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GIORDANO
GIORDANO INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 709)

**REQUISITION FROM SHAREHOLDER TO
(1) REMOVE A DIRECTOR AND CHIEF EXECUTIVE; AND
(2) TO APPOINT DIRECTORS AND CHIEF EXECUTIVE**

Giordano International Limited (the “**Company**”) makes this announcement pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On February 5, 2024, the board of directors of the Company (the “**Board**”) received a notice dated February 2, 2024 (the “**Requisition Notice**”) from HKSCC Nominees Limited. According to the Requisition Notice, the requisition was made by HKSCC Nominees Limited in its capacity as the nominee holder of 388,180,000 shares of the Company beneficially owned by Sino Wealth International Limited (the “**Requisitioning Shareholder**”), representing, as at the date of this announcement, approximately 24.06% of the total issued shares of the Company (the “**Shares**”) carrying the right of voting at general meetings of the Company.

Pursuant to the Requisition Notice, the Requisitioning Shareholder has requisitioned for a special general meeting of the Company (the “**SGM**”) to be convened pursuant to Bye-law 58 of the Bye-laws of the Company (the “**Bye-laws**”) and section 74 of the Companies Act 1981 of Bermuda for the purpose of considering the following proposed resolutions:

- (i) “THAT Mr. LAU Kwok Kuen, Peter be and is hereby removed from his position as a director of the Company pursuant to Bye-Law 83(4) of the Bye-Laws of the Company with immediate effect upon the passing of this resolution.”
- (ii) “THAT Mr. CURRIE, Colin Melville Kennedy be and is hereby appointed as an executive director of the Company pursuant to Bye-Law 83(5) of the Bye-Laws of the Company with immediate effect upon the passing of this resolution.”
- (iii) “THAT Ms. CHENG Chi-Man, Sonia be and is hereby appointed as a non-executive director of the Company pursuant to Bye-Law 83(1) of the Bye-Laws of the Company with immediate effect upon the passing of this resolution.”
- (iv) “THAT Mr. CHENG Chi Leong, Christopher be and is hereby appointed as a non-executive director of the Company pursuant to Bye-Law 83(1) of the Bye-Laws of the Company with immediate effect upon the passing of this resolution.”

- (v) “THAT Mr. HUANG, Victor be and is hereby appointed as an independent non-executive director of the Company pursuant to Bye-Law 83(1) of the Bye-Laws of the Company with immediate effect upon the passing of this resolution.”
- (vi) “THAT it is in the interest of the Company to and the Board be and is hereby requested to forthwith following the conclusion of the SGM convene such Board or Board committee meetings for the purpose of passing all necessary resolutions in order to implement the following as quickly as possible: (i) to remove or terminate Mr. LAU Kwok Kuen, Peter from his position as the Chief Executive of the Company, and (ii) to appoint Mr. CURRIE, Colin Melville Kennedy (the proposed executive Director) as the new Chief Executive of the Company with immediate effect on or as soon as possible after the date of the passing of the relevant resolutions.”
- (vii) “THAT any one or more of the Directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the aforementioned resolutions and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Pursuant to Bye-law 58 of the Bye-laws, any one or more holders of Shares, holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The Board is seeking legal advice as to the appropriate course of action to be taken. Upon obtaining necessary advice in respect of the content of the Requisition Notice, the Board will act in accordance with the provisions of the Bye-laws and applicable laws, rules and regulations.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
LAU Kwok Kuen, Peter
Chairman and Chief Executive

Hong Kong, February 5, 2024

At the date of this announcement, 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.