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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Giordano International Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

REQUISITION FOR A SPECIAL GENERAL MEETING
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of Giordano International Limited to be held at HKUST Business School Central, Room 1501-02, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Wednesday, April 3, 2024 at 3:00 p.m. is set out on pages 11 to 12 of this circular. Whether or not you are able to attend the special general meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

February 23, 2024

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors;
“Bye-Laws”	the existing bye-laws of the Company adopted on May 19, 2023;
“Company”	Giordano International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 709);
“Companies Act”	the Companies Act 1981 of Bermuda;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time-to-time;
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular;
“Requisition”	the subject requisition contained in the Requisition Notice relating to, among other things, the convening of a special general meeting of the Company for the purpose of considering the Proposed Resolutions;
“Requisition Notice”	a notice dated February 2, 2024 and received by the Board on February 5, 2024 from HKSCC Nominees Limited, as the nominee holder of the relevant shares beneficially owned by the Requisitionist, setting out the Requisition;
“Requisitioning Shareholder” or “Requisitionist”	Sino Wealth International Limited;

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at HKUST Business School Central, Room 1501-02, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Wednesday, April 3, 2024 at 3:00 p.m.;
“SGM Notice”	a notice convening the SGM as set out on pages 11 to 12 of this circular;
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD

GIORDANO
GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

Executive Directors:

Dr. LAU Kwok Kuen, Peter

(Chairman and Chief Executive)

Dr. CHAN Ka Wai

Mr. Mark Alan LOYND

Registered Office:

Clarendon House,
2 Church Street, Hamilton,
Pembroke, HM11,
Bermuda

Non-executive Directors:

Mr. TSANG On Yip, Patrick

Mr. LEE Chi Hin, Jacob

*Principal Place of Business
in Hong Kong:*

5th Floor
Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon
Hong Kong

Independent Non-executive Directors:

Dr. Barry John BUTTIFANT

Professor WONG Yuk (alias, HUANG Xu)

Dr. Alison Elizabeth LLOYD

February 23, 2024

To the Shareholders

Dear Sir or Madam,

**REQUISITION FOR A SPECIAL GENERAL MEETING
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

We refer to the announcement of the Company dated February 5, 2024 in relation to the Requisition Notice. The purpose of this circular is to provide Shareholders with (i) the information regarding the Proposed Resolutions under the Requisition; and (ii) the SGM Notice.

LETTER FROM THE BOARD

REQUISITION BY A SHAREHOLDER

On February 5, 2024, the Board received 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 beneficially owned by the Requisitioning Shareholder, representing, as at February 5, 2024, approximately 24.06% of the total issued 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 to be convened pursuant to Bye-Law 58 of the Bye-Laws and section 74 of the Companies Act for the purpose of considering the following Proposed Resolutions:

1. “**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.”
2. “**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.”
3. “**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.”
4. “**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.”
5. “**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.”
6. “**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.”
7. “**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.”

LETTER FROM THE BOARD

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. The Requisitioning Shareholder has subsequently informed the Company that the proposed appointment of an additional independent non-executive Director is to enable the Company to comply with the Listing Rules should the resolutions for the proposed removal of an executive Director and proposed appointments of executive and non-executive Directors be carried.

In response to the Company's request to the Requisitioning Shareholder to consider withdrawing Proposed Resolutions (6) and (7) for the reasons stated in the section "The Views of the Board" below, the Requisitioning Shareholder has informed the Company that (i) Proposed Resolution (6) constitutes a request to the Board to convene a meeting of the Board or the relevant committee of the Board to consider and pass all necessary resolutions in relation to the subject matter, and in its view, it does not conflict with the Board's power under Bye-Law 87; and (ii) Proposed Resolution (7) is an essential part of the Proposed Resolutions to give effect to Proposed Resolutions (1) to (6) and does not conflict with the Board's power to make decisions and/or sign or execute documents that it may determine to be appropriate to give effect to any members' resolutions properly put and passed.

The Requisitioning Shareholder has also provided biographical details of the individuals which are proposed to be appointed as Directors in the Proposed Resolutions contained in the Requisition Notice. Such details (which have not been independently verified by the Company) are set out in Appendix I to this circular.

THE VIEWS OF THE BOARD

The Board notes that pursuant to Bye-Law 58 of the Bye-Laws, members 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 secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or passing of any resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

In the context of Proposed Resolutions (1) to (5), the Board notes as follows:

- (i) Bye-Law 83(4) provides that members may at any general meeting duly convened by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his period of office, notwithstanding anything to the contrary in the Bye-Laws or in any agreement between the Company and such Director;
- (ii) Bye-Law 83(5) provides that any vacancy on the Board thereby created may be filled by the election or appointment by members at the meeting; and
- (iii) Bye-Law 83(1) further provides that Directors may be elected or appointed at any special general meeting called for such purpose.

