

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**T S L | 謝瑞麟**

**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)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting (the “AGM”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) to be held at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 7 September 2021 at 10:30 a.m. (Hong Kong time) is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is also enclosed.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to our branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM if they so wish.

**Please see the section headed “PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING” in this circular for measures to prevent and control the spread of the coronavirus disease (COVID-19) at the AGM.**

**The Company reminds all shareholders that physical attendance at the AGM is not mandatory for the purpose of exercising voting rights. As an alternative, by using a form of proxy with voting instructions inserted, shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

\* For identification purpose only

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

**In view of the COVID-19 pandemic, the Company will be required to comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) as amended, supplemented or modified from time to time for the purpose of holding the AGM. The Company will limit attendance in person at the AGM venue, and shareholders and/or their proxies will be admitted to the AGM venue on a first-come-first-served basis.**

**Shareholders are encouraged to exercise their right to vote by appointing the chairman of the AGM as their proxy instead of attending the AGM in person, by completing and returning the form of proxy in accordance with the instructions printed thereon.**

To safeguard the health and safety of shareholders, staff and other attendees and to prevent the spreading of COVID-19, the Company will also implement the following precautionary measures at the AGM:

- (i) Compulsory body temperature check will be conducted on every attendee before entry to the hotel and/or the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the AGM venue;
- (ii) Every attendee will be required to complete and submit at the entrance of the hotel and/or the AGM venue health declaration form and/or other declaration required confirming his/her recent travel history, health condition, etc.;
- (iii) Every attendee will be required to wear a surgical face mask throughout the AGM. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks;
- (iv) Seating at the AGM venue will be arranged so as to allow for appropriate social distancing. Every attendee will be assigned a seat in order to facilitate close contact tracing; and
- (v) No corporate gifts, refreshment or beverage will be provided to attendees at the AGM.

All attendees are requested to observe and practice good personal hygiene at all times at the AGM venue. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the evolving COVID-19 situation, the Company may be required to change the AGM arrangements with short notice and additional precautionary measures may be implemented at the AGM.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandates to Issue and Repurchase Shares .....	4
3. Re-election of Retiring Directors .....	4
4. AGM and Proxy Arrangement .....	4
5. Closure of Register of Members .....	5
6. Recommendation .....	5
 <b>Appendix I – Explanatory Statement on the Repurchase Mandate</b> .....	 6
 <b>Appendix II – Particulars of the Retiring Directors Proposed to be                   Re-elected</b> .....	  10
 <b>Notice of Annual General Meeting</b> .....	 13

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 7 September 2021 at 10:30 a.m. (Hong Kong time)
“AGM Notice”	the notice dated 21 July 2021 convening the AGM as set out on pages 13 to 16 of this circular
“Associate(s)”	has the meaning as ascribed thereto under the Listing Rules
“Board”	the board of Directors
“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, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning as ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

---

## DEFINITIONS

---

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing of the resolutions approving such mandate
“Latest Practicable Date”	14 July 2021, 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
“Memorandum of Association”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the Nomination Committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of passing of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	percent

# T S L | 謝瑞麟

## 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)

*Executive Directors:*

Ms. Yau On Yee, Annie

*(Chairman and Chief Executive Officer)*

Ms. Ng Yi Kum, Estella

*(Deputy Chairman, Chief Strategy Officer &  
Chief Financial Officer and Company Secretary)*

*Principal place of business*

*in Hong Kong:*

Ground Floor, Block B

Summit Building

30 Man Yue Street

Hunghom, Kowloon

Hong Kong

*Independent Non-executive Directors:*

Mr. Chui Chi Yun, Robert

Mr. Chan Yue Kwong, Michael

Mr. Chow Chee Wai, Christopher

Hong Kong, 21 July 2021

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of, among other things, granting of Issue Mandate and Repurchase Mandate and re-election of retiring Directors, and to provide you with AGM Notice.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general and unconditional mandates to:

