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

**(1) CHANGE OF CHAIRMAN;
(2) RE-DESIGNATION OF DIRECTOR; AND
(3) CHANGES TO THE COMPOSITION AND ROLES OF MEMBERS
OF BOARD COMMITTEES**

With effect from April 27, 2026:

- (a) Ms CHENG Chi-Man, Sonia, a NED, is appointed as the Chairman of the Board, chairman of the Nomination Committee and a member of the Remuneration Committee;
- (b) Mr TSANG On Yip, Patrick, a NED, steps down as Chairman of the Board and the chairman of the Nomination Committee. He remains as a member of the Nomination Committee;
- (c) Mr LEE Chi Hin, Jacob, previously an ED, is re-designated as a NED and ceases to be a member of the Management Committee;
- (d) Mr Victor HUANG, an INED, is appointed as a member of the Remuneration Committee; and
- (e) Mr CHAU Kwok Wing, Kelvin, an INED, is appointed as a member of the Nomination Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of Giordano International Limited (the “**Company**”) announces the change of Chairman of the Board, the addition of a Non-executive Director (“**NED**”) through re-designation of an Executive Director (“**ED**”), and ancillary changes to the various Board committees set out below, which have taken effect from April 27, 2026.

CHANGE OF CHAIRMAN

With effect from April 27, 2026, Ms CHENG Chi-Man, Sonia (“**Ms Cheng**”), a NED, has been appointed as the Chairman of the Board, and Mr TSANG On Yip, Patrick (“**Mr Tsang**”), a NED, steps down as Chairman of the Board.

Set out below are the biographical details of Ms Cheng:

Ms Cheng, aged 45, was appointed as a NED of the Company on April 3, 2024. She is currently the chief executive officer of Rosewood Hotel Group. Ms Cheng is also a vice-chairman and executive director of Chow Tai Fook Jewellery Group Limited (Stock Code: 1929), an executive director of New World Development Company Limited (Stock Code: 17), and a non-executive director of UMP Healthcare Holdings Limited (Stock Code: 722), all of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). She is also an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited.

Ms Cheng is a council member of The Chinese University of Hong Kong and a member of its Committee of Institutional Advancement and Community Relations. She is a member of The Standing Committee on Disciplined Services Salaries and Conditions of Service of the Hong Kong Special Administrative Region. She is also the Vice-Governor of Guangdong Youth Development Foundation. Furthermore, Ms Cheng is a member of the Thirteenth Guangdong Provincial Committee of The Chinese People’s Political Consultative Conference of the People’s Republic of China and a member of the Election Committee 2021 of the Hong Kong Special Administrative Region (Hotel Subsector). Ms Cheng also serves as a trustee of The Better Hong Kong Foundation and is a member of the Management Committee of The Federation of Hong Kong Hotel Owners. Ms Cheng had served as a member of the Hong Kong Tourism Board and chairman of its Marketing and Business Development Committee until completion of the term in October 2024. She also served as a member of Human Resources Planning Commission of the Hong Kong Special Administrative Region until completion of the term in December 2024.

Ms Cheng holds a Bachelor of Arts Degree in Applied Mathematics with a concentration in Economics from Harvard University.

There is no service contract entered into between Ms Cheng and the Company. Pursuant to a letter of appointment entered into between Ms Cheng and the Company on April 5, 2024, Ms Cheng has been appointed for an initial term of 3 years and will continue in office thereafter subject to termination by not less than 1 month’s prior notice in writing by either party to the other. Pursuant to the Bye-law 84(1) of the Bye-Laws of the Company (the “**Bye-Laws**”), at each annual general meeting, one-third of the Directors (other than the chairman or managing director) for the time being shall retire from office by rotation provided that every Director (other than the chairman or managing director) including those appointed for a specific term shall be subject to retirement at least once every three years. As such, Ms Cheng, as the Chairman, will not be subject to the arrangement of retirement by rotation.

Ms Cheng is entitled to a director’s fee of HK\$230,000 per annum for acting as a NED, the chairman of the Nomination Committee (the “**Nomination Committee**”) and a member of the Remuneration Committee (the “**Remuneration Committee**”) of the Company. No additional remuneration will be paid to Ms Cheng for acting as the Chairman of the Board. Such fee is determined by the Board on recommendation of the Remuneration Committee by reference to her duties and responsibilities within the Company and the prevailing market conditions.

Ms Cheng is the cousin-in-law of Mr Tsang, and the sister of Mr CHENG Chi Leong, Christopher (“**Mr. Cheng**”), a NED.

Save as disclosed in this announcement, Ms Cheng does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last three years in other listed public companies and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Ms Cheng does not have, and is not deemed to have, any interests or short positions in any shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Save for the information set out above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and there is no other matter which needs to be brought to the attention of the shareholders of the Company in connection with the appointment of Ms Cheng as the Chairman of the Board.

In view of the changes and appointments above, in accordance with Bye-law 84(1) and 84(2) of the Bye-Laws, Mr Tsang, Mr Cheng and Mr. Victor HUANG shall retire by rotation at the forthcoming annual general meeting of the Company and being eligible, will offer themselves for re-election instead of the retiring Directors as stated in the Company’s annual report to be published shortly. All of them do not have any service contract with the Company or its subsidiaries which is not determinable by the Company and its subsidiaries (collectively, the “**Group**”) within one year without payment of compensation, other than statutory compensation.

