
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, 15th May, 1995 at 10:30 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, 1994.
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) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to issue, allot 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 subject to the following conditions:-
 - (i) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may 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; and
 - (ii) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to such mandate, otherwise than pursuant to (aa) a Rights Issue; (bb) 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 (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company, or (dd) any scrip dividend or other similar scheme implemented in accordance with the Articles of Association of the Company, shall not exceed 20 percent of the total aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; and

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(b) for the purpose of this Resolution:-

(i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-

- (1) the conclusion of the next annual general meeting of the Company;
- (2) 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
- (3) 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

(ii) “Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on its 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 of or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

(2) “THAT

(a) 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 the following conditions:-

- (i) the exercise of all powers pursuant to such mandate shall be 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; and
- (ii) the aggregate nominal amount of shares in the share capital of the Company to be purchased by the Company pursuant to such mandate shall not exceed 10 percent of the aggregate nominal amount of share capital of the Company in issue at the date of this Resolution; and

(b) 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.”
- (3) **“THAT** the extension of the general mandate to be granted to the directors of the Company pursuant to Resolution (1) to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that Resolution) by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the directors pursuant to their exercise of the powers of the Company to purchase such shares be and is hereby approved, provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”
- (4) **“THAT** 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 (“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 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).”

By Order of the Board
Chan Kui Tim, Jimmy
Director and Secretary

Hong Kong, 13th April, 1995

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 9th May, 1995 to 15th May, 1995, 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 16th May, 1995) 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 8th May, 1995.*
- (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 1994 Annual Report.*