

# GIORDANO

## GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 26, 2017

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.05 each in the share capital of Giordano International Limited (the "Company"), **HEREBY APPOINT** <sup>(note 3)</sup> **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY** (the "Meeting") or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us and on my/our behalf at the Meeting to be held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, May 26, 2017 at 9:30 a.m., or at any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modifications, the proposed resolutions as set out in the notice convening the Meeting and at the Meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements, Directors' Report and the Independent Auditor's Report for the year ended December 31, 2016.		
2.	To declare a final dividend of 15.0 HK cents per share for the year ended December 31, 2016.		
3.	(a) To re-elect Dr. CHENG Chi Kong, Adrian as Non-executive Director.		
	(b) To re-elect Mr. CHAN Sai Cheong as Non-executive Director.		
	(c) To re-elect Mr. KWONG Ki Chi, who has served the Company for more than 9 years, as an Independent Non-executive Director.		
	(d) To re-elect Mr. Mark Alan LOYND as an Executive Director.		
4.	To authorize the board of directors (the "Board") to fix the remuneration of directors.		
5.	To re-appoint PricewaterhouseCoopers as the Auditor and to authorize the Board to fix its remuneration.		
6.	To grant a general mandate to the directors to allot, issue and otherwise deal with the shares in the Company.		
7.	To grant a general mandate to the directors to repurchase the shares in the Company.		
8.	To extend the general mandate granted to the directors under resolution numbered 6 by the number of shares of the Company repurchased under resolution numbered 7.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017      Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of HK\$0.05 each in the capital of the Company to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY** (the "Meeting") or" and insert the full name and address of the proxy appointed in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, this 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 such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrars, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Your proxy need not be a shareholder of the Company.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the said Meeting, this form of proxy will be deemed to have been revoked.