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GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

THIS NOTICE is supplemental to the notice of the annual general meeting (the “**Notice of AGM**”) dated April 21, 2021 issued by Giordano International Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) 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.

Details of the proposed resolutions to be considered at the AGM are set out in the Notice of AGM. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular of the Company dated April 21, 2021.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM 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. for the purpose of considering and, if thought fit, passing the following resolution in addition to the resolutions set out in the Notice of AGM:

ORDINARY RESOLUTION

8. “**THAT:**

Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval of the listing of, and permission to deal in, the ordinary shares of HK\$0.05 each in the share capital of the Company (the “**Shares**”), to be issued pursuant to the exercise of the share options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and, for the purposes of identification, signed by the Chairman of the meeting and summarised in the supplemental circular of the Company dated April 29, 2021, be and is hereby approved and adopted; and the directors of the Company (the

“**Directors**”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:

- (a) administering the New Share Option Scheme under which options will be granted to the eligible Participants (as defined in the New Share Option Scheme) to subscribe for Shares, including but not limited to determining and granting options in accordance with the terms of the New Share Option Scheme;
- (b) modifying and/or amending the rules of the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (c) allotting and issuing from time to time such number of Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme and subject to the Listing Rules;
- (d) making application at appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme; and
- (e) conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on June 9, 2011 and amended on May 22, 2012 (the “**Existing Share Option Scheme**”) be and is hereby terminated with effect from the date of adoption of the New Share Option Scheme and that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.”

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

Hong Kong, April 29, 2021

Notes:

- (1) The Second Proxy Form is enclosed with the supplemental circular of the Company dated April 29, 2021 (the “**Supplemental Circular**”). Please refer to page 14 of the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
- (2) Please refer to the Notice of AGM for details of the other resolutions to be passed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
- (3) Details of the adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme (resolution 8) are set out in this Supplemental Circular.

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, Dr CHENG Chi Kong and Mr CHAN Sai Cheong; and four independent non-executive directors; namely, Dr Barry John BUTTIFANT, Mr KWONG Ki Chi, Professor WONG Yuk (alias, HUANG Xu) and Dr Alison Elizabeth LLOYD.