

茲通告 Giordano International Limited (「本公司」) 謹訂於一九九六年四月二十四日星期三上午九時三十分假座香港中環文華東方酒店23樓東西廳舉行股東週年大會，處理下列事項：—

1. 省覽截至一九九五年十二月三十一日止年度之經審核賬目、董事會及核數師報告書。
2. 宣佈派發末期股息。
3. 重選一位退任董事。
4. 聘任核數師及授權董事會釐定其酬金。
5. 考慮並酌情通過或經修訂後通過下列普通決議案及特別決議案：—

#### 普通決議案

(1) 「動議：

- (A) 無條件授予本公司董事會一項一般性授權，可於有關期間內發行、配發或處理本公司股本中之額外股份，並作出或授予可能須行使該等權力之建議、協議及購股權，惟須符合下列條件：—
- (a) 該項授權之有效期不可超越有關期間，但本公司董事會可在有關期間內作出或授予可能於有關期間內或屆滿後行使該等權力之建議、協議及購股權；及
  - (b) 本公司董事會依據上述授權而配發、發行或處理本公司股本中之股份（除因：(aa)供

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Giordano International Limited (the "Company") will be held at the East and West Room, 23rd Floor, Mandarin Oriental Hotel, Central, Hong Kong on Wednesday, 24th April, 1996 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, 1995.
2. To declare a final dividend.
3. To re-elect a retiring director.
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 and Special Resolution:—

#### 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 and to make or grant offers, agreements and options which might require the exercise of such power, subject to the following conditions:—
- (a) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may during the Relevant Period 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
  - (b) 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

股：(bb)依據本公司所發行賦有權力認購或購買本公司股份之認股權證或其他證券之條款而行使認購權或兌換股權；或(cc)行使本公司股東已採納可向本公司及／或其任何附屬公司僱員授出購股權認購本公司股份之僱員購股權計劃所授出之購股權；或(dd)根據本公司細則訂立之以股代息或其他類似計劃而發行之股份除外)面值總額不得超過本公司於本決議案日期已發行股本面值總額之20%；及

(B) 就本決議案而言：—

(a) 「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權；及

(b) 「供股」乃指本公司董事會於所定期間內根據某一指定記錄日期名列股東名冊之股東於該日之持股比例向彼等提出之股份發售建議(惟本公司董事會有權就零碎配額，或就考慮任何香港以外地區

mandate, otherwise than pursuant to (aa) a Rights Issue; or (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 script dividend or other similar scheme implemented in accordance with the Bye-Laws of the Company, shall not exceed 20% of the total aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; and

(B) for the purpose of this Resolution:—

(a) "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest 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 its Bye-Laws or any applicable laws of Bermuda 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

(b) "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

但適用於本公司之法律及法規下之限制或責任或任何認可管制機構或任何證券交易所之規定後，作出其認為必須或權宜取消若干股東在此方面之權利或作出其他安排)。」

obligations under the laws of or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

(2) 「動議：

- (A) 無條件授予本公司董事會一項一般性授權，可於有關期間內行使本公司一切權力購回本公司股本中之股份，惟須符合下列條件：—
- (a) 根據該項授權行使一切權力，惟須遵守所有適用法例及香港聯合交易所有限公司證券上市規則或任何其他適用之證券交易所規定；及
- (b) 本公司依據上述授權而購回之本公司股本中之股份面值總額，不得超過本公司於本決議案日期之已發行股本面值總額之10%；及
- (B) 就本決議案而言，「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：—
- (a) 本公司下屆股東週年大會結束；
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及

(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:—
- (a) 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
- (b) the aggregate nominal amount of shares in the share capital of the Company to be purchased pursuant to such mandate shall not exceed 10% 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 earliest of:—
- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and

(c) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。」

(3) 「動議批准將本公司董事會根據上文第(1)項決議案所獲可在有關期間(按該決議案之定義)發行、配發或處理本公司之額外股份之一般授權擴大,使根據該項一般授權可發行、配發或處理之本公司股份面值總額增加,而加幅等於本公司董事會行使本公司權力所購回之股份面值總額,惟該增幅不可超過本決議案通過之日本公司已發行股本面值總額之10%。」

#### 特別決議案

(4) 「動議修訂本公司細則如下:—

(A) 刪除細則第15條,由以下細則取代:—

15. 每位名列於股東名冊之人士有權於配發或提出轉讓後兩個月(或如為在聯交所上市之任何股本,則為聯交所指定之較短期限), (或發行條件有所規定,則為該規定之其他期間)內免費獲發一張其所有股份之股票,或倘配發或轉讓之股份數目超過在股份上市之證券交易所當時所定之買賣單位數目,而該人士提出要求,如屬轉讓則可於免費獲發首張股票

(c) 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 the authority given in the resolution set out as 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 of the Company 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% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”

#### SPECIAL RESOLUTION

(4) “THAT the Bye-Laws of the Company be amended as follows:—

(A) Bye-Law 15 be deleted and replaced by the following Bye-Law:—

15. Every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within two months (or, in the case of any share capital listed on the Stock Exchange, such shorter period as may be prescribed by the Stock Exchange) after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on the Stock Exchange, the maximum amount prescribed by the Stock Exchange as chargeable by the Company for such purposes, and

