

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告佐丹奴國際有限公司(「本公司」)謹訂於二零零四年四月二十九日(星期四)上午十一時正假座香港九龍長沙灣道七七七至七七九號天安工業大廈三樓B座舉行股東週年大會，處理下列事項：

- 一、省覽截至二零零三年十二月三十一日止年度之經審核財務報表、董事會及核數師報告書。
- 二、宣布派發截至二零零三年十二月三十一日止年度之末期股息。
- 三、宣布派發截至二零零三年十二月三十一日止年度之末期特別股息。
- 四、重選退任董事。
- 五、續聘核數師及授權董事會釐定其酬金。
- 六、作為特別事項，考慮並酌情通過或經修訂後通過下列決議案為普通決議案及特別決議案：

普通決議案

(一)「動議：

- (A) 無條件授予本公司董事一項一般性授權，可於有關期間內發行、配發或處理本公司股本中之額外股份，並作出或授予可能須行使該等權力之建議、協議及購股權，惟須符合下列條件：
- (a) 該項授權之有效期不可超越有關期間，但本公司董事可在有關期間內作出或授予可能於有關期間內或屆滿後行使該等權力之建議、協議及購股權；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Giordano International Limited (“Company”) will be held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Thursday, April 29, 2004 at 11:00 a.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 December 31, 2003.
2. To declare a final dividend for the year ended December 31, 2003.
3. To declare a final special dividend for the year ended December 31, 2003.
4. To re-elect retiring director.
5. To re-appoint the auditors and to authorize the directors to fix their remuneration.
6. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as Ordinary Resolutions and Special Resolution:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (A) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to issue, allot or otherwise 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, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and

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(b) 本公司董事依據上述授權而配發、發行或處理本公司股本中之股份(除因：(i)供股；或(ii)依據本公司所發行賦有權力認購或購買本公司股份之認股權證或其他證券之條款而行使認購權或兌換股權；或(iii)根據本公司股東採納之任何購股權計劃，向合資格人士授出可認購本公司股份之購股權，而該等人士因行使有關購股權所發行之股份；或(iv)根據本公司細則訂立之以股代息或其他類似計劃而發行之股份除外)面值總額不得超過本公司於通過本決議案當日已發行股本面值總額之百分之二十；及

(B) 就本決議案而言：

「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (c) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。

「供股」乃指本公司董事於所定期間內根據某一指定記錄日期名列股東名冊之股東於該日之持股比例向彼等提出之股份發售建議(惟本公司董事有權就零碎配額，或就考慮任何香港以外地區但適用於本公司之法律及法規下之限制或責任或任何認可管制機構或任何證券交易所之規定後，作出其認為必須或權宜取消若干股東在此方面之權利或作出其他安排)。

(b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to eligible persons options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Bye-Laws of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(B) for the purpose of this Resolution:

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

- (a) the conclusion of the next Annual General Meeting of the Company;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company 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 recognized regulatory body or stock exchange in any territory outside Hong Kong).”

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(二)「動議」：

(A) 無條件授予本公司董事一項一般性授權，可於有關期間內行使本公司一切權力購回本公司股本中之股份，惟須符合下列條件：

- (a) 根據該項授權行使一切權力，惟須遵守所有適用法例及香港聯合交易所有限公司證券上市規則或任何其他適用之證券交易所規定；及
- (b) 本公司依據上述授權而購回之本公司股本中之股份面值總額，不得超過本公司於通過本決議案當日已發行股本面值總額之百分之十；及

(B) 就本決議案而言：

「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：

- (a) 本公司下屆股東週年大會結束；
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (c) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。」

(2) “THAT:

(A) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to exercise all powers of the Company to purchase shares in the capital of the Company subject to the following conditions:

- (a) the exercise of all powers pursuant to such mandate shall be 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 or of any other applicable stock exchange; and
- (b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to such mandate shall not exceed ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(B) for the purpose of this Resolution:

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

- (a) the conclusion of the next Annual General Meeting of the Company;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (三)「動議在通過本大會通告內第六(一)及六(二)項決議案後，批准本公司董事擴大其所授予在有關期間(按該決議案之定義)發行、配發或處理本公司之額外股份之一般授權，使根據該項一般授權可發行、配發或處理之本公司股份面值總額增加，而加幅等於本公司董事行使本公司權力所購回之股份面值總額，惟該增幅不可超過本公司於通過本決議案當日已發行股本面值總額之百分之十。」
- (3) “**THAT** subject to the passing of resolutions set out in items 6(1) and 6(2) in the notice of convening this meeting, the general mandate granted to the directors of the Company to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the directors of the Company pursuant to their exercise of the powers of the Company to purchase such shares, provided that such amount shall not exceed ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

