

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」)謹訂於二零零六年五月九日(星期二)上午九時三十分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：

作為普通事項：

- 一、省覽截至二零零五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、宣布派發截至二零零五年十二月三十一日止年度之末期股息；
- 三、宣布派發截至二零零五年十二月三十一日止年度之特別末期股息；
- 四、重選退任董事；
- 五、重新委聘核數師及授權董事會釐定其酬金；

作為特別事項：

- 六、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：

「動議：

- (i) 無條件授予本公司董事一項一般性授權，可於有關期間內配發、發行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：

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 Tuesday, May 9, 2006 at 9:30 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended December 31, 2005;
2. To declare a final dividend for the year ended December 31, 2005;
3. To declare a special final dividend for the year ended December 31, 2005;
4. To re-elect retiring directors;
5. To re-appoint the auditors and to authorize the directors to fix their remuneration;

As special business:

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**THAT:**

- (i) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to allot, issue 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:

股東週年大會通告
NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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，惟依據(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；及
- (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
- (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

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

(II) 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指定期間內，向指定記錄日期名列股東名冊之股份持有人按彼等當時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）。」；

(II) 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).”;

股東週年大會通告
NOTICE OF ANNUAL GENERAL MEETING

七、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：

「動議：

(I) 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（「聯交所」）證券上市規則（「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

(II) 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。」；

7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“THAT:

(I) 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 (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) 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

(II) 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.”;

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

八、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：

「**動議**在上述第六及七項決議案獲通過後，批准本公司董事擴大獲授予在有關期間（按該決議案之定義）配發、發行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配發、發行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，惟該增幅不可超逾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

九、考慮並酌情通過或經修訂後通過下列決議案為特別決議案：

「**動議**修訂本公司的公司細則如下：

(I) 刪除現行公司細則第96(A)(vi)條全文，並以下列新的細則第96(A)(vi)條取代：

「(vi) 若他根據細則第103(A)條以本公司普通決議案遭罷免」；

8. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of the above resolutions numbered 6 and 7, the general mandate granted to the directors of the Company to allot, issue, 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 allotted, issued 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.”; and

9. To consider and, if thought fit, pass, with or without modifications, the following resolution as a Special Resolution:

“**THAT** the Bye-Laws of the Company be amended as follows:

(I) by deleting existing Bye-Law 96(A)(vi) in its entirety and substituting therefor the following new Bye-Law 96(A)(vi):

“(vi) if he shall be removed from office by an Ordinary Resolution of the Company under Bye-Law 103(A).”;

股東週年大會通告
NOTICE OF ANNUAL GENERAL MEETING

- (II) 刪除現行公司細則第98條第一句，並以下列新句取代：

「於每年的股東週年大會上，當時三分一的董事（主席或董事總經理除外），或倘若其數目並不是三或三的倍數，則最接近但不超過三分一的董事，須輪值告退；惟每位董事（主席或董事總經理除外），包括有既定任期的董事，須最少每三年輪值告退一次。」；

- (III) 刪除現行公司細則第101(B)條全文，並以下列新的細則第101(B)條取代：

「(B) 董事會有權隨時或於任何時間委任任何人為董事，不論為填補臨時空缺或為額外委任董事會成員，惟董事人數總數不可超過股東於股東大會上不時決定的上限。任何就此獲委任之董事（主席或董事總經理除外）的任期僅至其獲委任後本公司舉行之下一次股東大會（如屬填補臨時空缺）或直至本公司下一屆股東週年大會（如屬增加董事人數），但屆時有資格再受委任；任何以此方式退任之董事將不計算在須於該大會上輪值告退之董事名單或數目內。」；及

- (II) by deleting the first sentence of existing Bye-Law 98 and substituting therefor the following sentence:

“At each annual general meeting one-third of the Directors (other than the Chairman or Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director (other than the Chairman or Managing Director) including those appointed for a specific term shall be subject to retirement by rotation at least once every three years.”;

- (III) by deleting existing Bye-Law 101(B) in its entirety and substituting therefor the following new Bye-Law 101(B):

“(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director (other than the Chairman or the Managing Director) so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) after his appointment and shall be subject to re-election by shareholders provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation at such meeting.”; and

