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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Giordano International Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GIORDANO
GIORDANO INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 709)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Giordano International Limited 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. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

April 21, 2017



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The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company 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.;
“Auditor”	the auditor for the time being of the Company;
“Board”	the board of Directors of the Company;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“Close Associate(s)”	has the same meaning as defined in Rule 1.01 of the Listing Rules;
“Company”	Giordano International Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	an authorisation to extend the Share Issue Mandate by an amount representing the total number of Shares repurchased under the Repurchase Mandate;
“Group”	the Company and its subsidiaries from time-to-time and “member of the Group” shall be construed accordingly;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	April 11, 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, the number of which shall not exceed 10% of the total number of issued Shares in the capital of the Company at the date of passing of the relevant resolution;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company;
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares, the number of which shall not exceed 8% of the total number of issued Shares in the capital of the Company as at the date of passing of the relevant resolution;
“Shareholder(s)”	holder(s) of the Share(s) for the time being;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (approved by the Securities and Futures Commission as amended from time-to-time); and
“%”	per cent.

LETTER FROM THE BOARD

GIORDANO
GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

Executive Directors:

Dr. LAU Kwok Kuen, Peter (*Chairman and Chief Executive*)

Dr. CHAN Ka Wai

Mr. Mark Alan LOYND

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Non-executive Directors:

Dr. CHENG Chi Kong, Adrian *JP*

Mr. CHAN Sai Cheong

Principal place of business in Hong Kong:

5th Floor

Tin On Industrial Building

777-779 Cheung Sha Wan Road

Kowloon

Hong Kong

Independent Non-executive Directors:

Dr. Barry John BUTTIFANT

Mr. KWONG Ki Chi *GBS JP*

Professor WONG Yuk (alias, HUANG Xu)

Mr. Simon Devilliers RUDOLPH

April 21, 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, among other businesses, ordinary resolutions to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on May 27, 2016, the Directors were granted an unconditional general mandate to allot, issue and deal with Shares and an unconditional general mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, no Shares have been issued under the existing share issue mandate and no Shares have been repurchased pursuant to the existing repurchase mandate. At the Annual General Meeting, among other businesses, resolutions will be proposed to grant the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

Subject to the passing of the proposed resolution for the grant of the Share Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue up to a maximum of 125,709,801 Shares, being 8% of the issued share capital of the Company as at the Latest Practicable Date.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the annual general meeting of the Company next following the Annual General Meeting or any earlier date as referred to in resolutions numbered 6 and 7 set out in the notice of the Annual General Meeting.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 98 of the Bye-Laws, every Director (other than the Chairman or Managing Director) shall retire from office, including those appointed for a specific term, by rotation at least once every 3 years. Accordingly, Dr. CHENG Chi Kong, Adrian, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi will retire by rotation at the Annual General Meeting pursuant to the Bye-Laws.

In addition, in accordance with Bye-Law 101(B) of the Bye-Laws, any Director appointed during the year either to fill a casual vacancy or as an addition to the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Mark Alan LOYND who has been appointed by the Board on March 9, 2017 as Executive Director will retire from the Board at the Annual General Meeting pursuant to the Bye-Laws.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. KWONG Ki Chi has served as Independent Non-executive Director for more than 9 years. Having assessed the independence of Mr. KWONG by reference to the independence guidelines set out in Rule 3.13 of the Listing Rules as well as the Board has received from Mr. KWONG the annual confirmation of independence and considers him as independent. The Board is of the view that Mr. KWONG should be proposed for re-election at the Annual General Meeting particularly in view of his extensive knowledge and experience will continue to generate valuable contribution to the Company and the Shareholders as a whole.

Details of the retiring Directors proposed for re-election at the Annual General Meeting that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the Annual General Meeting at which, among other businesses, resolutions will be proposed to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

GENERAL INFORMATION

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the Chairman will demand a poll for all the resolutions put to the vote at the Annual General Meeting pursuant to Bye-Law 70 of the Bye-Laws.

