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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tse Sui Luen Jewellery (International) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Tse Sui Luen Jewellery (International) Limited to be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong on Thursday, 24 July 2014 at 11:00 a.m. (Hong Kong time) is set out on pages 8 to 9 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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, Hung Hom, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting (or any adjourned meeting as the case may be). Completion and return of a form of proxy will not preclude shareholders from attending and voting at the annual general meeting (or any adjourned meeting as the case may be) if you so wish.

* *For identification purpose only*

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong on Thursday, 24 July 2014 at 11:00 a.m. (Hong Kong time)
“Board”	the board of Directors of the Company
“Bye-Law(s)”	the bye-law(s) of the Company, as amended, supplemented or modified from time to time
“Company”	Tse Sui Luen Jewellery (International) Limited (stock code: 417), a company incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 June 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	share(s) of HK\$0.25 each in the share capital of the Company which are listed on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



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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)

Directors:

Yau On Yee, Annie

(Chairman & Chief Executive Officer)

Erwin Steve Huang

(Deputy Chairman

& Chief Corporate Development Officer)

Lai Tsz Mo, Lawrence

(Chief Financial Officer & Company Secretary)

Wang Guosheng*

Chui Chi Yun, Robert**

Heng Ching Kuen, Franklin **

Chan Yue Kwong, Michael**

Chow Chee Wai, Christopher**

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Ground Floor, Block B

Summit Building

30 Man Yue Street

Hunghom, Kowloon

Hong Kong

* *Non-executive Director*

** *Independent Non-executive Directors*

Hong Kong, 23 June 2014

To shareholders of the Company

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 of the Bye-Laws and to comply with the codes on Corporate Governance Code as set out in Appendix 14 of the Listing Rules, Mr. Erwin Steve Huang and Mr. Chui Chi Yun, Robert will retire at the AGM. Mr. Erwin Steve Huang, being

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LETTER FROM THE CHAIRMAN

eligible, will offer himself for re-election as an Executive Director of the Company for a term of three years. Mr. Chui Chi Yun, Robert, being eligible, will offer himself for re-election as an Independent Non-executive Director of the Company for a term of three years.

Particulars of Mr. Erwin Steve Huang and Mr. Chui Chi Yun, Robert are set out in the Appendix hereto.

2. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong on Thursday, 24 July 2014 at 11:00 a.m. (Hong Kong time) is set out on pages 8 to 9 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM (or any adjournment meeting as the case may be), you are requested to complete the form of proxy and return it to 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, Hunghom, Kowloon, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (or any adjourned meeting as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjourned meeting as the case may be) if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except purely on those procedural or administrative matters. The Chairman of the AGM will therefore demand a poll on each of the resolutions to be proposed at the AGM pursuant to Bye-law 66 of the Bye-Laws. The results of the poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

3. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-Laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE CHAIRMAN

4. RECOMMENDATION

The Directors consider that the re-election of Directors to be proposed at the AGM is in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all shareholders of the Company to vote in favour of the relevant resolutions set out in the notice of AGM.

Yours faithfully,
For and on behalf of
Tse Sui Luen Jewellery (International) Limited
Yau On Yee, Annie
Chairman

This appendix contains the particulars of the Directors proposed to be re-elected at the AGM which enable the shareholders of the Company to make an informed decision on their election.

EXECUTIVE DIRECTOR

Mr. Erwin Steve Huang, aged 48, is the Deputy Chairman and the Chief Corporate Development Officer of the Group.

Mr. Huang is responsible for new corporate business developments and organisational growth and the tourist showroom operation of the Group. He was the Chief Executive Officer of the Company for the period from 24 April 2008 to 28 February 2010. Prior to joining the Group in 2005, he was a seasoned entrepreneur in different industries, including publishing, education, telecom and information technology. Mr. Huang has built and developed multiple companies in London, San Francisco, Tokyo and Hong Kong in the past years. He holds double degrees in Business Operation Management and Management Information System from Boston University, USA.

Mr. Huang is actively engaged in social entrepreneurship with a view to bridging social needs through innovation and information technology. He is currently the President of Hong Kong Information Technology Federation (HKITF), one of the largest and respected ICT association of Hong Kong, a Deputy Chairman of Junior Achievement Hong Kong, dedicated to inspiring and preparing young leaders to succeed in a global economy thru entrepreneurship and the founding CEO of WebOrganic, a social enterprise under HK Council of Social Services designed to help 200,000 deprived students for digital inclusion and Elearning. Mr. Huang co-founded 18 years ago and current serve as Vice Chair “Senior Citizen Home Safety Association”, UN award winning non-governmental organisation (NGO) in Asia, to provide safety bell emergency call service for elderlies in the community through the use of technology, people-oriented services, and innovative methods. Mr. Huang also chairs the eLearning Consortium, which is instrumental in driving Hong Kong’s eLearning initiative in education reform. In 2011, he was elected into the Election Committee Member (Information Technology) for the Legislative Council and Chief Executive of HKSAR.