- (a) allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate and authorising the addition to the mandate to allot, issue and deal with further Shares, of such Shares (if any) repurchased by the Company pursuant to the Repurchase Mandate referred to the sub-paragraph (b) below; and
- (b) repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprises 249,182,030 Shares. On the basis that no further Shares will be issued or repurchased following the Latest Practicable Date and prior to the date of AGM, the Company will be allowed to issue a maximum of 49,836,406 Shares under the Issue Mandate, and to repurchase a maximum of 24,918,203 Shares under the Repurchase Mandate, representing not more than 20% and 10% of the total number of Shares in issue respectively as at the date of passing of such resolutions.

An explanatory statement to the Shareholders as required under the Listing Rules providing the requisite information on the Repurchase Mandate is set out in Appendix I hereto.

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87, and to comply with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, Ms. Yau On Yee, Annie and Mr. Chow Chee Wai, Christopher will retire as Directors at the AGM. Each of them, being eligible, will offer herself/himself for re-election at the AGM as an executive Director and an independent non-executive Director respectively for a term of three years.

The particulars of Ms. Yau On Yee, Annie and Mr. Chow Chee Wai, Christopher are set out in Appendix II hereto.

### 4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 7 September 2021 at 10:30 a.m. (Hong Kong time) is set out on pages 13 to 16 of this circular.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM (or any adjournment meeting as the case may be) in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment meeting as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment meeting as the case may be) if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM 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. 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.

### **5. CLOSURE OF REGISTER OF MEMBERS**

Shareholders whose names appear on the Company's register of members on Tuesday, 7 September 2021, will be eligible to attend and vote at the AGM. The Company's transfer books and register of members will be closed from Thursday, 2 September 2021 to Tuesday, 7 September 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of shareholders who are entitled to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 1 September 2021.

### **6. RECOMMENDATION**

The Directors consider that the proposed granting of Issue Mandate and Repurchase Mandate and re-election of retiring Directors at the AGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of all resolutions set out in the AGM Notice.

Yours faithfully,  
By Order of the Board  
**Tse Sui Luen Jewellery (International) Limited**  
**Yau On Yee, Annie**  
*Chairman*

*This Appendix I serves an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.*

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, there are a total number of 249,182,030 Shares in issue.

Subject to the passing of the ordinary resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 24,918,203 Shares, representing 10% of the 249,182,030 Shares in issue as at the date of the AGM, during the period ending on the earliest of (i) the conclusion of the next annual general meeting, or (ii) the date upon which such authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made in circumstances when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda, and other applicable laws.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. The laws of Bermuda provide that payment for share repurchase may only be made out of the capital paid up on the relevant shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased. It is proposed that any repurchase of Shares pursuant to the Repurchase Mandate would be funded out of the capital paid up on the repurchased Shares, fund of the Company which would otherwise be available for dividend or distribution and, where appropriate, the Company's share premium account.

In addition, under the laws of the Bermuda, no repurchase of Shares may be effected if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

#### 4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
July	1.00	0.74
August	1.10	0.87
September	0.91	0.83
October	0.86	0.70
November	0.91	0.80
December	0.93	0.85
<b>2021</b>		
January	0.85	0.76
February	0.95	0.73
March	0.97	0.82
April	0.98	0.85
May	0.96	0.82
June	1.42	0.94
July (up to the Latest Practicable Date)	1.30	1.11

**6. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to sell any Shares held by him/her to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the applicable laws of Bermuda and the Memorandum of Association and the Bye-laws.

**7. EFFECTS OF TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ms. Yau On Yee, Annie (an executive Director) together with her Associates, Mr. Tse Tat Fung, Tommy ("Mr. Tse", the spouse of Ms. Yau On Yee, Annie) and Partner Logistics Limited, are deemed to be interested in 180,827,547 Shares, representing approximately 72.57% of the issued share capital of the Company. Partner Logistics Limited is owned and controlled by Blink Technology Limited, which is wholly and beneficially owned by Mr. Tse.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then (assuming the present shareholdings remain the same) Ms. Yau On Yee, Annie and her Associates would be interested in approximately 80.63% of the issued share capital of the Company.

