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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.”
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 the circular of the Company dated February 23, 2024 (the “**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 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 the 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.

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.