 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 the Chairman of the Board or elected by and amongst the members of the Committee.
4. The quorum of the Committee shall be at least 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.

#### **Attendance**

6. The Committee may invite other Board members and/or Chief Executive Officer (if not a member of the Nomination Committee) and other persons may attend all or part of any meetings.

\* For identification purposes only

## **Frequency of meetings**

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

## **Authority**

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

## **Duties**

10. The duties of the Committee shall include:
  - (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service and other qualities of Directors) of the Board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
  - (b) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
  - (c) to assess the independence of independent non-executive directors;
  - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
  - (e) to give due regard to the benefits of diversity on the Board against objective criteria in reference to the Board Diversity Policy when performing duties set out in paragraphs (a), (b) and (d); and

- (f) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

### **Reporting Procedures**

11. The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

\*\*\* End \*\*\*