
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Giordano International Limited to be held at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, May 21, 2021 at 9:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the annual 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 annual 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.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 ("**COVID-19**") at the AGM, including:

- mandatory screening of body temperatures
- mandatory wearing of face masks and maintaining a safe distance between seats
- no distribution of refreshments
- disinfection of hands

The Company requires attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.



CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE AGM	1
DEFINITIONS	2
LETTER FROM THE BOARD	
Introduction	4
General Mandates to Issue and Repurchase Shares	5
Re-election of Directors	5
Annual General Meeting	5
General Information	6
Voting by Poll	6
Responsibility Statement	6
Recommendation	6
APPENDIX I — EXPLANATORY STATEMENT	7
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	10
NOTICE OF ANNUAL GENERAL MEETING	13

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

PRECAUTIONARY MEASURES FOR THE AGM

The health of our Shareholders and other stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders and other stakeholders from the risk of infection:

- (i) Mandatory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) The attendees must wear face masks inside the AGM venue at all times, and shall maintain a safe distance between seats;
- (iii) No refreshments will be served; and
- (iv) There will be disinfection of hands and footwear at the entrance of the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for its prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the AGM Circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investor Relations" section of the Company's website at <http://corp.giordano.com.hk/>.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

If any Shareholder has any questions relating to the AGM, please contact Tricor Abacus Limited, the Company's Hong Kong Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 5th Floor, Tin On Industrial Building, 777–779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, May 21, 2021 at 9:30 a.m.;
“AGM Notice”	a notice convening the AGM as set out on pages 13 to 16 of this circular;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company adopted on May 24, 2019;
“Close Associate(s)”	has the same meaning as defined in rule 1.01 of the Listing Rules;
“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 as amended from time-to-time;
“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;
“Latest Practicable Date”	April 16, 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time-to-time;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, the number of which shall not exceed 10% of the total number of issued Shares as at the date of passing of the relevant resolution;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company;
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares, the number of which shall not exceed 5% of the total number of issued Shares as at the date of passing of the relevant resolution;
“Shareholder(s)”	holder(s) of the Share(s) for the time being;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (approved by the Securities and Futures Commission as amended from time-to-time); and
“%”	per cent.

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:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Non-executive Directors:

Dr. CHENG Chi Kong *JP*

Mr. CHAN Sai Cheong

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

Mr. KWONG Ki Chi *GBS, JP*

Professor WONG Yuk (alias, HUANG Xu)

Dr. Alison Elizabeth LLOYD

April 21, 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF AGM**

INTRODUCTION

The primary purposes of this circular are to provide you information regarding the resolutions to be proposed at the AGM and to give you the AGM Notice. Resolutions to be proposed at the AGM include, among other businesses, ordinary resolutions to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate and the Repurchase Mandate to the Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on May 22, 2020, the Directors were granted a general mandate to repurchase Shares on the Stock Exchange. The existing repurchase mandate will expire at the conclusion of the AGM. As at the Latest Practicable Date, a total of 870,000 Shares have been repurchased pursuant to the existing repurchase mandate. At the AGM, among other businesses, resolutions will be proposed to grant the Share Issue Mandate and the Repurchase Mandate to the Directors.

Subject to the passing of the proposed resolution for the grant of the Share Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Share Issue Mandate to issue up to a maximum of 78,884,025 Shares, being 5% of the total number of issued Shares as at the Latest Practicable Date. Each of the Share Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the annual general meeting of the Company next following the AGM or any earlier date as referred to in resolutions numbered 6 and 7 set out in the AGM Notice.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 84(1) of the Bye-Laws, one-third of the Directors (other than the Chairman or Managing Director) shall retire from office, including those appointed for a specific term, by rotation at least once every 3 years. Accordingly, Dr. CHAN Ka Wai, Professor WONG Yuk (alias, HUANG Xu) and Dr. Alison Elizabeth LLOYD will retire by rotation at the AGM pursuant to the Bye-Law. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 16 of this circular to consider the resolutions relating to, among other businesses, the re-election of the retiring Directors, the grant of the Share Issue Mandate and the Repurchase Mandate to the Directors. A form of proxy for use at the AGM is enclosed with this circular.

LETTER FROM THE BOARD

GENERAL INFORMATION

Whether or not you are able to attend the AGM 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM 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. Therefore, the Chairman will demand a poll for all the resolutions put to the vote at the AGM pursuant to Bye-Law 66(2) of the Bye-Laws.

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

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.

