

茲通告Giordano International Limited (「本公司」)謹訂於一九九七年六月二十七日星期五上午十時正假座香港金鐘道88號太古廣場萬豪酒店3樓宴會廳舉行一九九七年股東週年大會，處理下列事項：

1. 省覽截至一九九六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. 重選退任董事及確定董事之最高名額並授權董事會在該限額內委聘新董事。
4. 續聘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

NOTICE IS HEREBY GIVEN that the 1997 Annual General Meeting of Giordano International Limited (the "Company") will be held at Salon 6, 3rd Floor, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 27th June, 1997 at 10:00 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, 1996.
2. To declare a final dividend.
3. To re-elect retiring directors and to determine a maximum number of directors and to authorise the directors to appoint additional directors up to such maximum number.
4. To re-appoint the Auditors and to authorise 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) 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) 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; 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 scrip 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) 「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）。

(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 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」：

(2) "THAT:

(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) 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) 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

(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) 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) 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) 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
  - (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，惟該增幅不可超逾本決議案通過之日本公司已發行股本面值總額之10%。」
- (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) 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."



## 特別決議案

(4) 「動議修訂本公司之公司細則如下：

- (A) 公司細則第1(A)條之「結算所」定義由以下取代：

「結算所」指證券及期貨(結算所)條例(香港法例第420章)第2節之釋義範圍內所指之認可結算所或本公司股份在證券交易所上市或掛牌之該等司法管轄區之法例所認可之結算所或認可之股份存管處；

- (B) 在緊隨公司細則第1(A)條之「本公司」之定義後加上以下定義：

「公司代表」指根據公司細則第87(A)及87(B)條獲委派擔任該項職務之任何人士。

- (C) 刪除在公司細則第1(C)條第五至七行「如股東為公司，則分別由其獲授權之代表」等字，並以「由獲授權之公司代表」等字取代。

- (D) 刪除在公司細則第1(D)條第四至六行「如股東為公司，則由其獲授權之代表」等字，並以「由獲授權之公司代表」等字取代。

- (E) 在公司細則第5(A)條，

- (a) 刪除第二十二行之「獲授權」等字，並以「由獲授權之公司」等字取代；及

## SPECIAL RESOLUTION

(4) "That the Bye-Laws of the Company be amended as follows:

- (A) the definition of "Clearing House" in Bye-Law 1(A) be replaced by the following:

"Clearing House" shall mean a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

- (B) By adding the following definition immediately after the definition of "the Company" in Bye-Law 1 (A):

"corporate representative" shall mean any person appointed to act in that capacity pursuant to Bye-Laws 87 (A) and 87 (B).

- (C) By deleting the words "in the case of shareholders which are corporations, by their respective duly authorised representatives" appearing in the fifth to seventh lines of Bye-Law 1 (C) and substituting therefor the words "by a duly authorised corporate representative".

- (D) By deleting the words "in the case of any shareholder being a corporation, by its duly authorised representative" appearing in the fourth to sixth lines of Bye-Law 1 (D) and substituting therefor the words "by a duly authorised corporate representative".

- (E) In Bye-Law 5 (A),

- (a) by deleting the word "authorised" and substituting therefor the words "by a duly authorised corporate" in the twenty-second line; and



- (b) 在第二十四行緊隨「委任代表」等字後加上「或獲授權之公司代表」等字。
- (F) 刪除在公司細則第15條「毋須付款」及「第一張股票後每張股票」等字。
- (G) 刪除在公司細則第32條第五行之「獲授權」等字，並以「獲授權之公司」等字取代。
- (H) 在公司細則第36條第四行「批准」等字後加上「可親手或機印方式簽署或董事會不時批准之其他方式」等字。
- (I) 刪除在公司細則第43條出現之任何「不收費」等字。
- (J) 刪除在公司細則第66、70(ii)、(iii)及(iv)和76條所出現之任何「(或，如股東為公司，則由其獲授權之代表)」等字，並於每處以「或由獲授權之公司代表」等字取代。
- (K) 在公司細則第67條第十一行之「親身出席」及第十七行之「親身」等字後加上「或由獲授權之公司代表」等字。
- (L) 刪除在公司細則第78條第三及第六行之「親身」等字，並以「親身或由獲授權之公司代表」等字取代。
- (M) 刪除在公司細則第80(A)條第八行之「親身」等字，並以「親身或由獲授權之公司代表」等字取代。
- (b) by adding the words “or by a duly authorised corporate representative” immediately after the words “by proxy” appearing in the twenty-fourth line.
- (F) By deleting the words “without payment” and the words “for every certificate after the first” where they appear in Bye-Law 15.
- (G) By deleting the word “authorised” and substituting therefor the words “by a duly authorised corporate” in the fifth line of Bye-Law 32.
- (H) By adding the words “and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve” after the word “approve” in the fourth line of Bye-Law 36.
- (I) By deleting the words “without charge” whenever they appear in Bye-Law 43.
- (J) By deleting the words “(or, in the case of a shareholder being a corporation, by its duly authorised representative)” whenever they appear in Bye-Laws 66, 70 (ii), (iii) and (iv) and 76 and substituting therefor each of them with the words “or by a duly authorised corporate representative”.
- (K) By adding the words “or by a duly authorised corporate representative” immediately after the words “present in person” in the eleventh line and immediately after the word “person” in the seventeenth line of Bye-Law 67.
- (L) By deleting the word “personally” and substituting therefor the words “in person or by a duly authorised corporate representative” in the third and sixth lines of Bye-Law 78.
- (M) By deleting the word “personally” and substituting therefor the words “in person or by a duly authorised corporate representative” in the eighth line of Bye-Law 80 (A).



