

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Tse Sui Luen Jewellery (International) Limited the Company will be held at Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong on Wednesday, the 11th day of August, 2004 at 3:00 p.m. for the following purposes:-

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 29th February, 2004.
2. To re-elect directors and fix the remuneration of directors.
3. To re-appoint auditors and authorize the directors to fix their remuneration.

By Order of the Board
Chan Suk Yee
Secretary

Hong Kong, 23rd June, 2004

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or 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 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).
- (4) In relation to proposed resolution no. 2 above, Messrs. Leung Yit Kuen, Raymond and Lui Pui Kee, Francis will pursuant to Bye-Law 87 of the Company's Bye-Laws, retire, but being eligible, will offer themselves for re-election as Directors of the Company at the forthcoming annual general meeting. Mr. Alex Chan will, pursuant to Bye-Law 86(2) of the Company's Bye-Laws, retire, but being eligible, will offer himself for re-election as a Director of the Company at the forthcoming annual general meeting. The biographical details and interests in shares of these Directors are provided in the "Directors and Senior Management Profile" and "Report of the Directors".
- (5) The procedures by which the shareholders may demand a poll at the Annual General Meeting set out below:

According to the Bye-Law 66 of the Company, 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 hand or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) 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
- (c) 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
- (d) a member or member 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.

茲通告謝瑞麟珠寶(國際)有限公司(「本公司」)謹訂於2004年8月11日(星期三)下午三時正假座香港九龍紅磡民裕街三十號興業工商大廈地下B座舉行股東週年大會，處理下列事項：

1. 省覽截至2004年2月29日止年度之經審核財務報表與董事會及核數師之報告。
2. 重選董事及釐定董事酬金。
3. 續聘核數師並授權本公司董事釐定其酬金。

承董事會命
陳淑儀
秘書

香港，2004年6月23日

附註：

- (一) 凡有權出席此次大會及投票之本公司股東，可委任一位或多位代表出席及投票，受委任代表毋須為本公司之股東。
- (二) 如屬本公司股份之聯名登記持有人，則任何一位有關持有人均可親身或委派代表出席大會並就有關股份投票，猶如彼為唯一有權投票者。惟倘超過一名有關的持有人親身或委派代表出席大會，則只有股東名冊內有關持有人中排名首位之出席者方有權就有關股份投票。
- (三) 已簽署之代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之該等文件之副本，最遲須於大會(或續會，如有)舉行時間四十八小時前送達香港九龍紅磡民裕街三十號興業工商大廈地下B座本公司之香港辦事處及主要營業地址，方為有效。
- (四) 有關上列第二項決議案，梁悅權先生及呂培基先生會按照本公司之公司細則第87條，於即將舉行之股東週年大會上告退為本公司之董事，惟彼等有資格並已表示願意連任。陳偉康先生會按照本公司之公司細則第86(2)條，於即將舉行之股東週年大會上告退為本公司之董事，惟彼有資格並已表示願意連任。此等董事之簡介及股份權益於「董事及高級管理人員簡介」及「董事會報告書」內提供。
- (五) 下文載有股東可於股東週年大會上要求以投票方式表決的程序。

根據本公司的公司章程細則第66條，於任何股東大會上提呈以於會上投票的決議案，須以舉手形式表決，除非(於宣佈舉手表決的結果前或於宣佈結果時或於撤回以投票方式表決的任何其他要求時)適當地要求以投票方式表決。下列人士可要求以投票方式表決：

- (a) 該大會之主席；或
- (b) 最少三名親身或由受委代表其出席且有權投票的股東(或倘該股東為法團，則其正式授權的代表)；或
- (c) 親身或由受委代表其出席的一位股東或多位股東(或倘該股東為法團，則其正式授權的代表)，而他們代表合共不少於有權出席大會及於會上投票的所有股東總投票權的十分之一；或
- (d) 親身或由受委代表其出席的一位股東或多位股東(或倘該股東為法團，則其正式授權的代表)，而他們持有有權於會上投票的股份(該等已繳足股款的股份總額相等於不少於賦予該項權利的所有股份的已繳足股款合計之十分之一)。