

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 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 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 review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience) 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; and
 - (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.

Reporting Procedures

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

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