

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

**(1) APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR AND
CHANGES TO THE COMPOSITION AND
ROLES OF MEMBERS OF BOARD COMMITTEES; AND
(2) COMPLIANCE WITH RULES 3.10A, 3.21 AND 3.25 OF
THE LISTING RULES**

The Board is pleased to announce that with effect from June 25, 2024:

- (a) Mr CHAU Kwok Wing Kelvin has been appointed as an Independent Non-executive Director and a member of the Remuneration Committee;
- (b) Dr Alison Elizabeth LLOYD has been appointed as a member of the Remuneration Committee; and
- (c) Mr Victor HUANG has been appointed as the chairman of the Audit Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Giordano International Limited (the “**Company**”) announces that Mr CHAU Kwok Wing Kelvin (“**Mr Chau**”) has been appointed as an Independent Non-executive Director with effect from June 25, 2024.

The biographical details of Mr Chau are set out as follows:

Mr CHAU Kwok Wing Kelvin, aged 62, is a Senior Advisor at Harmony Advisors, a family office and investment firm in Hong Kong. Prior to that he was a Senior Advisor at Rothschild & Co. He joined N M Rothschild & Sons in 1987 in the corporate finance division where he spent over 30 years working in both Hong Kong and London. He joined Rothschild’s Management Committee and Board of Directors of Hong Kong in 1996 and became the Head of the Hong Kong operations in 2012. That same year he was appointed Executive Vice Chairman, and then Chairman of Hong Kong in 2018 up until his retirement in 2022.

During his career he provided advice to corporates in the areas of M&A as well as debt and capital markets financing. He was also on the Board of Rothschild Wealth Management where he gave strategic advice to family offices and High-Net-Worth clients. Currently he is an independent non-executive director of Allied Group Limited (Stock Code: 373), APAC Resources Limited (Stock Code: 1104) and Travel Expert (Asia) Enterprises Limited (Stock Code: 1235), all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He has also served on the University Council’s Finance Committee of the City University of Hong Kong since 2021. Mr Chau holds a bachelor of laws degree from Buckingham University, UK and is a responsible officer licensed by the Securities and Futures Commission of Hong Kong to carry on types 1, 4 and 6 regulated activities.

There is no service contract entered into between Mr Chau and the Company. Pursuant to the letter of appointment signed between Mr Chau and the Company, Mr Chau is appointed for an initial term of 3 years and will continue in office thereafter subject to termination by not less than 1 month’s prior notice in writing by either party to the other and is subject to retirement for re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every 3 years and will be eligible for re-election at the annual general meeting of the Company in accordance with the Company’s bye-laws. Mr Chau is entitled to a director’s fee of HK\$360,000 per annum for acting as an Independent Non-executive Director and as a member of the Remuneration Committee of the Company (the “**Remuneration Committee**”). Such fee was determined by the Board on recommendation of the Remuneration Committee by reference to his duties and responsibilities within the Company and prevailing market rates.

Mr Chau has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Mr Chau does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last three years in other listed public companies and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr Chau does not have, and is not deemed to have, any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr Chau.

CHANGES TO THE COMPOSITION AND ROLES OF MEMBERS OF BOARD COMMITTEES

The Board also announces that with effect from June 25, 2024:

- (a) Mr Chau has also been appointed as a member of the Remuneration Committee;
- (b) Dr Alison Elizabeth LLOYD (“**Dr Lloyd**”), an Independent Non-executive Director and a member of each of the Audit Committee (the “**Audit Committee**”) and the Nomination Committee (the “**Nomination Committee**”) of the Company, has been appointed as a member of the Remuneration Committee; and
- (c) Mr Victor HUANG (“**Mr Huang**”), an Independent Non-executive Director and a member of each of the Audit Committee and the Nomination Committee, has been appointed as the chairman of the Audit Committee.

The Board would like to welcome Mr Chau to the Board and congratulates Dr Lloyd and Mr Huang on their additional roles in the Company.

COMPLIANCE WITH RULES 3.10A, 3.21 AND 3.25 OF THE LISTING RULES

Reference is made to the announcement of the Company dated May 17, 2024 in relation to, among others, the non-compliance with Rules 3.10A, 3.21 and 3.25 of the Listing Rules.

Upon the above appointment of Independent Non-executive Director and the changes to the composition and roles of members of Board committees, the Company is in compliance with Rules 3.10A, 3.21 and 3.25 of the Listing Rules.

By Order of the Board
TSANG On Yip, Patrick
Chairman and Non-executive Director

Hong Kong, June 25, 2024

At the date of this announcement, the Board comprises four Executive Directors; namely, Mr Colin Melville Kennedy CURRIE (Chief Executive), Dr CHAN Ka Wai, Mr Mark Alan LOYND, and Mr LEE Chi Hin, Jacob; three Non-executive Directors; namely, Mr TSANG On Yip, Patrick (Chairman), Ms CHENG Chi-Man, Sonia and Mr CHENG Chi Leong, Christopher; and four Independent Non-executive Directors; namely, Professor WONG Yuk (alias, HUANG Xu), Dr Alison Elizabeth LLOYD, Mr Victor HUANG and Mr CHAU Kwok Wing Kelvin.