RECOMMENDATION

The Board considers that the proposals mentioned above, including the re-election of the retiring Directors, granting of the Share Issue Mandate and the Repurchase Mandate to the Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,577,680,518.

Subject to the passing of the resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 157,768,051 Shares, being 10% of the total number of issued Shares as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at December 31, 2020, being the date of its latest audited consolidated financial statements were made up to. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group which in the opinion of the Directors are from time-to-time appropriate for the Group.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	Trading Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	1.61	1.32
May	1.57	1.05
June	1.39	1.10
July	1.25	1.07
August	1.45	1.14
September	1.48	1.28
October	1.40	1.19
November	1.36	1.15
December	1.30	1.12
2021		
January	1.40	1.12
February	1.72	1.29
March	1.67	1.47
April (up to the Latest Practicable Date)	1.59	1.48

5. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases or the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sino Wealth International Limited ("**Sino Wealth**") is beneficially interested in 384,830,000 Shares, representing approximately 24.39% of the issued Shares. Sino Wealth is wholly-owned by Chow Tai Fook Nominee Limited ("**CTFN**"), which is in turn controlled by Chow Tai Fook (Holding) Limited ("**CTF**"). Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited held approximately 49.0% and 46.7% interest in Chow Tai Fook Capital Limited, respectively, which in turn held an approximately 81.0% interest in CTF. Accordingly, each of CTFN, CTF, Chow Tai Fook Capital Limited, Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited is deemed to have an interest in the Shares held by Sino Wealth.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Sino Wealth, CTFN, CTF, Chow Tai Fook Capital Limited, Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited would be increased to approximately 27.10% of the issued Shares. Such increase will not give rise to any obligation under rules 26 and 32 of the Takeovers Code to make a mandatory offer. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company, however, has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time-to-time.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares during the 6 months immediately preceding the Latest Practicable Date.

7. GENERAL

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries any Shares nor has he/she/it undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The biographical details of the three Directors to be re-elected at the AGM are set out as follows:

(1) Dr. CHAN Ka Wai

Dr. CHAN Ka Wai (*Executive Director*), aged 44, joined the Group in January 2000 and was appointed as an Executive Director and the Chief Operating Officer of the Company on June 20, 2014 and April 1, 2015, respectively. He is a member of the Management Committee of the Company and also a director of certain subsidiaries and a joint venture of the Group. Dr. CHAN is responsible for the Group's operations to meet budget and other financial goals, as well as establishing goals, allocating resources and assessing policies to drive the Group's performance. Dr. CHAN has over 19 years of experience in the apparel retailing and marketing business.

Dr. CHAN is a member of Certified Practicing Accountant Australia and a Fellow of the Chartered Institute of Arbitrators in London. He holds a Doctorate degree in Business Administration and Bachelor of Science in Textile from The Hong Kong Polytechnic University and a Master of Arts in Global Business Management and a Master of Laws in Arbitration and Dispute Resolution from City University of Hong Kong and a Master of Accountancy from Hong Kong Baptist University.

Save as disclosed above, as at the Latest Practicable Date, Dr. CHAN does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Dr. CHAN has personal interests of 600,000 Shares and 10,700,000 underlying Shares in respect of share options granted under the share option schemes of the Company. Save as disclosed above, Dr. CHAN did not have, and was not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Dr. CHAN regarding his appointment as an Executive Director. Pursuant to a letter of appointment signed between Dr. CHAN and the Company, Dr. CHAN is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Dr. CHAN does not receive any director's fee.

(2) Professor WONG Yuk (alias, HUANG Xu)

Professor WONG Yuk (alias, HUANG Xu) (*Independent Non-executive Director*), aged 50, was appointed as an Independent Non-executive Director on November 11, 2015. He is also chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company.

Professor HUANG received his PhD from the University of Groningen (The Netherlands), Master of Arts from Lancaster University (England), and Honours Diploma from Lingnan University (Hong Kong). Currently, he is the Professor and the Head of Department of Management, the Associate Dean of the School of Business (Research & Postgraduate Studies), the Programme Director of Master of Business Administration and Master of Science in Business Management and the Associate Director of Centre for Human Resources Strategy and Development of Hong Kong Baptist University.

Since 2010, he has served as an Adjunct Professor in the Centre for Work, Organization and Wellbeing, Griffith University. He has also been appointed as a Visiting Chair Professor in Shanghai University of Finance and Economics since 2012. He is Deputy Editor of the Management and Organization Review, and a member of editorial board for Academy of Management Journal and Human Relations.

