

NOTICE OF ANNUAL GENERAL MEETING

茲通告Giordano International Limited(「本公司」)謹訂於一九九八年六月二十五日星期四上午十一時正(或緊隨本公司於同日在同一地點召開之股東特別大會結束或休會後)假座香港中環干諾道中壹號富麗華酒店三樓翡翠廳舉行股東週年大會，處理下列事項：

1. 省覽截至一九九七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. 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。
3. 續聘核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

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 Annual General Meeting of Giordano International Limited (the "Company") will be held at Jade Ballroom 1, 3rd Floor, Furama Hotel Hong Kong, 1 Connaught Road Central, Hong Kong on Thursday, 25th June, 1998 at 11:00 a.m. (or so soon thereafter as the Special General Meeting of the Company convened for the same place and day shall have been concluded or adjourned) 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, 1997.
2. 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.
3. To re-appoint the auditors and to authorise the directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendment, 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 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

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- (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 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

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- (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）。
- (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) “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:
- (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 which may be purchased pursuant to such mandate shall not exceed 10% of the 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) 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，惟該增幅不可超過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 general mandate 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) be and is hereby extended 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, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution."

承董事會命
聶羨萍
公司秘書

香港，一九九八年五月二十五日

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

Hong Kong, 25th May, 1998

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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。
- (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香港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字樓，方為有效。
- (3) 本公司將由一九九八年六月十八日至一九九八年六月二十五日（首尾兩日包括在內）暫停辦理股份過戶登記手續。為確定有權出席大會及於大會上投票之股東名單，所有過戶文件連同有關股票最遲須於一九九八年六月十七日下午四時前送達本公司之香港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28號嘉蘭中心10字樓。
- (4) 建議股東參閱將連同一九九七年度之年報一併寄予股東的說明文件，其中載有以上通告所列之普通決議案之重要資料。

Notes:

- (1) A shareholder 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 shareholder 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 branch share registrars in Hong Kong, 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 18th June, 1998 to 25th June, 1998, both days inclusive, during which period no transfer of shares will be registered. For the purpose of determining the identity of shareholders who are entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, 10th Floor, Caroline Centre, 28 Yun Ping Road, Causeway Bay, Hong Kong, not later than 4:00 p.m. on 17th June, 1998.
- (4) Shareholders are recommended to read the Explanatory Statement containing important information concerning the ordinary resolutions set out in the above notice which will be sent to shareholders with the Company's 1997 Annual Report.