

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Giordano Holdings Limited ( 佐丹奴企業有限公司 ) will be held at the East and West Room, 23rd Floor, Mandarin Oriental Hotel, Central, Hong Kong on Monday, 16th May, 1994 at 9:30 a.m. for the following purposes:-

1. To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December, 1993.
2. To declare a final dividend.
3. To elect directors.
4. To appoint auditors and authorize the directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:-

### ORDINARY RESOLUTIONS

(1) "THAT

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to allot, issue or otherwise deal with additional shares in the capital of the Company pursuant to Section 57B of the Companies Ordinance and to make or grant offers, agreements and options which might require the exercise of such power;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate number of shares in the share capital of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to the mandate given in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under the share option scheme of the Company which has been approved by the Company, shall not exceed 20 percent of the total number of shares in the share capital of the Company in issue as at the date of this Resolution; and
- (d) for the purpose of this Resolution:-

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or regulations in any territory outside Hong Kong).”

(2) “THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to exercise all powers of the Company to purchase shares in the capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange as amended from time to time;
- (b) the aggregate number of shares in the share capital of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the aggregate number of shares in the share capital of the Company in issue at the date of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of Ordinary Resolution (1) as set out in the notice convening this meeting, the general mandate granted to the directors of the Company under the said Resolution (1) to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period be and is hereby extended by the addition of an amount representing the aggregate number of shares in the share capital of the Company purchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 percent of the aggregate number of shares in the share capital of the Company in issue at the date of this Resolution; and
- (d) for the purpose of this Resolution:–

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and

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(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or regulations in any territory outside Hong Kong).”

- (3) “THAT the directors of the Company be and are hereby authorized from the date of the passing of this Resolution up to the date of the next following annual general meeting of the Company (both dates inclusive) to effect and arrange further purchases of garment products as trading stock by the Company and its subsidiaries (the “Group”) from Comitex Holdings Limited and its subsidiaries (the “Comitex Group”) provided that any further such purchase shall always have to be approved or ratified by a committee of the board of directors of the Company comprising at least two non-executive directors of the Company having no interest (whether directly or indirectly) in the transaction being considered for approval, such committee having satisfied itself that the relevant purchase is being or has been made on normal commercial terms and in the ordinary and usual course of business of the relevant member of the Group.”
- (4) “THAT
- (a) the sourcing of raw materials and the processing of garments and other accessories during the period between the date of the passing of this Resolution up to the date of the next following annual general meeting of the Company (both dates inclusive) (the “Relevant Period”) by Cohin Knitting & Garment Manufacturers Limited (“Cohin”) and Gloss Mind Casual Wear Limited (formerly known as Gloss Mind Limited) (“Gloss Mind”) for a joint venture formed by the Company with Mr. Jimmy Lai Chee Ying on 20th July, 1992 (the “Joint Venture Operation”) pursuant to the terms and conditions of certain garment processing agreements (the “Garment Processing Agreements”) entered into between the Joint Venture Operation and each of Cohin and Gloss Mind respectively on 20th July, 1992 be and is hereby approved subject always that each transaction effected pursuant to the Garment Processing Agreements shall require the approval or ratification by a committee of the board of directors of the Company comprising at least two non-executive directors of the Company having no interest (whether directly or indirectly) in such transaction, such committee having satisfied itself that the relevant transaction is being or has been made on normal commercial terms and in the ordinary and usual course of business of Cohin or Gloss Mind (as the case may be); and
- (b) the Joint Venture Operation be and is hereby authorized during the Relevant Period to retain Comitex Holdings Limited and/or any of its subsidiaries for the purposes of sourcing raw materials and processing garments and other accessories for the business of the Joint Venture Operation subject always that each transaction effected pursuant to the said arrangements shall require the approval or ratification by a committee of the board of directors of the Company comprising two

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non-executive directors of the Company having no interest (whether directly or indirectly) in such transaction, such committee having satisfied itself that the relevant transaction is being or has been made on normal commercial terms and in the ordinary and usual course of business of the Joint Venture Operation.”

- (5) “THAT the rules of the Employee Share Option Scheme of the Company adopted by resolution of the Company in general meeting on 23rd May, 1991 (as amended) (“the Scheme”) be and are hereby further amended by extending the period within which share options can be exercised so that “Option Period” as defined in the rules of the Scheme (the “Scheme Rules”) shall, in respect of any share option, commence on such date falling at least six months after the date of grant of such share option as the Directors may at the time when they offer to grant such share option determine and expire at the expiration of the Scheme, being the tenth anniversary of the date of its adoption, and that the Directors be hereby authorized to proceed with effecting such amendments to the Scheme Rules and the terms and conditions of any share options already granted and execute such other acts as may be necessary to put into effect the said amendment to the Scheme Rules in relation to share options previously granted under the Scheme as well as share options to be granted thereunder.”

By Order of the Board  
**Chan Kui Tim, Jimmy**  
Secretary

Dated 20th April, 1994

Notes:–

- (1) *A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.*
- (2) *To be valid, a form of proxy together with the power of attorney or other 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 share registrars, Abacus Share Registrars Limited, 10th Floor, Caroline Centre, 28 Yun Ping Road, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.*
- (3) *The register of members of the Company will be closed from 11th May, 1994 to 16th May, 1994, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend (which will be payable on or about 17th May, 1994) to be approved at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Abacus Share Registrars Limited, 10th Floor, Caroline Centre, 28 Yun Ping Road, Causeway Bay, Hong Kong not later than 5:00 p.m. on 10th May, 1994.*
- (4) *An explanatory statement containing the information regarding the Ordinary Resolutions set out in the above notice will be sent to shareholders with the Company's 1993 Annual Report.*