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

(IV) 刪除現行公司細則第103(A)條第一句，並以下列新句取代：

「103(A) 即使本細則任何部分或本公司與任何董事(包括董事總經理或其他執行董事)訂立之任何協議有所規定，本公司可於董事任期屆滿前以普通決議案罷免其職務(惟不得影響因違反該董事與本公司訂立之任何服務協議，其可就損失賠償提出之任何索償)及委任其他人士出任其職務。」。

承董事會命
姚婉華
公司秘書

香港，二零零六年三月三十一日

(IV) by deleting the first sentence of existing Bye-Law 103(A) and substituting therefor the following sentence:

“103(A) The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead.”。

By order of the Board
YIU Yuen Wah, Christiana
Company Secretary

Hong Kong, March 31, 2006

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

附註：

- (i) 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代其出席會議，並於按點算股數方式表決時代其投票。受委代表毋須為本公司股東。
- (ii) 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，地址為香港皇后大道東二十八號金鐘匯中心二十六樓，方為有效。
- (iii) 本公司將由二零零六年五月四日（星期四）至二零零六年五月九日（星期二）（首尾兩日包括在內）暫停辦理股份過戶登記手續。為確定有權收取擬派之末期及特別末期股息（派發日期約為二零零六年五月十五日（星期一）），所有過戶文件連同有關股票最遲須於二零零六年五月三日（星期三）下午四時三十分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，地址為香港皇后大道東二十八號金鐘匯中心二十六樓，辦理登記手續。
- (iv) 上述第六項及第七項決議案分別旨在徵求股東批准授予董事一般授權配發本公司的股份和購回本公司的股份。
- (v) 上述第八項決議案旨在徵求股東批准擴大給予本公司董事的一般配發股份的授權，以加入本通告第七項決議案授予的權力而購回的股份數目。

Notes:

- (i) 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.
- (ii) 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) The Register of Members of the Company will be closed from Thursday, May 4, 2006 to Tuesday, May 9, 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final and special final dividends (which will be payable on or about Monday, May 15, 2006), all transfer 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, May 3, 2006.
- (iv) In relation to the above resolutions numbered 6 and 7, approval is being sought from shareholders for a general mandate to be given to the directors to allot new shares and to repurchase shares of the Company.
- (v) In relation to the above resolution numbered 8, approval is being sought from shareholders for an extension of the general mandate sought to be granted to the directors of the Company to allot shares by adding to it the number of shares which shall have been repurchased under the authority granted pursuant to resolution numbered 7 of this notice.

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

- (vi) 上述第九項決議案旨在使本公司的細則與聯交所之企業管治常規守則中有關公司董事退任的條文和有關罷免董事職務需通過之決議案的上市規則修訂一致。
- (vii) 公司細則乃以英文編撰及並無法定中文譯本。因此，上述第九項有關修訂公司細則之決議案之中文譯本僅供參考。倘若中、英文版本有任何差異，概以英文版本為準。
- (viii) 年報中的「說明函件」詳列了有關上述第七項及第九項之決議案的資料。
- (ix) 根據公司細則第70條，以下人士可要求按點算股數方式進行表決：(a)有關大會主席；或(b)至少三名出席股東、或倘為一名公司股東則為獲公司正式授權代表、或於當時有權於大會投票之委任代表；或(c)任何一名或多名出席股東、或倘為一名公司股東則為獲公司正式授權代表或委任代表，彼或彼等須代表可於大會投票之所有股東之總投票權十分之一或以上；或(d)任何一名或多名出席股東、或倘為一名公司股東則為獲公司正式授權代表或委任代表，並持有附帶權利可於大會投票之已繳股款股份，合共股數須可代表相等於附帶該項權利之所有已繳股款股份之十分之一或以上。
- (vi) In relation to the above resolution numbered 9, the purpose of this item is to bring the Company's Bye-Laws in line with certain code provisions of the Code on Corporate Governance Practices published by the Stock Exchange governing the retirement of directors of a company and the amendment of the Listing Rules on the resolution relating to the removal of directors.
- (vii) The Bye-Laws are written in English and there is no official Chinese translation in respect thereof. Therefore, the Chinese translation of resolution numbered 9 above on the amendments to the Bye-Laws is for reference only. Should there be any discrepancies, the English version shall prevail.
- (viii) An Explanatory Statement which contains important information concerning the above resolutions numbered 7 and 9 is appended to the annual report.
- (ix) Pursuant to Bye-Law 70 of the Bye-Laws, a poll may be demanded by: (a) the chairman of such meeting; (b) at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; (c) a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or (d) a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and holding shares 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.