After the Annual General Meeting, the poll results will be published on the respective websites of the Company (www.corp.giordano.com.hk) and Hong Kong Exchange and Clearing Limited (www.hkexnews.hk).

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the resolutions set out in the notice of the Annual General Meeting.

Yours faithfully
By Order of the Board
LAU Kwok Kuen, Peter
Chairman and Chief Executive

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors at the Annual General Meeting.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$78,568,625.90 comprising 1,571,372,518 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 157,137,251 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at December 31, 2016, being the date of its latest audited consolidated financial statements were made up to. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Trading Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	3.64	3.20
May	3.72	3.32
June	3.66	3.33
July	4.10	3.54
August	4.49	4.00
September	4.44	3.97
October	4.15	3.77
November	4.19	3.93
December	4.24	4.00
2017		
January	4.28	4.01
February	4.27	4.05
March	4.56	4.07
April (up to the Latest Practicable Date)	4.24	4.11

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholders	Number of Shares held	Approximate % of shareholding	
		As at the Latest Practicable Date (Note 2)	If Repurchase Mandate is exercised in full
Aberdeen Asset Management Plc and its associates	94,177,469(L)	5.99%	6.66%
BlackRock, Inc.	251,697,469(L) 114,000(S)	16.02% 0.007%	17.80% 0.008%
BlackRock Global Funds	94,739,000(L)	6.03%	6.70%
Cheng Yu Tung Family (Holdings) Limited (Note 1)	384,830,000(L)	24.49%	27.21%
Cheng Yu Tung Family (Holdings II) Limited (Note 1)	384,830,000(L)	24.49%	27.21%
Chow Tai Fook Capital Limited (Note 1)	384,830,000(L)	24.49%	27.21%
Chow Tai Fook (Holding) Limited (Note 1)	384,830,000(L)	24.49%	27.21%
Chow Tai Fook Nominee Limited (Note 1)	384,830,000(L)	24.49%	27.21%
Sino Wealth International Limited	384,830,000(L)	24.49%	27.21%

L: Long position

S: Short position

Notes:

(1) As at Latest Practicable Date, 384,830,000 Shares held by Sino Wealth International Limited (which is a wholly-owned by Chow Tai Fook Nominee Limited, which in turn is controlled by Chow Tai Fook (Holdings) Limited). Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited held approximately 49.0% and 46.7% interest in Chow Tai Fook Capital Limited, respectively, which in turn held an approximately 78.6% interest in Chow Tai Fook (Holding) Limited and accordingly each of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited and Chow Tai Fook Capital Limited, Chow Tai Fook (Holding) Limited and Chow Tai Fook Nominee Limited is deemed to have an interest in the Shares held by Sino Wealth International Limited.

(2) The percentages are calculated on the basis of 1,571,372,518 Shares in issue as at the Latest Practicable Date.

Based on the above and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out in the table above.

On the basis of the aforesaid increase in shareholding held by the Shareholders, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate was exercised in full, the percentage shareholding of the public would not be less than 25% of the issued share capital of the Company. It is however not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares in the six months immediately preceding the Latest Practicable Date.

7. GENERAL

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries any Shares nor has he/she/it undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Bye-Laws:

Dr. CHENG Chi Kong, Adrian *JP (Non-executive Director)*, aged 37, was appointed as a Non-executive Director on May 22, 2012. Dr. CHENG was executive vice-chairman and joint general manager of New World Development Company Limited and has been re-designated to executive vice-chairman and general manager with effect from March 1, 2017. He is also an executive director of New World Department Store China Limited, Chow Tai Fook Jewellery Group Limited and International Entertainment Corporation, and a non-executive vice chairman of Modern Media Holdings Limited, all are listed on the Stock Exchange. Dr. CHENG has been an executive director of New World China Land Limited, which was a listed public company in Hong Kong until its delisting on August 4, 2016. He is a director of Chow Tai Fook (Holding) Limited (a substantial Shareholder of the Company) and Chow Tai Fook Enterprises Limited. He is also the chairman of New World Group Charity Foundation Limited. Dr. CHENG worked in a major international bank from September 2003 to April 2006 and has substantial experience in corporate finance.

