

說明函件

EXPLANATORY STATEMENT

香港聯合交易所有限公司對下列資料的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因下列全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

購回股份授權

以下說明函件乃遵照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）向佐丹奴國際有限公司（「本公司」）股東提供資料，以便股東考慮是否批准授予本公司董事（「董事」）一般性授權購回本公司股份（「購回股份授權」）。倘若購回股份授權在本公司擬於二零零七年五月九日舉行之股東週年大會（「二零零七年股東週年大會」）上獲得通過，董事將獲得一般性授權，以便在直至本公司下屆股東週年大會或在相關普通決議案中列明之較早期間內，隨時購回本公司股本中已發行並全數繳付之每股面值港幣五仙之普通股股份（「股份」），最多不超過於決議案通過當日本公司已發行股本之百分之十。

(A) 建議購回股份授權

建議董事可行使本公司之權力購回之股份數目不得超過購回股份授權決議案通過之日本公司已發行股份之百分之十。於二零零七年三月二十二日，即本年報付印之前最後可行日期（「最後可行日期」），本公司已發行股份數目為十四億九千一百二十五萬四千五百一十八股。倘若購回股份授權之決議案獲通過，並假定本公司於二零零七年股東週年大會舉行前再無發行或購回股份之情況下，本公司根據購回股份授權可購回最多一億四千九百一十二萬五千四百五十一股股份。

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SHARE REPURCHASE MANDATE

The following is the explanatory statement, as required by the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), to provide information to shareholders of Giordano International Limited (the "Company") for their consideration of the proposed granting of a general mandate to the Company's directors (the "Directors") to repurchase shares of the Company (the "Share Repurchase Mandate"). The Share Repurchase Mandate, upon obtaining shareholders' approval at the Company's annual general meeting to be held on May 9, 2007 (the "2007 Annual General Meeting"), gives a general authority to the Directors to repurchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the relevant resolution, the issued and fully paid ordinary shares of HK\$0.05 each in the capital of the Company (the "Shares"), up to a maximum of ten percent of its issued share capital at the date of passing of the relevant resolution.

(A) Proposed Share Repurchase Mandate

It is proposed that the Directors may exercise the powers of the Company to repurchase up to ten percent of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at March 22, 2007, being the latest practicable date prior to the printing of this annual report (the "Latest Practicable Date"), the number of Shares in issue was 1,491,254,518 Shares. Subject to the passing of the proposed resolution for approving the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the 2007 Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a limit of 149,125,451 Shares.

(B) 購回原因

董事深信倘若股東授予董事該一般性授權在市場購回股份，可為本公司及其股東帶來最佳利益。董事根據市場實況及資金安排，並認為該購回股份可增加本公司資產淨值及/或每股盈利以及對本公司及其股東有裨益時，才會進行。

(C) 購回之資金

購回任何股份所需之資金，必須是依據百慕達法例及本公司組織章程大綱及細則所規定可合法使用於該用途之資金。董事建議根據購回股份授權而作出之股份購回將由本公司之內部資源或現有之銀行信貸支付。

對比本公司於其截至二零零六年十二月三十一日止年度之經審核財務報表所披露之狀況而言，購回股份授權倘若全面付諸實行，可能會對本公司之營運資金或負債情況有重大之不利影響，惟董事祇在彼等認為行使該授權並不會導致此等重大不利影響之情形下才會行使是項權力。

(D) 股價

過去十二個月每月在聯交所錄得每股股份之最高及最低價如下：

(B) Reasons for Repurchases

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

(C) Funding of Repurchases

Repurchases must be funded out of funds legally available for such purposes in accordance with the laws of Bermuda and the Memorandum of Association and Bye-Laws of the Company. The Directors propose that repurchases of Shares under the Share Repurchase Mandate would be financed from the Company's internal resources or existing banking facilities.

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the Company's audited financial statements for the year ended December 31, 2006, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

(D) Share Prices

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

		最高 Highest	最低 Lowest
		港元 HK\$	港元 HK\$
二零零六年	2006		
三月	March	4.500	4.050
四月	April	4.925	4.275
五月	May	4.600	3.975
六月	June	4.025	3.300
七月	July	4.180	3.650
八月	August	4.950	4.010
九月	September	4.550	3.650
十月	October	4.020	3.750
十一月	November	4.230	3.740
十二月	December	4.390	3.910
二零零七年	2007		
一月	January	4.390	4.100
二月	February	4.250	3.480

(E) 一般資料

董事已向聯交所作出承諾，將根據上市規則、百慕達法例及本公司組織章程大綱及細則，按照購回股份授權行使本公司購回股份之權力。

董事或（於進行一切合理查詢後據彼等所知）其聯繫人（按上市規則定義）目前概無意於股東授予董事購回股份授權後按該授權出售任何股份予本公司。

本公司現時並無接獲本公司之關連人士（按上市規則定義）通知，彼等目前有意於股東授予董事購回股份授權後，出售股份予本公司，或已承諾不會向本公司出售股份。

於最後可行日期前六個月內，本公司概無在聯交所或以其他方式購回任何股份。

倘若因本公司根據購回股份授權行使購回股份之權力，而使股東所佔本公司投票權比例增加，則根據公司收購、合併及股份購回守則，該項增加將被視作一項收購。因此，某股東或一群一致行動之股東可取得或鞏固公司控制權，則須根據公司收購及合併守則第二十六條及第三十二條提出強制收購建議。

(E) General Information

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda and the Memorandum of Association and Bye-Laws of the Company.

None of the Directors nor (to the best of their knowledge having made all reasonable enquiries) their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is granted by the shareholders.

No other connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is granted by the shareholders.

During the six months prior to the Latest Practicable Date, the Company has not repurchased any Shares whether on the Stock Exchange or otherwise.

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 Share Repurchase Mandate, such increase will be treated as an acquisition for the purpose of The Codes on Takeovers and Mergers and Share Repurchases. As a result, a shareholder or a group of shareholders acting in concert 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 Code on Takeovers and Mergers.

下列股東於最後可行日期已根據證券及期貨條例（「該條例」）第XV部第二及第三分部向本公司披露，並已根據該條例第三百三十六條列入記錄於本公司存置之登記冊，擁有本公司之股份或相關股份之權益或淡倉，及倘若董事行使全部權力購回股份，則各股東於本公司之股本權益會增加如下：

The interests or short positions of the following shareholders in the shares or underlying shares of the Company which have been disclosed to the Company, at the Latest Practicable Date, pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (the “SFO”) and have been recorded in the register kept by the Company pursuant to section 336 of the SFO; together with the respective total interests would be increased in the event that the Directors exercise in full the Share Repurchase Mandate:

名稱 Name	股份數目 No. of shares	權益百分率概約 Approximate percentage of interests	若行使全部購回股份授權之權益百分率概約 Approximate percentage of interests if the Share Repurchase Mandate is exercised in full
Aberdeen Asset Management Plc and its associates	219,420,018	14.71%	16.35%
Harris Associates L.P.	209,719,800	14.06%	15.63%
State Street Corporation	86,397,598 (附註)(Note)	5.79%	6.44%
JPMorgan Chase & Co.	76,190,747	5.11%	5.68%

附註：

該等股份乃 State Street Corporation 持有之可供借出的股份。

因此，董事並不知悉，任何因根據購回股份授權購回股份，而就公司收購及合併守則而言可能出現之情況。

Note:

These shares were held in the Lending Pool by State Street Corporation.

Accordingly, the Directors are not aware of any consequences which may arise under The Code on Takeovers and Mergers as a result of any repurchase made under the Share Repurchase Mandate.