(N) 刪除現有之公司細則第81條，並由以下細則取代：

81. 有權出席本公司任何會議或任何類別股份之股東大會及於會上投票之任何本公司股東均有權委派另一名人士作為其委任代表出席及投票。在舉手表決時，只有親身或由獲授權之公司代表出席之股東方可投票。在投票表決時，可親身或由獲授權之公司代表或委任代表投票。持有兩股或以上股份之股東可委派超過一名委任代表出席相同之會議。委任代表毋須為股東，此外，委任代表（一名或以上）不論代表個人股東或公司股東，均有權行使其代表之股東有權行使之相同權力，惟委任代表將無權在舉手表決時個別地投票。

(O) 在公司細則第86條第二行之「獲授權之」等字後加上「公司」等字。

(P) 在公司細則第87(A)條，

(a) 分別在第五行之「作為其」及第十六行之「獲授權之」等字後加上「公司」等字；

(b) 在第十七行「代表」等字之後加上「或由一名或以上之委任代表。本條公司細則所載條文並無禁止身為股東之公司根據公司細則第81條委派一名或以上之委任代表。」

(N) By deleting the existing Bye-Law 81 and substituting therefor the following Bye-Law:

81. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a vote on a show of hands, only a shareholder present in person or by a duly authorised corporate representative may vote. On a poll votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise but, notwithstanding the generality of the foregoing shall not have the right to vote individually on a show of hands.

(O) By adding the word “corporate” after the words “duly authorised” in the second line of Bye-Law 86.

(P) In Bye-Law 87 (A),

(a) by adding the word “corporate” after the words “as its” in the fifth line and after the words “duly authorised” in the sixteenth line respectively;

(b) by adding the words “or by one or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81” after the word “representative” in the seventeenth line.



(Q) 刪除現有之公司細則第87(B)條，由以下細則取代：

87(B) 倘結算所(或其代理人)為本公司之股東，可委派其認為合適之一名或以上人士作為其委任代表或其公司代表，按公司法准許之範圍內，出席本公司任何會議或本公司任何類別股份之任何股東大會，惟倘委派超過一名委任代表，須註明每名該等委任代表或公司代表所代表之股份類別及數目。按本條公司細則之條文所委派之人士，將有權行使其代表之結算所(或其代理人)之相同權力，如該結算所(或其代理人)為本公司個人股東而親身出席本公司任何會議或任何類別之股東大會，包括但不限於上述，有權按公司細則第76及81條在舉手表決時投票。」

承董事會命  
聶羨萍  
公司秘書

香港，一九九七年五月二十六日

附註：

- (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。

(Q) By deleting the existing Bye-Law 87 (B) and substituting therefor the following Bye-Law:

87 (B) If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting of any class of shareholders of the Company provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-Law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it was an individual shareholder of the Company attending any meeting of the Company or at any meeting of any class of shareholders of the Company in person including, without limitation to the generality of the foregoing, the right to vote individually on a show of hands notwithstanding the provisions of Bye-Laws 76 and 81."

By Order of the Board  
LIP SIN PING, ALICE  
Company Secretary

Hong Kong, 26th May, 1997

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) 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。
- (3) 本公司將由一九九七年六月二十四日至一九九七年六月二十七日(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(將於一九九七年七月十日或該日左右派發),務請將過戶文件連同有關股票於一九九七年六月二十三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。
- (4) 建議股東參閱年報中的附錄 — 說明文件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。
- (5) 關於以上通告中普通決議案第5(1)及5(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。
- (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 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) The register of members of the Company will be closed from 24th June, 1997 to 27th June, 1997, 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 10th July, 1997) 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 23rd June, 1997.
- (4) Members are recommended to read the Appendix — Explanatory Statement 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) Concerning the ordinary resolutions set out in items 5 (1) and 5 (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.