特別決議案

SPECIAL RESOLUTION

- (四)「動議本公司之公司細則修改如下：
- (A) 刪除「聯繫人士」於公司細則第1(A)條之現有定義，並以下列新定義取代：
- 「聯繫人士」就任何董事而言，定義按聯交所規則(不時修定)賦予。」
- (B) 刪除「結算所」於公司細則第1(A)條之現有定義，並以下列新定義取代：
- 「結算所」指證券及期貨條例(香港法例第五百七十一章)之釋義範圍內所指之認可結算所或本公司股份在證券交易所上市或掛牌之該等司法管轄區之法例所認可之任何其他結算所或認可之股份存管處；」
- (4) “**THAT** the Bye-Laws of the Company be amended as follows:
- (A) By deleting the existing definition of “associates” in Bye-Law 1(A) and substituting therefor the following new definition:
- ““associate” in relation to any Director, has the same meaning ascribed to it under the rules of the Stock Exchange as amended from time to time.”
- (B) By deleting the existing definition of “Clearing House” in Bye-Law 1(A) and substituting therefor the following new definition:
- ““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) and any other clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on the stock exchange in such jurisdiction;”

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- (C) 緊隨公司細則第76條後，加入以下新公司細則第76A條：

「76A. 倘股東根據聯交所規則（不時修訂）須就任何特定決議案放棄投票，或被限制須就任何特定決議案投贊成票或反對票，則任何代表有關股東作出而與該規定或限制相違背之投票須不予點算。」

- (D) 刪除現有公司細則第97(H)條，並以下列新公司細則取代：

「97(H) 除細則另有規定者外，董事就他所知，不得在董事會上，就任何涉及他或其任何聯繫人士擁有重大利益之任何合約或安排或任何其他建議而提呈之決議案作出投票，亦不得計入法定人數之內，惟本限制不適用於任何下列事項：—

- (i) 向以下任何一者作出保證或彌償保證：
- (a) 向董事或其聯繫人士，而涉及借入款項，或應本公司或其任何附屬公司要求，或為本公司或其任何附屬公司利益，由彼或其中之一負上或承擔責任；或

- (C) By adding the following new Bye-Law 76A immediately after Bye-Law 76:

“76A. Where any Shareholder is, under the rules of the Stock Exchange (as amended from time to time), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.”

- (D) By deleting the existing Bye-Law 97(H) and substituting therefor the following new Bye-Law:

“97(H) Save as otherwise provided by these Bye-Laws, a Director shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which to his knowledge he or any of his associate(s) has a material interest nor shall he be counted in the quorum present at the meeting but this prohibition shall not apply to any of the following matters:-

- (i) the giving of any security or indemnity either:
- (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

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- (b) 向第三者，而涉及本公司或其任何附屬公司之債務或責任，而董事或其聯繫人士承擔全部或部份及不論是否根據一項擔保或彌償保證或作出保證而個別及共同承擔責任；
- (ii) 發售本公司或任何其他公司的股份或債券或其他證券；或由本公司或任何其他公司發售股份或債券或其他證券（本公司可能發起或擁有認購或購買權益者），而涉及董事或其聯繫人士作為包銷或分包銷，而擁有或將擁有權益的任何合約或安排；
- (iii) 董事或其聯繫人士僅因於本公司股份或債券或其他證券的權益，而與其他持有本公司的股份或債券或其他證券的人士同樣享有該等權益的任何合約或安排；
- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;

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- (iv) 任何涉及其他公司之合約或安排，而董事或其聯繫人士僅以主管或行政人員或股東身份而擁有權益（不論直接或間接），或董事或其聯繫人士於該公司之股份擁有實益權益，惟董事及其任何聯繫人士並非合共擁有該公司（或董事或其聯繫人士之權益透過其衍生之任何第三者公司）之任何類別已發行股份或投票權百分之五或以上之實益權益；或
- (v) 任何有關本公司或其附屬公司僱員利益的建議或安排，包括：
- (a) 採納、修訂或實施有關計劃，使董事或其聯繫人士可從中受惠的股份計劃或任何股份獎勵或購股權計劃；或
- (b) 採納、修訂或實施公積金或退休金、死亡或傷殘津貼計劃就董事、其聯繫人士；及本公司或其任何附屬公司之僱員雙方有關，而其中並無給予董事或其任何聯繫人士任何與該計劃或基金有關的人士一般未獲賦予特權或利益。」
- (iv) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director, and any of his associate(s) are, not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is/are derived) or of the voting rights; or
- (v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both, to directors, his associate(s), and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his associate(s), as such any privilege or advantage which may not generally be accorded to the class of persons to which such scheme or fund relates.”

