



**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)

**FORM OF PROXY**

**Form of proxy for use at the annual general meeting of TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED (the “Company”) convened at 10:30 a.m. (Hong Kong time) on Wednesday, 19 July 2017 or at any adjournment thereof.**

I/We (note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (note 2) \_\_\_\_\_ ordinary shares of HK\$0.25 each in the capital of the Company, HEREBY APPOINT (note 3) \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the annual general meeting (or any adjourned meeting as the case may be) of the Company to be held at Emerald I & II, Level 8, The Ritz-Carlton Hong Kong, International Commerce Centre, 1 Austin Road West, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 19 July 2017 at 10:30 a.m. (Hong Kong time) and at the said meeting (or any adjourned meeting as the case may be) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

	<b>RESOLUTIONS</b>	<b>FOR (note 4)</b>	<b>AGAINST (note 4)</b>
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 auditors of the Company for the year ended 28 February 2017.		
2.	To declare a final dividend for the year ended 28 February 2017.		
3.	(a) To re-elect Mr. Erwin Steve Huang as a non-executive director of the Company for a term of three years.		
	(b) To re-elect Mr. Chui Chi Yun, Robert 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 to fix the respective directors' remuneration.		
4.	To re-appoint Messrs. Ernst & Young as independent auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To pass the ordinary resolution no. 5 set out in the notice of the meeting in respect of the bonus issue of the Company.		
6.	To pass the ordinary resolution no. 6 set out in the notice of the meeting in respect of the general mandate to issue shares.		
7.	To pass the ordinary resolution no. 7 set out in the notice of the meeting in respect of the general mandate to repurchase shares.		
8.	To pass the ordinary resolution no. 8 set out in the notice of the meeting in respect of the extension of the general mandate to issue shares.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2017. Shareholder's Signature (note 5): \_\_\_\_\_

\* For identification purpose only

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of ordinary shares of HK\$0.25 each registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, anyone of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company in respect of the joint holding.
7. To be valid, this 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, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in any event not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting as the case may be).
8. A member entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.
11. Notice convening the meeting is contained in the circular issued by the Company dated 19 June 2017 which is sent to the shareholders of the Company together with this form of proxy.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the annual general meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at the above address.