

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

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Giordano International Limited.

GIORDANO

CLEAR PROSPER GLOBAL LIMITED

(Incorporated in the British Virgin Islands with limited liability)

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 709)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF COMPOSITE DOCUMENT
RELATING TO
VOLUNTARY CONDITIONAL CASH OFFERS BY
HALCYON SECURITIES LIMITED
FOR AND ON BEHALF OF
CLEAR PROSPER GLOBAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES
(OTHER THAN THOSE ALREADY OWNED
BY THE OFFEROR AND ITS CONCERT PARTIES) IN AND
TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF
GIORDANO INTERNATIONAL LIMITED**

Financial Adviser to the Offeror



Halcyon Capital Limited

Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by Clear Prosper Global Limited (the “**Offeror**”) and Giordano International Limited (the “**Company**”) dated 23 June 2022 in relation to, among other things, the voluntary conditional cash offers by Halcyon Securities Limited, for and on behalf of the Offeror, (i) to acquire all the issued shares of the Company (other than those already owned by the Offeror and parties acting in concert with it) and (ii) to cancel all the outstanding share options of the Company. Unless the context requires otherwise, terms defined in the Joint Announcement shall have the same meanings when used herein.

DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, the Offeror and the Company are required to despatch the Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders containing its recommendations in respect of the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers, together with the relevant Forms of Acceptance, to the Independent Shareholders and the Optionholders within 21 days of the date of the Joint Announcement (i.e. by 14 July 2022) pursuant to Rule 8.2 of the Takeovers Code, or such later date as the Executive may approve.

As additional time is required to finalise the Composite Document and the accompanying Forms of Acceptance, an application for consent has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has indicated that it is minded to grant its consent, for an extension of the latest date for the despatch of the Composite Document (accompanied by the relevant Forms of Acceptance) to a date falling on or before 29 July 2022.

Further announcement(s) will be made by the Offeror and the Company as and when appropriate in compliance with the Takeovers Code.

WARNING

Upon receipt of the Composite Document and the accompanying Forms of Acceptance, Independent Shareholders and Optionholders are strongly advised to read them carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser in respect of the Offers, before deciding whether or not to accept the Offers.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of directors of
Clear Prosper Global Limited
TSANG On Yip, Patrick
Director

By order of the Board of
Giordano International Limited
LAU Kwok Kuen, Peter
Chairman and Chief Executive

Hong Kong, 14 July 2022

As at the date of this joint 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 three independent non-executive Directors; namely, Dr. Barry John BUTTIFANT, Professor WONG Yuk (alias, HUANG Xu) and Dr. Alison Elizabeth LLOYD.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and its Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. TSANG On Yip, Patrick, Mr. LEE Chi Hin Jacob and Mr. CHENG Chi Him are the directors of the Offeror, and Dr. CHENG Kar Shun, Mr. CHENG Kar Shing, Ms. SUN CHENG Lai Ha Cecilia, Ms. DOO CHENG Sau Ha Amy, Mr. CHENG Chi Heng, Dr. CHENG Chi Kong, Mr. TSANG On Yip, Patrick, Mr. CHENG Yu Wai, Mr. CHENG Sek Hung, Timothy and Mr. CHAN Allan Sau Kit are the directors of CTFH.

All the directors of each of the Offeror and CTFH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group, the Directors or parties acting in concert with the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.