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(E) 刪除現有公司細則第97(l)條，並以下列新公司細則取代：

「97(l) 就上文段落(H)而言：—

- (i) 董事及其聯繫人士在公司中將被視為合共擁有百分之五(5%)或以上之任何該公司股份類別之已發行股份或該公司任何股份類別之投票權，倘只要(且倘僅要)他及其聯繫人士(直接或間接)為股份持有人，或實益擁有該公司任何類別股本百分之五(5%)或以上之權益(或他的或他們的權益透過其衍生之任何第三者公司)，或擁有公司任何股份類別之股東之投票權。就本段而言，此段不理會董事或其聯繫人士以信托人或托管信托人身份持有之股份，而他或彼等並無實益擁有權益，倘只要某些其他人士有權獲得收入，則董事或其聯繫人士擁有包含於信託中股份之權利是回復原主或剩餘遺產，及董事或其聯繫人士僅作為單位基金持有人擁有獲授權單位基金計劃中任何股份；及

(E) By deleting the existing Bye-Law 97(l) and substituting therefor the following new Bye-Law:

“97(l) For the purposes of paragraph (H) above:-

- (i) a company shall be deemed to be a company in which a Director and his associate(s) in aggregate own five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company, if and so long as (but only if and so long as) he and his associate(s) (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associate(s) is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his associate(s) is interested only as a unit holder; and

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(ii) 倘董事及其聯繫人士合共持有公司任何類別股本百分之五(5%)或以上，或擁有公司任何股份類別之股東之投票權，而該公司在交易中有重大利益，則該董事亦將視為在該交易中擁有重大利益。」

(F) 刪除現有公司細則第97(J)條，並以下列新公司細則取代：

「97(J) 倘任何董事會會議就有關董事之重大權益產生疑問(大會主席除外)，或任何董事(主席除外)或其聯繫人士有權投票及該問題未經過其自願同意放棄投票解決，除非有關該董事或其聯繫人士就其所知擁有之權益性質或範圍並未在董事會進行公開披露，則該疑問均由大會主席處理，而就有關該其他董事之決定將為最終及具決定性。倘上述問題乃有關大會主席，則該等問題將通過董事會決議案進行解決(該主席不計入法定人數內及並無投票權)，而該決議案將為最終及具決定性，惟該主席就其所知擁有之權益並未在董事會進行公平披露者除外。」

(ii) where a company in which a Director and any of his associate(s) in aggregate own five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.”

(F) By deleting the existing Bye-Law 97(J) and substituting therefor the following new Bye-Law:

“97(J) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman as known to him has not been fairly disclosed to the Board.”

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(G) 刪除現有公司細則第102條，並以下列新公司細則取代：

「102. 除非一項由有適當出席大會及投票資格之股東(並非被提議之人士)簽發之書面通知(並在該通知表明其擬在大會推選該人士出任董事之意願)及一項由被推選人士簽發表明其願意膺選之書面通知已於最少七日期間(該期間由不早過就該推選之指定股東大會通告寄發後當日起至不遲過該股東大會日期前七日止)呈交本公司，否則概無人士(告退董事除外)有權在任何股東大會上膺選出任董事職位，但由董事推選除外。」

承董事會命
梁思敏
公司秘書

香港，二零零四年三月十九日

附註：

- (1) 凡有權出席上文通告所召開之大會並於大會上投票之股東，均有權委派一位或以上之代表出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
- (2) 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經由公證人簽署證明之授權書或授權文件副本，須於大會或其任何續會指定舉行時間最少四十八小時前送達本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下，方為有效。

(G) By deleting the existing Bye-Law 102 and substituting therefor the following new Bye-Law:

“102. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office for a period of at least seven days which shall commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than seven days before the date of such general meeting.”

By order of the Board

LEUNG SZE MAN, ALICE

Company Secretary

Hong Kong, March 19, 2004

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) To be valid, a form of proxy 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 must be deposited at the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

- (3) 本公司將由二零零四年四月二十六日至二零零四年四月二十九日(首尾兩日包括在內)暫停辦理股份過戶登記手續。為確保獲得將在股東週年大會上批准派發之末期及特別股息(約於二零零四年五月十三日派發),所有過戶文件連同有關股票最遲須於二零零四年四月二十三日下午四時前送達本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司,地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下,辦理登記手續。
- (3) The Register of Members of the Company will be closed from April 26, 2004 to April 29, 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends (which will be payable on or about May 13, 2004) to be approved at the forthcoming Annual General Meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on April 23, 2004.
- (4) 建議股東參閱年報中的附錄一說明文件所載之以上通告所列之普通決議案第六(二)及特別決議案六(四)項之重要資料。
- (4) Shareholders are recommended to read the Appendix – Explanatory Statement to the annual report which contains important information concerning the ordinary resolution and special resolution respectively set out in items 6(2) and 6(4) in the above notice.