Dr. CHENG holds a Bachelor of Arts Degree (*cum laude*) from Harvard University, and was conferred the Honorary Doctorate of Humanities by the Savannah College of Art and Design.

Dr. CHENG is the vice-chairman of the Youth Federation of the Central State-owned Enterprises, the vice-chairman of All-China Youth Federation, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, the chairman of China Young Leaders Foundation, the honorary chairman of K11 Art Foundation and a member of Board of the West Kowloon Cultural District Authority.

As at the Latest Practicable Date, Dr. CHENG did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. CHENG does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the past 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Dr. CHENG. He has been appointed for a term of 3 years, the term of which will be automatically renewed for consecutive term(s) of 3 years, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Bye-Laws. The Director's fee of Dr. CHENG is HK\$200,000 per annum which was determined by the Board by reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Mr. CHAN Sai Cheong (*Non-executive Director*), aged 54, was appointed as a Non-executive Director on May 22, 2012. He is also as an executive director of Chow Tai Fook Jewellery Group Limited, a company listed on the Stock Exchange. Mr. CHAN has been in the jewellery industry for 35 years.

Mr. CHAN is an administrative director of the Gems and Jewellery Trade Association of China, an executive vice-chairman of the Guangdong Gold and Silver Jewellery Chamber of Commerce, a vice-chairman of the Shenzhen Gold & Jewellery Association, a vice-chairman of the Guangdong Golden Jewellery and Jade Industry's Association and a director of the Gemmological Institute, China University of Geosciences (Wuhan).

As at the Latest Practicable Date, Mr. CHAN did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHAN does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the past 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Mr. CHAN. He has been appointed for a term of 3 years, the term of which will be automatically renewed for consecutive term(s) of 3 years, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Bye-Laws. The Director's fee of Mr. CHAN is HK\$200,000 per annum which was determined by the Board by reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Mr. KWONG Ki Chi *GBS JP (Independent Non-executive Director)*, aged 66, was appointed as an Independent Non-executive Director on April 26, 2004 and is a member of the Audit Committee of the Company. Mr. KWONG is also an independent non-executive director of another listed company, AMS Public Transport Holdings Limited. Mr. KWONG graduated from The University of Hong Kong with a Bachelor of Science degree in Physics and Mathematics and was awarded a Master of Philosophy degree in Economics and Politics of Development by the University of Cambridge, England. He has served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields. He was the Secretary for the Treasury from 1995 to 1998, with responsibility for public finances, and Secretary for Information Technology and Broadcasting from 1998 to March 2000, with responsibility for information technology, telecommunications and broadcasting. He left the Government of Hong Kong in March 2000 to join the Hong Kong Exchanges and Clearing Limited as executive director and first Chief Executive, following the demutualization and merger of the Stock Exchange, the Hong Kong Futures Exchange Limited and their associated clearing houses and retired in April 2003. Since then, Mr. KWONG had served as the managing director/executive director/non-executive director of various companies, including Hsin Chong International Holdings Ltd, Hongkong Sales (Int'l) Ltd, Macau Legend Development Ltd and Chenavari Investment Managers (HK) Limited.

Mr. KWONG is a non-official Justice of the Peace in Hong Kong and has been awarded the Gold Bauhinia Star by the Government of Hong Kong.

As at the Latest Practicable Date, Mr. KWONG did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. KWONG does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the past 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Mr. KWONG. He has been appointed for a term of 3 years, the term of which will be automatically renewed for consecutive term(s) of 3 years, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Bye-Laws. For the purpose of complying with Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, Mr. KWONG, who has served as Independent Non-executive Director for more than 9 years, will retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election. The Director's fee of Mr. KWONG is HK\$350,000 per annum which was determined by the Board by reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Mr. Mark Alan LOYND (*Executive Director*), aged 38, has been with the Group since September 2013 and was appointed as an Executive Director on March 9, 2017. Mr. LOYND is currently the General Counsel, Company Secretary and Group Human Resources Director of the Company. He oversees legal, regulatory, compliance, corporate governance, human resources and talent development affairs of the Group. Mr. LOYND is also chairman of the Risk Management Committee and a member of the Management Committee of the Company as well as director and company secretary of various subsidiaries and joint ventures of the Group.

