

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF GIORDANO INTERNATIONAL LIMITED (THE “COMPANY”)

1. PROVISIONS IN THE COMPANY’S BYE-LAWS

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Bye-Law 85 of the Bye-Law of the Company (the “**Bye-Laws**”).
- 1.2 Extract of Bye-Law 85 is set out below:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Office, head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

2. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 2.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong or the Company’s Hong Kong Branch Share Registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

- 2.2 The Notice (i) must include the personal information of the Candidate as required by rule 13.51(2) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 2.3 The Notice shall be lodged with the Company’s principal place of business in Hong Kong or Hong Kong Branch Share Registrar with the minimum length of the period, during which the Notice may be lodged, being at least seven (7) days and that the period for lodgment of the Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. Upon receipt of such Notice, the Company shall verify the information and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with rule 13.70 of the Listing Rules.
- 2.4 In the case of any general meeting called by at least ten (10) clear business days’ (as defined by the Listing Rules) or fourteen (14) days’ (whichever is the longer) notice in writing, the Notice lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give the Company’s shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.
- 2.5 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

Updated on May 24, 2019