LETTER FROM THE BOARD

Having taken legal advice, the Board notes in relation to Proposed Resolutions (6) and (7):

- (i) while the role of a managing director falls away when the Director ceases to be in office, the election or appointment of a managing director or a chief executive of the Company is a matter for the Board, expressly reserved under Bye-Law 87 of the Bye-Laws and as a matter of common law; and
- (ii) the Board also does not require shareholders of the Company to empower it to make decisions and/or sign or execute documents that it may determine to be appropriate to give effect to any members resolutions properly put and passed.

The Board is convening the SGM in compliance with the requirements of Bye-Law 58 of the Bye-Laws. It expresses no views in relation to the proposed removal and appointments of Directors in the Requisition Notice insofar as it is within the rights of the Requisitioning Shareholder to make such request and for other Shareholders to exercise their voting rights in support of or against Proposed Resolutions (1) to (5). The Board would, however, recommend that Shareholders vote against Proposed Resolutions (6) and (7) purely as a matter of corporate governance, given that those Proposed Resolutions purport to interfere with the powers of management of the Board as explained above. It should also be noted that the Company's two non-executive Directors and Dr. Barry John Buttifant, an independent non-executive Director, have voted against such recommendation insofar as they consider that the Board should express no view in relation to those two Proposed Resolutions. In any event, regardless of whether or not Proposed Resolutions (6) and (7) are carried at the SGM, the Board shall continue to exercise its independent management powers conferred by the Bye-Laws and Bermuda company laws.

SGM

The SGM Notice is set out on pages 11 to 12 of this circular to consider the Proposed Resolutions. A form of proxy for use at the SGM is enclosed with this circular.

GENERAL INFORMATION

Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll and pursuant to Bye-Law 66(1) of the Bye-Laws, save in limited circumstances, a resolution put to the vote of a meeting shall be decided by way of poll.

After the conclusion of the SGM, the poll results will be published on the respective websites of the Company (<http://corp.giordano.com.hk/en/announcements.aspx>) and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the rights of the Shareholders attending and voting at the special general meeting, the register of members of the Company will be closed from Wednesday, March 27, 2024 to Wednesday, April 3, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the SGM, 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 Tuesday, March 26, 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Giordano International Limited
LAU Kwok Kuen, Peter
Chairman and Chief Executive

The following information on the nominated Directors have been provided by or on behalf of the Requisitionist and have not been independently verified by the Company:

Mr. CURRIE, Colin Melville Kennedy

Mr. Colin Melville Kennedy Currie (“**Mr. Currie**”), aged 55, has over 30 years of international general management experience and board memberships across multiple consumer industries.

Mr. Currie is currently a Consultant of Chow Tai Fook Enterprises Limited. He was previously the Chief Executive Officer and Group Commercial Officer of AirAsia Digital Sdn Bhd during the period from November 2021 to November 2023. Previously, Mr. Currie spent 16 years at adidas AG since appointed as General Manager of adidas Hong Kong Limited in 2005. Mr. Currie subsequently held various key management roles during his tenure, most recently as Managing Director, Asia Pacific & Greater China of adidas Sports (China) Co., Ltd. Prior to joining adidas, Mr. Currie worked as marketing professionals in various industries including music and publishing, mobile telco, airlines, credit cards and hotels.

Mr. Currie, a Malaysian national, received an honours Bachelor degree in Hospitality Business Management from Leeds Beckett University in the United Kingdom. He also holds a post-graduate diploma in marketing from the United Kingdom’s Chartered Institute of Marketing.

Ms. CHENG Chi-Man, Sonia

Ms. Cheng Chi-Man, Sonia (“**Ms. Cheng**”), aged 43, is currently the Chief Executive Officer of Rosewood Hotel Group. Ms. Cheng is also a Vice-chairman and executive director of Chow Tai Fook Jewellery Group Limited (stock code: 1929) and an executive director of New World Development Company Limited (stock code: 0017), both companies listed on the Stock Exchange. She is also an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited. Ms. Cheng was an independent director of Primavera Capital Acquisition Corporation (a company listed on the New York Stock Exchange) from January 2021 to December 2022.

Ms. Cheng serves as a member of the Hong Kong Tourism Board and Chairman of its Marketing and Business Development Committee. She is also a Council member of The Chinese University of Hong Kong. Furthermore, Ms. Cheng is a member of the Fourteenth Guangzhou Municipal Committee of The Chinese People’s Political Consultative Conference of the People’s Republic of China.