Mr. LOYND was called to the Bar in Hong Kong in 2007 and is a Member of the Chartered Institute of Arbitrators in London, the United Kingdom. He holds a Bachelor of Laws from Aberystwyth University in the United Kingdom as well as a Master of Arts in Arbitration and Alternative Dispute Resolution (*with distinction*) and a Postgraduate Certificate in Laws, both from the City University of Hong Kong. He possesses over 15 years of experience in handling regulatory and compliance matters for listed companies, mergers and acquisitions, joint ventures and other commercial law affairs, as well as labour and maritime law issues.

As at the Latest Practicable Date, Mr. LOYND has been granted options to subscribe for 6,300,000 Shares. Save as disclosed, he does not have or is not deemed to have any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. LOYND does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the past 3 years in other listed public companies and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between Mr. LOYND and the Company regarding his appointment as an Executive Director. Pursuant to a letter of appointment entered into between the Company and Mr. LOYND, Mr. LOYND is not appointed for a specific term. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's Bye-Laws. Mr. LOYND does not receive any director's fee.

Save as disclosed, there are no other matters or information relating to the above Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Giordano International Limited (the “Company”) will 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. to transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements, the 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. To re-elect the following retiring Directors:
 - (a) Dr. CHENG Chi Kong, Adrian as Non-executive Director
 - (b) Mr. CHAN Sai Cheong as Non-Executive Director
 - (c) Mr. KWONG Ki Chi, who has served the Company for more than 9 years as an Independent Non-executive Director
 - (d) Mr. Mark Alan LOYND as Executive Director
4. To authorise the board of directors (the “Board”) to fix the remuneration of the Directors;
5. To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Board to fix their remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolutions, as ordinary resolutions, with or without modifications:

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company, to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:
 - (aa) 8% of the total number of shares of the Company in issue as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution),

and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 any applicable laws of Bermuda or the Bye-Laws of the Company to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a “Share”) of HK\$0.05 each in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 any applicable laws of Bermuda or the Bye-Laws of the Company to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 6 and 7, the general mandate granted to the Directors pursuant to the approval granted under the resolution set out in the notice convening this meeting as resolution numbered 6 above be and is hereby extended by the addition to the total number of shares of the Company in issue which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate an amount representing the total number of the shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors to repurchase such shares pursuant to or in accordance with the authority granted under the resolution set out in the notice convening this meeting as resolution numbered 7, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company as at the date of passing this resolution.”

By Order of the Board
LAU Kwok Kuen, Peter
Chairman and Chief Executive

Hong Kong, April 21, 2017

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:
5th Floor
Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf and such proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is enclosed with a circular of the Company dated April 21, 2017.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, 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).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof (as the case may be) and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) For the purpose of ascertaining the rights of the shareholders of the Company attending and voting at the annual general meeting, the register of members of the Company will be closed from Tuesday, May 23, 2017 to Friday, May 26, 2017, both dates inclusive. In order to be entitled to attend the annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Monday, May 22, 2017.
- (6) For determining the entitlement for the proposed final dividend, the register of members of the Company will be closed from Monday, June 5, 2017 to Wednesday, June 7, 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Friday, June 2, 2017.
- (7) Details of the Directors standing for re-election (resolutions 3(a), 3(b), 3(c) and 3(d)) and further information on the general mandates to issue shares and repurchase shares (resolutions 6, 7 and 8) are set out in the circular.
- (8) In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
- (9) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:30 a.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on its website (www.corp.giordano.com.hk) and the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.