The Directors believe that such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code, but the number of Shares held in the hands of the public shall fall below 25%, the minimum public float requirement pursuant to Rule 8.08 of the Listing Rules. At present, the Directors have no intention of exercising the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would result in the number of Shares held in the hands of the public below 25% of the Company's total number of issued Shares. The Company will comply with the public float requirement under the Listing Rules.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

*This Appendix II contains the particulars (as required by the Listing Rules) of the retiring Directors proposed to be re-elected at the AGM.*

### EXECUTIVE DIRECTOR

**Ms. Yau On Yee, Annie** (“**Ms. Yau**”), aged 50, is the Chairman, the Chief Executive Officer, the chairman of the Executive Committee and a member of both the Remuneration Committee and the Nomination Committee of the Company. She joined the Group in 2002, and became an executive Director in 2006. She is also a director of most subsidiaries of the Company.

In the early years at the Company, Ms. Yau pioneered the Group’s Jewellery ERP discipline and modernised the Company’s management through business process reengineering. Prior to joining the Group, she worked for multi-national companies such as Motorola Semiconductors and IBM. She has over 28 years of management experience in the USA and Hong Kong. She graduated from Boston University, USA and holds a Bachelor of Science degree in Computer Engineering.

Ms. Yau is a director of each of Partner Logistics Limited and Blink Technology Limited which have discloseable interests in the Company under provisions of the SFO. Ms. Yau is the spouse of Mr. Tse Tat Fung, Tommy, the Deputy Chief Executive Officer and the Controlling Shareholder of the Group, and the daughter-in-law of Mr. Tse Sui Luen, the Founder of the Group.

Ms. Yau currently serves as the chairman of Hong Kong Retail Management Association and a director of GS1 Hong Kong. She is also a nominated member of Hong Kong Brand Development Council, a member of Jewellery Industry Training Advisory Committee and Jewellery Advisory Committee of Hong Kong Trade Development Council, and the vice convener of the Retail Industry Consultative Networks of Employees Retraining Board.

There will be a service contract entered into between the Company and Ms. Yau for a term of three years. She will be subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws. The remuneration of Ms. Yau 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 year ended 31 March 2021, the total remuneration paid to Ms. Yau was HK\$4,364,000 which comprises salaries and allowances. As at the Latest Practicable Date, Ms. Yau was interested in 180,827,547 Shares (representing 72.57% of the issued share capital of the Company).

Save as disclosed above, Ms. Yau has not held any directorships in other listed public companies in the last three years and does not have any other relationship with any directors, senior management or any Substantial or Controlling Shareholders of the Company and did not have any other interests in any Shares within the meaning of Part XV of the SFO.

In relation to the re-election of Ms. Yau as an executive Director, 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.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Chow Chee Wai, Christopher** (“**Mr. Chow**”), aged 54, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company, who joined the Group in 2013.

Mr. Chow is the Founding Partner of TCC Capital, an advisory and private equity fund management company. He holds a Diploma of Investment and Finance from The Securities Institute of Australia, a Bachelor of Economics degree from The University of Sydney and is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow has over 20 years’ experience in auditing and merger and acquisition advisory. Prior to founding TCC Capital, he worked for two of the “Big Four” international accounting firms in Sydney, Hong Kong and Beijing and was the Partner in charge of the mergers and acquisitions practice. He possesses in-depth understanding of financial and capital markets and has built up substantial experience in advising multinational companies, state owned enterprises and private companies in Hong Kong and Mainland China on a number of direct investments, and mergers and acquisitions transactions.

Save as disclosed above, Mr. Chow has not held any directorships in other 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 and did not have any interests in any Shares within the meaning of Part XV of the SFO.