Ms. Cheng holds a Bachelor of Arts Degree in Applied Mathematics with a concentration in Economics from Harvard University. She is the cousin-in-law of Mr. Tsang On Yip, Patrick, a non-executive Director, and the sister of Mr. Cheng Chi Leong, Christopher.

Mr. CHENG Chi Leong, Christopher

Mr. Cheng Chi Leong, Christopher (“**Mr. Cheng**”), aged 34, is currently an executive director of NWS Holdings Limited (stock code: 0659) (“**NWS**”), a company listed on the Stock Exchange. He has been with NWS since January 2019 and is mainly responsible for overseeing the business development and strategic investments of NWS. Mr. Cheng is a director and deputy CEO of Chow Tai Fook Enterprises Limited (“**CTFE**”), in charge of developing CTFE’s presence in China.

Prior to joining NWS, Mr. Cheng had worked in the venture capital and hedge fund industry for a number of years and has in-depth experience in portfolio management of global equities as well as the private markets and has substantial experience in corporate finance.

Mr. Cheng is a member of the thirteenth Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. Mr. Cheng holds a Bachelor of Arts in Economics Degree from Harvard University. He is the cousin-in-law of Mr. Tsang On Yip, Patrick, a non-executive Director, and the brother of Ms. Cheng Chi-Man, Sonia.

Mr. HUANG, Victor

Mr. Huang, Victor (“**Mr. Huang**”), aged 52, has over 30 years of experience in professional accounting, capital market and merger and acquisition. Mr. Huang joined PricewaterhouseCoopers Hong Kong in January 1993 and was admitted to partnership in July 2005. He left PricewaterhouseCoopers Hong Kong in June 2014. From July 2014 to August 2017, he was a partner of KPMG in Hong Kong.

Mr. Huang is currently an independent non-executive director of (i) Laobaixing Pharmacy Chain Joint Stock Company (stock code: 603883.SH), a company listed on the Shanghai Stock Exchange; (ii) Qingdao Haier Biomedical Co., Ltd. (stock code: 688139.SH), a company listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange; and the following companies which are listed on the Stock Exchange, namely (iii) COSCO SHIPPING Energy Transportation Co., Ltd. (stock code: 1138), (iv) ManpowerGroup Greater China Limited (stock code: 2180), (v) Scholar Education Group (stock code: 1769), (vi) Topsports International Holdings Limited (stock code: 6110), (vii) Shandong Hi-Speed New Energy Group Limited (stock code: 1250) and (viii) New Times Energy Corporation Limited (stock code: 0166). Mr. Huang was an independent non-executive director of China Bright Culture Group (stock code: 1859) from February 2020 to November 2020 and Evergrande Property Services Group Limited (stock code: 6666) from November 2020 to November 2021.

Mr. Huang was also an independent non-executive director of Trinity Limited (stock code: 0891, a company incorporated in Bermuda with limited liability) from December 2018 to December 2020. On 13 August 2021, the Supreme Court of Bermuda ordered that Trinity Limited be wound up. As disclosed in its interim report of 2020, Trinity Limited and its group is principally engaged in the retailing and wholesale of premium menswear in Greater China and Europe, as well as licensing its fully owned brands globally.

Mr. Huang is a member of the Hong Kong Institute of Certified Public Accountants and The Hong Kong Independent Non-Executive Director Association. He is also a Certified Independent Non-executive Director by the Shanghai Stock Exchange. Mr. Huang received a bachelor's degree of arts from the University of California, Los Angeles in September 1992.

Mr. Huang has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of 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 proposed appointment.

General

As at 16 February 2024, save as disclosed above, there is no other information in relation to the proposed appointment of each of Mr. Currie, Ms. Cheng, Mr. Cheng and Mr. Huang that is required to be disclosed pursuant to Rule 13.51(2), in particular its sub-paragraphs (h) to (v), of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF SPECIAL GENERAL MEETING

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Giordano International Limited (the “**Company**”) as requisitioned by one of its shareholders will be held at HKUST Business School Central, Room 1501-02, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Wednesday, April 3, 2024 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**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.”
2. “**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.”
3. “**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.”
4. “**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.”
5. “**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.”
6. “**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.”

NOTICE OF SPECIAL GENERAL MEETING

7. “**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.”

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

Hong Kong, February 23, 2024

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 notorially 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 special general meeting, the register of members of the Company will be closed from Wednesday, March 27, 2024 to Wednesday, April 3, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the special 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 Tuesday, March 26, 2024.
- (6) Details of the Directors proposed to be appointed (resolutions 2, 3, 4 and 5) are set out in Appendix I to this circular.
- (7) In accordance with the Listing Rules and the Bye-Laws of the Company, voting on the above resolutions will be taken by poll.
- (8) 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/en/announcements.aspx>) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.