

股東週年大會通告  
NOTICE OF ANNUAL GENERAL MEETING

茲通告佐丹奴國際有限公司(「本公司」)謹訂於二零零五年四月二十九日(星期五)上午十一時正假座香港九龍長沙灣道七七七至七七九號天安工業大廈三樓B座舉行股東週年大會，處理下列事項：

作為普通事項：

- 一、省覽截至二零零四年十二月三十一日止年度之經審核財務報表、董事會及核數師報告書；
- 二、宣布派發截至二零零四年十二月三十一日止年度之末期股息；
- 三、宣布派發截至二零零四年十二月三十一日止年度之特別末期股息；
- 四、重選退任董事；
- 五、重新委聘核數師及授權董事會釐定其酬金；

作為特別事項：

- 六、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：

「動議：

(A) 無條件授予本公司董事一項一般性授權，可於有關期間內配發、發行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 ("Company") will be held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, April 29, 2005 at 11:00 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended December 31, 2004;
2. To declare a final dividend for the year ended December 31, 2004;
3. To declare a special final dividend for the year ended December 31, 2004;
4. To re-elect retiring directors;
5. To re-appoint the auditors and to authorize the directors to fix their remuneration;

As special business:

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

「**THAT:**

(A) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to allot, issue 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) 本公司董事依據上述授權而配發、發行或處理本公司股本中之股份面值總額不得超過本公司於通過本決議案當日已發行股本面值總額之百分之二十，惟依據(i)供股；或(ii)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(iii)根據本公司股東採納之任何購股權計劃，向合資格人士授出可認購本公司股份之購股權，而該等人士因行使有關購股權所發行之股份；或(iv)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；及

(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。

「供股」乃指本公司董事於所定期間內，向指定記錄日期名列股東名冊之股份持有人按彼等當時之持股比例向彼等提出之股份發售建議（惟本公司董事有權就零碎配額，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）。」；

(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 (i) a Rights Issue; or (ii) 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 (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to eligible persons options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Bye-Laws of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(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.

“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 recognized regulatory body or stock exchange in any territory outside Hong Kong).”;

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七、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：

「動議：

(A) 無條件授予本公司董事一項一般性授權，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，不得超過本公司於通過本決議案當日已發行股本面值總額之百分之十；及

(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。」；及

7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“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 ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(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.”; and

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八、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：

「**動議**在上述第六及七項決議案獲通過後，批准本公司董事擴大獲授予在有關期間（按該決議案之定義）配發、發行或處理本公司之額外股份之一般授權，使根據該項一般授權可配發、發行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行使本公司權力所購回之股份面值總額，惟該增幅不可超逾本公司於通過本決議案當日已發行股本面值總額之百分之十。」

承董事會命

姚婉華  
公司秘書

香港，二零零五年四月四日

附註：

- (i) 凡有權出席上文通告所召開之大會並於大會上投票之股東，均有權委派一位或以上之代表代其出席會議，並於按點算股數方式表決時代其投票。受委代表毋須為本公司股東。
- (ii) 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於香港之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下，方為有效。

8. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of the above resolutions numbered 6 and 7, the general mandate granted to the directors of the Company to allot, issue, 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 allotted, issued 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 ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By order of the Board

**YIU Yuen Wah, Christiana**  
Company Secretary

Hong Kong, April 4, 2005

Notes:

- (i) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (ii) 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, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.

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- (iii) 本公司將由二零零五年四月二十六日(星期二)至二零零五年四月二十九日(星期五)(首尾兩日包括在內)暫停辦理股份過戶登記手續。為確定有權收取擬派之末期及特別末期股息(派發日期約為二零零五年五月十三日(星期五))，及具資格出席本公司所舉行之股東週年大會，所有過戶文件連同有關股票最遲須於二零零五年四月二十五日(星期一)下午四時前送達本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道五十六號東亞銀行港灣中心地下，辦理登記手續。
- (iv) 有關上述第七項之決議案，股東請參閱年報中所附載的「說明函件」。
- (v) 根據公司細則第七十條，以下人士可要求按點算股數方式進行表決：(a)有關大會主席；或(b)至少三名出席股東、或倘為一名公司股東則為獲公司正式授權代表、或於當時有權於大會投票之委任代表；或(c)任何一名或多名出席股東、或倘為一名公司股東則為獲公司正式授權代表或委任代表，彼或彼等須代表可於大會投票之所有股東之總投票權十分之一或以上；或(d)任何一名或多名出席股東、或倘為一名公司股東則為獲公司正式授權代表或委任代表，並持有附帶權利可於大會投票之已繳股款股份，合共股數須可代表相等於附帶該項權利之所有已繳股款股份之十分之一或以上。
- (vi) 就上述第七項決議案而言，董事目前並無意購回本公司之任何現有股份。
- (iii) The Register of Members of the Company will be closed from Tuesday, April 26, 2005 to Friday, April 29, 2005, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final and special final dividends (which will be payable on or about Friday, May 13, 2005) and for attending the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Monday, April 25, 2005.
- (iv) Shareholders are recommended to read the Explanatory Statement appended to the annual report which contains important information concerning the above resolution no. 7.
- (v) Pursuant to Bye-law 70 of the Bye-laws, a poll may be demanded by: (a) the chairman of such meeting; (b) at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; (c) a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or (d) a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
- (vi) In relation to the above resolution no. 7, the directors wish to state that they have no immediate plan to repurchase any existing shares of the Company.