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GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON APRIL 3, 2024 AND (2) CHANGES TO THE BOARD

Giordano International Limited (the “**Company**”) refers to its circular (the “**Circular**”) and the notice of special general meeting (the “**SGM**”) of the Company both dated February 23, 2024. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board hereby announces that all the proposed resolutions set out in the notice of the SGM were duly passed by the Shareholders by way of poll at the SGM held on April 3, 2024.

As at the date of the SGM, the total number of issued Shares of the Company was 1,614,070,518 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the SGM. To the best of the knowledge and information of the Directors after having made all reasonable enquiries, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the SGM under the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the SGM.

Tricor Abacus Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The Executive Directors; namely, Dr LAU Kwok Kuen, Peter, Dr CHAN Ka Wai and Mr Mark Alan LOYND attended the SGM. The Non-executive Directors; namely, Mr TSANG On Yip, Patrick and Mr LEE Chi Hin, Jacob and the Independent Non-executive Directors; namely, Dr Barry John BUTTIFANT, Professor WONG Yuk (alias, HUANG Xu) and Dr Alison Elizabeth LLOYD were unable to attend the SGM.

The poll results in respect of all the proposed resolutions at the SGM are set out below:-

Ordinary Resolutions		Number of Votes (Approximate percentage)	
		For	Against
1.	To remove Dr. LAU Kwok Kuen, Peter from his position as a Director.	389,000,400 (66.07%)	199,808,290 (33.93%)
2.	To appoint Mr. CURRIE, Colin Melville Kennedy as an Executive Director.	389,290,400 (66.11%)	199,518,290 (33.89%)
3.	To appoint Ms. CHENG Chi-Man, Sonia as a Non-executive Director.	389,290,400 (66.11%)	199,518,290 (33.89%)
4.	To appoint Mr. CHENG Chi Leong, Christopher as a Non-executive Director.	389,290,400 (66.11%)	199,518,290 (33.89%)
5.	To appoint Mr. HUANG, Victor as an Independent Non-executive Director.	389,330,400 (66.13%)	199,428,290 (33.87%)
6.	To request the Board to, forthwith following the conclusion of the Meeting, convene Board or Board committee meetings for the purpose of passing all necessary resolutions to remove or terminate Dr. LAU Kwok Kuen, Peter from his position as the Chief Executive of the Company and to appoint Mr. CURRIE, Colin Melville Kennedy (the proposed Executive Director) as the new Chief Executive of the Company with immediate effect or as soon as possible after the date of passing of the relevant resolutions.	389,000,400 (66.07%)	199,758,290 (33.93%)

Ordinary Resolutions		Number of Votes (Approximate percentage)	
		For	Against
7.	To authorize any one or more of the Directors or the secretary of the Company 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.	389,000,400 (66.07%)	199,758,290 (33.93%)

Note: The full text of the above resolutions is set out in the notice of the SGM.

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 7, all of the aforesaid resolutions were duly passed as ordinary resolutions of the Company.

CHANGES TO THE BOARD

As resolutions numbered 1 to 5 set out above were duly passed by the Shareholders at the SGM, with effect from the conclusion of the SGM on April 3, 2024:

1. Dr LAU Kwok Kuen, Peter was removed from his position as a Director, as a result of which he also automatically ceased to be the Chairman of the Board, the Chairman of each of the Nomination Committee and the Management Committee as well as a member of the Remuneration Committee of the Company. He also ceased to qualify as the authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”);
2. Mr Colin Melville Kennedy CURRIE (“**Mr Currie**”) was appointed as an Executive Director;
3. Ms CHENG Chi-Man, Sonia (“**Ms Cheng**”) was appointed as a Non-executive Director;

4. Mr CHENG Chi Leong, Christopher (“**Mr Cheng**”) was appointed as a Non-executive Director; and
5. Mr Victor HUANG (“**Mr Huang**”) was appointed as an Independent Non-executive Director.

The biographical details of each of Mr Currie, Ms Cheng, Mr Cheng and Mr Huang (together, the “**Appointees**”) were set out in Appendix I to the Circular. Save that the Company has been informed that (a) Ms Cheng is also a member of the Thirteenth Guangdong Provincial Committee of The Chinese People’s Political Consultative Conference of the People’s Republic of China, and (b) Mr Huang ceased to be an independent non-executive director of Laobaixing Pharmacy Chain Joint Stock Company (stock code: 603883.SH), a company listed on the Shanghai Stock Exchange, from February 2024, each of the Appointees has confirmed that there is no material change to his/her biographical details as disclosed in Appendix I to the Circular and that the statements in respect of himself/herself as contained therein remain true, accurate and complete as at the date of this announcement. The Company has not entered into any service contract or letter of appointment with any of the Appointees. Each of the Appointees is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company.

Save as disclosed above and in Appendix I to the Circular, the Company has not been informed of any other information in relation to the appointment of the Appointees as Directors 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.

In addition, Mr Huang has confirmed to the Company (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 had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

A meeting of the Board has been scheduled for April 5, 2024 to deal with the election of the new Chairman of the Board, vacancies of the relevant Board committees arising as a result of the resolutions passed, the proposed removal and appointment of the Chief Executive of the Company, the appointment of an additional Authorised Representative and any other changes that the Board may then determine. Further announcement(s) will be made as and when appropriate.

By Order of the Board
Mark Alan LOYND
Executive Director

Hong Kong, April 3, 2024

At the date of this announcement, the Board comprises three executive directors; namely, Dr CHAN Ka Wai, Mr Mark Alan LOYND and Mr Colin Melville Kennedy CURRIE; four non-executive directors; namely, Mr TSANG On Yip, Patrick, Mr LEE Chi Hin, Jacob, Ms CHENG Chi-Man, Sonia and Mr CHENG Chi Leong, Christopher; and four independent non-executive directors; namely, Dr Barry John BUTTIFANT, Professor WONG Yuk (alias, HUANG Xu), Dr Alison Elizabeth LLOYD and Mr Victor HUANG.