There will be a service contract entered into between the Company and Mr. Chow for a term of three years. He will be subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws. Pursuant to the said service contract, Mr. Chow is entitled to a fixed director’s fee of HK\$216,000 per annum in consideration of the prevailing market condition and the reference to the level of fee normally payable by a listed public company in Hong Kong to an independent non-executive director.

Mr. Chow will have served the Board for more than 8 years at the time of AGM. The Board has received from Mr. Chow annual confirmation of his independence every year and taking into account the various matters as set out in Rule 3.13 of the Listing Rules and his actual contributions, his impartiality and independent judgement on various issues that he brings to the discussions during Board and Board committees meetings, the Board is satisfied with his independence and considers Mr. Chow continues to be independent.

The Nomination Committee has taken into account the skill mix of the Board, the professional knowledge, experience, time commitment and contribution of Mr. Chow, with reference to the nomination criteria and process set out in the Company's Board Diversity Policy and Director Nomination Policy as well as the Company's corporate strategy. The Board also believes that Mr. Chow, through his experience in auditing and merger and acquisition advisory, 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. Therefore, the Board accepted the nomination from the Nomination Committee and recommended Mr. Chow to stand for re-election by Shareholders at the AGM.

In relation to the re-election of Mr. Chow as an independent non-executive Director, 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.

# T S L | 謝瑞麟

## 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 Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Tuesday, 7 September 2021 at 10:30 a.m. (Hong Kong time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2021.
2.
  - (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. Chow Chee Wai, Christopher as an independent non-executive director of the Company for a term of three years.
  - (c) To authorise the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
3. To re-appoint Messrs. Ernst & Young as independent auditor of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* For identification purpose only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a), shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly, otherwise than pursuant to a Rights Issue (as hereinafter defined); or any issue of shares of the Company as scrip dividends or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company in force from time to time; or any issue of shares of the Company upon the exercise of options granted under any option scheme for the time being adopted by the Company; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the bye-laws of the Company to be held; or
- (iii) the date on which the authority given to the Directors by this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting; and

“**Rights Issue**” means an offer of shares of the Company (the “**Share(s)**”), open for a period fixed by the Directors to the holders of Shares on the register on a fixed record dated in proportion to their then holdings of Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(b) the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the bye-laws of the Company to be held; or
- (iii) the date on which the authority given to the Directors by this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon to the passing of ordinary resolutions numbered 4 and 5 above, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution no. 4 be and is hereby extended by the addition thereto of the aggregate number of shares in the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such extended number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing such resolution.”

By Order of the Board  
**Tse Sui Luen Jewellery (International) Limited**  
**Yau On Yee, Annie**  
*Chairman*

Hong Kong, 21 July 2021

*As at the date hereof, the Board comprises two executive Directors, namely Ms. Yau On Yee, Annie and Ms. Ng Yi Kum, Estella; and three independent non-executive Directors, namely Mr. Chui Chi Yun, Robert, Mr. Chan Yue Kwong, Michael and Mr. Chow Chee Wai, Christopher.*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) Any shareholder 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 shares 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 notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 Thursday, 2 September 2021 to Tuesday, 7 September 2021 (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 documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 1 September 2021.
- (5) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice must be taken by poll at the meeting (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands).

### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

**The Company will limit attendance in person at the annual general meeting venue. Shareholders are encouraged to exercise their right to vote by appointing the chairman of the annual general meeting as their proxy instead of attending the meeting in person, by completing and returning the form of proxy.**

To safeguard the health and safety of shareholders, staff and other attendees and to prevent the spreading of COVID-19, the following precautionary measures will be implemented at the annual general meeting: (i) Compulsory body temperature check; (ii) Mandatory health declaration and compliance with entry requirements of the hotel/meeting venue; (iii) Compulsory wearing of surgical face mask; (iv) Appropriate social distancing; and (v) No corporate gifts, refreshment or beverage. Please read the section headed "PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING" in the Company's circular dated 21 July 2021 for full details of the measures at the meeting venue.

To the extent permitted by law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the attendees at the annual general meeting.