Save as disclosed above, Mr. Huang has not held any other directorships in listed public companies in the last three years and does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

There will be a service contract entered into between the Company and Mr. Huang for a term of three years. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The remuneration of Mr. Huang will be determined by the Remuneration Committee with reference to the Company’s performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions. For the financial year ended 28 February 2014, the total remuneration paid to Mr. Huang is HK\$1,483,380, which comprises salaries and allowances, and performance related bonuses. There is also an accounting expense for share options amounting to HK\$1,213,000 relating to Mr. Huang recognised in the Company’s statement of profit or loss. As at the Latest Practicable Date, Mr. Huang was interested in 100,000 Shares

(representing 0.05% of the issued share capital of the Company) (*Note*) and 2,000,000 share options for the Shares and save as aforesaid, Mr. Huang did not have any interests in any Shares within the meaning of Part XV of the SFO.

In relation to the re-election of Mr. Huang as an Executive Director of the Company, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Note: The details of personal interest of Mr. Erwin Steve Huang in 100,000 Shares and 2,000,000 share options for the Shares are stated in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company” under the “Report of the Directors” of the Company’s 2013/2014 Annual Report.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chui Chi Yun, Robert, aged 57, is an Independent Non-executive Director of the Company.

Mr. Chui has been an Independent Non-executive Director of the Company since 12 April 1999. Mr. Chui is a practising Certified Public Accountant in Hong Kong. He holds a Bachelor’s degree in Commerce (Major in Accounting) and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is also an independent non-executive director of each of National Arts Entertainment and Culture Group Limited (Stock Code: 8228), Wing Lee Property Investments Limited (Stock Code: 864) and was an independent non-executive director of 21 Holdings Limited (Stock Code: 1003), all of which are listed on The Stock Exchange of Hong Kong Limited. He is currently the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council. He is also a director of a number of private companies and associations.

Save as disclosed above, Mr. Chui has not held any other directorships in listed public companies in the last three years and does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

There will be a service contract entered into between the Company and Mr. Chui for a term of three years. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Mr. Chui is entitled to a fixed director’s fee of HK\$360,000 per annum in consideration of his performance of duties. The relevant fee payable to him is determined by reference to the level of fee normally payable by a listed public company in Hong Kong to an independent non-executive director. As at the Latest Practicable Date, Mr. Chui did not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. Chui has now served the Board for more than 10 years. The Board has received from Mr. Chui annual confirmation of his independence every year and taking into account of the various matters as set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and considers Mr. Chui continues to be independent.

The Board believes that Mr. Chui, through his experience as a professional accountant, would contribute significantly to the strategy development and the continuous improvement on internal controls and other relevant financial and corporate governance matters of the Company.

In relation to the re-election of Mr. Chui as an Independent Non-executive Director of the Company, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of **Tse Sui Luen Jewellery (International) Limited** (the “**Company**”) will be held at Second Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong on Thursday, 24 July 2014 at 11:00 a.m. (Hong Kong time) for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 28 February 2014.
2. To declare a final dividend for the year ended 28 February 2014.
3. To re-elect each of the directors, namely, Mr. Erwin Steve Huang as an executive director and Mr. Chui Chi Yun, Robert as an independent non-executive director, of the Company for a term of three years, and to authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors.
4. To re-appoint Ernst & Young as an independent auditors of the Company and to authorise the Board to fix their remuneration.

By Order of the Board
Tse Sui Luen Jewellery (International) Limited
Lai Tsz Mo, Lawrence
Company Secretary

Hong Kong, 23 June 2014

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the 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, Hunghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting (or adjourned meeting as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from Monday, 21 July 2014 to Thursday, 24 July 2014 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting. In order to be entitled to attend and vote at the annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Friday, 18 July 2014.
- (5) Upon the approval by shareholders at the annual general meeting, the proposed final dividend shall be distributed to shareholders whose names appear on the register of members of the Company on Friday, 1 August 2014. The register of members of the Company will be closed from Wednesday, 30 July 2014 to Friday, 1 August 2014 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Tuesday, 29 July 2014.
- (6) In relation to proposed Resolution No. 3 above, particulars of the proposed re-election of directors of the Company are set out in the circular of the Company dated 23 June 2014.
- (7) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be taken by poll at the meeting.