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# GIORDANO

## GIORDANO INTERNATIONAL LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 709)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Giordano International Limited (the “**Company**”) will be held at 5th Floor, Tin On Industrial Building, 777–779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, May 19, 2023 at 9:30 a.m. to transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended December 31, 2022;
2. To declare a final dividend of 15.0 HK cents per share for the year ended December 31, 2022;
3. Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Directors**”):
  - (a) Dr. CHAN Ka Wai as an executive Director;
  - (b) Mr. TSANG On Yip, Patrick as a Non-executive Director;
  - (c) Mr. LEE Chi Hin, Jacob as a Non-executive Director; and
  - (d) Professor WONG Yuk (alias, HUANG Xu) as an Independent Non-executive Director.
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
5. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the Board to fix its remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolutions, with or without modifications:

### ORDINARY RESOLUTIONS

6. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power(s) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power(s) after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the bye-laws of the Company shall not exceed the aggregate of 5% of the total number of shares of the Company in issue as at the date of the passing of this resolution; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the bye-laws of the Company to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusion 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of 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 the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the bye-laws of the Company to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

### **SPECIAL RESOLUTION**

8. “**THAT:**

- (a) the proposed amendments to the current bye-laws of the Company (“**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated April 18, 2023, be and are hereby approved;
- (b) the adoption of the amended and restated bye-laws of the Company (the “**New Bye-Laws**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, as the bye-laws of the Company in substitution for and to the exclusion of the current bye-laws of the Company with immediate effect after the close of this meeting be and is hereby approved; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-Laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and the Companies Registry of Hong Kong.”

Hong Kong, April 18, 2023

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf and such proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is enclosed with this circular.
- (2) In order to be valid, the form of proxy, together with any power of attorney or 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 registrar and transfer office in Hong Kong ("**Hong Kong Branch Share Registrar**"), Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof (as the case may be) and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) For the purpose of ascertaining the rights of the shareholders of the Company attending and voting at the annual general meeting, the register of members of the Company will be closed from Monday, May 15, 2023 to Friday, May 19, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, May 12, 2023.
- (6) For determining the entitlement for the proposed final dividend, the register of members of the Company will be closed from Tuesday, May 30, 2023 to Thursday, June 1, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, May 29, 2023.

- (7) Details of the Directors standing for re-election (resolutions 3(a), 3(b), 3(c) and 3(d)), further information on the general mandates to issue and repurchase shares of the Company (resolutions 6 and 7) and the adoption of the new bye-laws of the Company (resolution 8) are set out in this circular.
- (8) In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
- (9) If Typhoon Signal No. 8 or above, or a “**black**” rainstorm warning is in effect any time after 7:30 a.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on its website (<http://corp.giordano.com.hk>) and the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.

*At the announcement date, the Board comprises three executive directors; namely, Dr LAU Kwok Kuen, Peter (Chairman and Chief Executive), Dr CHAN Ka Wai, and Mr Mark Alan LOYND; two non-executive directors; namely, Mr TSANG On Yip, Patrick and Mr LEE Chi Hin, Jacob; and three independent non-executive directors; namely, Dr Barry John BUTTIFANT, Professor WONG Yuk (alias, HUANG Xu) and Dr Alison Elizabeth LLOYD.*