後就每張股票支付董事會不時決定之款項（如為在聯交所上市之任何股本，不超過聯交所規定本公司就此可收取之最高限額，如為任何其他股份則不超過董事會不時決定在有關名冊存置地為合理之貨幣及限額，或本公司以普通決議案決定之其他限額）後按其要求以證券交易所按買賣單位或其完整倍數發出多張股票，餘額（如有）另發一張。惟倘股份由多位人士聯合持有，本公司毋須向每位人士發行股票，並只須向其中一名聯名股東發出及送交股票，即當作送交所有股東。

(B) 刪除細則第19條，由以下細則取代：—

19. 倘股票損壞、遺失或損毀，可在支付董事會不時決定之費用（如有）（如為在聯交所上市之任何股本，不超過聯交所規定本公司就此可收取之最高限額，如為任何其他股本，則不超過董事會不時決定在有關名冊存置地為合理之貨幣及限額，或本公司以普通決議案決定之其他限額）後，按董事會認為適當地發出通

in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.

(B) Bye-Law 19 be deleted and replaced by the following Bye-Law:—

19. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on the Stock Exchange, the maximum amount prescribed by the Stock Exchange as chargeable by the Company for such purposes, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old

告、證據及賠償保證之條款及條件(如有)及交回舊股票(如為股票陳舊或損毀)後,可予補發。如股票損壞或遺失,獲補發股票之人士亦須負責及向本公司支付任何額外費用及有關本公司就該損毀或遺失之證據或該賠償保證作出調查之合理實付費用。

certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

(C) 刪除細則第40條(i)分節,由以下(i)分節取代:—

(C) Sub-paragraph (i) of Bye-Law 40 be deleted and replaced by the following sub-paragraph (i):—

(i) 就此向本公司支付由董事會不時決定之有關款項(如有)(如為在聯交所上市之任何股本,不超過聯交所規定本公司就此可收取之最高限額,如為任何其他股本,則不超過董事會不時認為在有關名冊存置地為合理之貨幣及限額,或本公司以普通決議案決定之其他限額)已經支付;」

(i) such sum, if any, (not exceeding, in the case of any share capital listed on the Stock Exchange, the maximum amount prescribed by the Stock Exchange as chargeable by the Company for such purposes, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine is paid to the Company in respect thereof has been paid;”

承董事會命

**聶羨萍**

公司秘書

By Order of the Board

**Lip Sin Ping, Alice**

Company Secretary

香港,一九九六年三月二十九日

Hong Kong, 29th March, 1996

附註:

Notes:

(1) 凡有權出席上文通告所召開之大會及投票之股東,均有權委派代表出席大會,並代其投票。受委代表毋須為本公司股東。

(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) 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經由公證人簽署證

(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

明之授權書或授權文件副本，須於大會或其任何續會指定舉行時間最少四十八小時前送達本公司之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港銅鑼灣恩平道二十八號嘉蘭中心10樓，方為有效。

power of attorney or authority must be deposited at the Company's branch 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) 本公司將由一九九六年四月十八日至一九九六年四月二十四日（首尾兩日包括在內）暫停辦理股份過戶登記手續。為確保獲得將在股東週年大會上批准派發之末期股息（將於一九九六年五月一日或該日左右派發），務請將過戶文件連同有關股票於一九九六年四月十七日下午五時前送達本公司之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港銅鑼灣恩平道二十八號嘉蘭中心10樓，辦理過戶登記手續。

(3) The register of members of the Company will be closed from 18th April, 1996 to 24th April, 1996, 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 1st May, 1996) to be approved at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch 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 17th April, 1996.

(4) 建議股東參閱年報中的附錄所載之以上通告所列之普通決議案及特別決議案第5(2)及5(4)項之重要資料。

(4) Members are recommended to read the Appendix to the Annual Report which contains important information concerning the ordinary resolution and special resolution set out in items 5(2) and 5(4) respectively in the above notice.

(5) 關於以上通告中普通決議案第5(1)及(3)項授予本公司董事會之一般性授權，旨在使彼等可發行最多達一指定數目之股份而無須事先獲得股東大會上批准，以應付例如須在短期內完成需要發行股份之交易（例如收購事項）。董事會認為獲得該項一般性授權將對本公司有利。董事會茲表明現時並無計劃發行本公司任何新股份。

(5) Concerning the ordinary resolutions set out in items 5(1) and (3) in the above notice, the purpose of the general mandate to be conferred on the directors of the Company is to enable them to issue shares up to a specified number without having to first obtain the consent of shareholders in general meeting. The need for such an issue of shares could, for example, arise in the context of a transaction (such as an acquisition) which has to be completed speedily. The directors believe that it is in the interest of the Company if such a general mandate is granted to them. The directors wish to state that they presently do not have any immediate plans to issue any new shares in the Company.