Professor HUANG's research interests include leadership, power, proactive and abnormal work behaviors, employees' well-being; cross cultural psychology and management issues in China. He has published more than 60 papers in international journals including Academy of Management Journal, Journal of Applied Psychology, Journal of International Business Studies, Journal of Management, Leadership Quarterly, Journal of Organizational Behavior, Human Relations and so forth.

Save as disclosed above, as at the Latest Practicable Date, Professor HUANG does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Professor HUANG did not have, and was not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is no service contract entered into between Professor HUANG and the Company. Pursuant to a letter of appointment signed between Professor HUANG and the Company, Professor HUANG has been 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 by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Professor HUANG is entitled to a director's fee of HK\$390,000 per annum for acting as an Independent Non-executive Director and chairman and/or member of certain board committees of the Company. Such fee is determined by the Board by reference to his duties and responsibilities within the Company and the prevailing market conditions.

(3) Dr. Alison Elizabeth LLOYD

Dr. Alison Elizabeth LLOYD (*Independent Non-executive Director*), aged 45, was appointed as an Independent Non-executive Director on March 7, 2019. She is also a member of both the Audit Committee and the Nomination Committee of the Company.

She is the associate vice-president (Institutional Research and Strategic Planning) of Hong Kong Baptist University (“**HKBU**”) since May 13, 2020. As Associate Vice-President (Institutional Research and Strategic Planning), Dr Lloyd plays an instrumental role in supporting the advancement of HKBU, particularly in the implementation of the Institutional Strategic Plan (2018-2028). She leads efforts to spearhead the use of analytics and business intelligence to foster a culture of data-informed decision-making, and support a number of planning-related initiatives.

She was a director of International Affairs of The Hong Kong Polytechnic University (“**PolyU**”), Dr. Lloyd oversaw the strategic development and coordination of international partnerships, international recruitment, mobility opportunities, and institutional relations. As Director of Institutional Research and Planning of PolyU, she steered strategic planning, performance monitoring, university rankings, business intelligence, and analytics.

Prior to joining academia, she worked in management consultancy in Hong Kong. Her previously consulting engagements cover strategy, business process review and improvement, performance management frameworks and change management for both private and public sector organizations in Hong Kong and Asia. Currently, Dr. LLOYD serves on a number of advisory boards and steering committees pertaining to international higher education.

Save as disclosed above, as at the Latest Practicable Date, Dr. LLOYD does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last 3 years in any other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Dr. LLOYD did not have, and was not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no service contract entered into between Dr. LLOYD and the Company. Pursuant to a letter of appointment signed between Dr. LLOYD and the Company, Dr. LLOYD has been 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 by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Bye-Laws. Dr. LLOYD is entitled to a Director’s fee of HK\$370,000 per annum for acting as an Independent Non-executive Director and as member of certain Board committees of the Company. Such fee is determined by the Board by reference to her duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, there are no other matters or information relating to the above Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Giordano International Limited (the “**Company**”) will be held at 5th Floor, Tin On Industrial Building, 777–779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, May 21, 2021 at 9:30 a.m. to transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended December 31, 2020;
2. To declare a final dividend of 6.9 HK cents per share for the year ended December 31, 2020;
3. Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Directors**”):
 - (a) Dr. CHAN Ka Wai as an executive Director;
 - (b) Professor WONG Yuk (alias, HUANG Xu) as an Independent Non-executive Director; and
 - (c) Dr. Alison Elizabeth LLOYD as an Independent Non-executive Director;
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
5. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the Board to fix its remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolutions, with or without modifications:

ORDINARY RESOLUTIONS

6. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power(s) be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power(s) after the end of the Relevant Period;

- (c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the bye-laws of the Company shall not exceed the aggregate of 5% of the total number of shares of the Company in issue as at the date of the passing of this resolution; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the bye-laws of the Company to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
 - (b) the total number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the bye-laws of the Company to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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

Hong Kong, April 21, 2021

NOTICE OF ANNUAL GENERAL MEETING

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 annual general meeting, the register of members of the Company will be closed from Friday, May 14, 2021 to Friday, May 21, 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the annual 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, May 13, 2021.
- (6) For determining the entitlement for the proposed final dividend, the register of members of the Company will be closed from Tuesday, June 1, 2021 to Thursday, June 3, 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, May 31, 2021.
- (7) Details of the Directors standing for re-election (resolutions 3(a), 3(b) and 3(c)), further information on the general mandates to issue and repurchase shares of the Company (resolutions 6 and 7) are set out in this circular.
- (8) In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
- (9) 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>) 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.