

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, with at least one member of a different gender, a majority of whom should be independent non-executive directors.
3. The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive director.
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.

Annual General Meeting

10. The Chairman of the Committee (or in his or her absence, his or her 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 review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board at least annually, assist the Board in maintaining a board skill matrix, 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 of the Board and the Chief Executive Officer;
 - (e) to support regular evaluation of the Board's performance;
 - (f) to review and assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Rules Governing the Listing of Securities of The Stock Exchange of Hong

Kong Limited; and

- (g) to review the Board Diversity Policy and the Director Nomination Policy of the Company annually, and recommend to the Board any revisions to such policies, if applicable.

Reporting Procedures

- 12. The Committee shall report to the Board of its decisions and recommendations.
- 13. The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Publication of the Terms of Reference

- 14. The Committee shall make available these terms of reference on request and by inclusion on the websites of the Company and The Stock Exchange of Hong Kong Limited.

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