NEW NON-EXECUTIVE DIRECTOR BY RE-DESIGNATION

Mr LEE Chi Hin, Jacob (“**Mr Lee**”) has been re-designated as a NED with effect from April 27, 2026. Set out below are the biographical details of Mr Lee:

Mr Lee, aged 43, was appointed as a NED of the Company on December 1, 2022. He was re-designated as ED and was appointed as a member of each of the Nomination Committee, the Remuneration Committee and the Management Committee of the Company on April 5, 2024. He is also a director of certain subsidiaries of the Group. He is currently a senior vice president of Chow Tai Fook Enterprises Limited (“**CTFE**”), the flagship private investment holding company of Dato’ Dr Cheng Yu Tung’s family, with responsibilities for making strategic and private equity investments globally. Mr Lee joined CTFE in March 2013 and has over 15 years of professional experience in corporate finance, investment, international capital markets and asset management. He is a director of Sino Wealth International Limited, a substantial shareholder (within the meaning of Part XV of the SFO) of the Company.

He previously worked at the investment banking department of The Hongkong and Shanghai Banking Corporation Limited and Deutsche Bank AG in Hong Kong. Mr Lee holds a Master of Science Degree in Accounting and Finance from The London School of Economics and Political Science in London, United Kingdom and a Bachelor of Business Administration degree from the University of Michigan in Ann Arbor, United States of America. He is also a Chartered Financial Analyst Charterholder.

Mr Lee is currently a non-executive director of Integrated Waste Solutions Group Holdings Limited (Stock Code: 923) and New Times Corporation Limited (Stock Code: 166), both the shares of which are listed on the Stock Exchange.

There is no service contract entered into between Mr Lee and the Company. Pursuant to a letter of appointment signed between Mr Lee and the Company with respect to his re-designation as NED in place of his previous letter of appointment as ED, Mr Lee has been appointed for an initial term of 3 years and will continue in office thereafter subject to termination by not less than 1 month's prior notice in writing by either party to the other, and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Mr Lee is entitled to a director's fee of HK\$220,000 per annum for acting as a NED, a member of the Nomination Committee and a member of the Remuneration Committee. Such fee is determined by the Board on recommendation of the Remuneration Committee by reference to his duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed in this announcement, Mr Lee does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last three 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. As at the date of this announcement, Mr Lee does not have, and is not deemed to have, any interests or short positions in any shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in connection with the re-designation of Mr Lee as a NED of the Company.

CHANGES TO THE COMPOSITION AND ROLES OF MEMBERS OF BOARD COMMITTEES

The Board also resolved that with effect from April 27, 2026:

- (a) Ms Cheng, a NED and the Chairman of the Board, is appointed chairman of the Nomination Committee and a member of the Remuneration Committee;
- (b) Mr Tsang, a NED, steps down as chairman of the Nomination Committee but remains a member of it;
- (c) Mr Lee, a NED, ceases to be a member of the Management Committee;
- (d) Mr Victor HUANG, an Independent Non-executive Director ("INED"), is appointed as a member of the Remuneration Committee; and
- (e) Mr CHAU Kwok Wing, Kelvin, an INED, is appointed as a member of the Nomination Committee.

Accordingly, with effect from April 27, 2026, the membership of the four Board committees of the Company are as follows:

	Audit Committee	Nomination Committee	Remuneration Committee	Management Committee
NED and Chairman				
Ms Cheng	–	C*	M*	–
EDs				
Mr Colin Melville Kennedy Currie	–	–	–	C
Dr Chan Ka Wai	–	–	–	M
Mr Mark Alan Loynd	–	–	–	M
NEDs				
Mr Tsang	–	M*	M	–
Mr Cheng	–	–	–	–
Mr Lee	–	M	M	–
INEDs				
Professor Wong Yuk (alias, Huang Xu)	M	M	C	–
Dr Alison Elizabeth Lloyd	M	M	M	–
Mr Victor Huang	C	M	M*	–
Mr Chau Kwok Wing Kelvin	–	M*	M	–
Non-Directors				
Mr Ishwar Bhagwandas Chugani	–	–	–	M
Mr Yeo Boon Liang	–	–	–	M

Notes:

- C Chairman of the relevant Board committees
M Member of the relevant Board Committees
* Newly appointed or re-designated

By Order of the Board
Mark Alan LOYND
*Executive Director and
Company Secretary*

Hong Kong, April 27, 2026

At the date of this announcement, the Board comprises three Executive Directors; namely, Mr Colin Melville Kennedy CURRIE (Chief Executive Officer), Dr CHAN Ka Wai, and Mr Mark Alan LOYND; four Non-executive Directors; namely, Ms CHENG Chi-Man, Sonia (Chairman), Mr TSANG On Yip, Patrick, Mr CHENG Chi Leong, Christopher and Mr LEE Chi Hin, Jacob; and four Independent Non-executive Directors; namely, Professor WONG Yuk (alias, HUANG Xu), Dr Alison Elizabeth LLOYD, Mr Victor HUANG, and Mr CHAU Kwok Wing Kelvin.