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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 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
AND REPURCHASE SHARES
AND
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, June 14, 2013 at 9:30 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Abacus Limited, the branch share registrar of Giordano International Limited in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

March 28, 2013

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DEFINITIONS

In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“2013 AGM”	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, June 14, 2013 at 9:30 a.m.;
“AGM Notice”	the notice convening the 2013 AGM as set out in this circular;
“associates”	has the meaning ascribed thereto under the Listing Rules;
“Auditor”	the auditor for the time being of the Company;
“Board”	the board of Directors or a duly authorised committee thereof;
“Bye-laws”	the bye-laws of the Company, to be amended from time to time;
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“Company”	Giordano International Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on the Main Board;
“Directors”	the directors of the Company from time to time and “ Director ” shall be construed accordingly;
“Group”	the Company and the 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”	March 20, 2013, 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;

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market operated by the Stock Exchange. For the avoidance of doubt, Main Board excludes the Growth Enterprise Market operated by the Stock Exchange;
“Shareholder(s)”	holder(s) of the Shares;
“Shares”	shares of HK\$0.05 each (or of such other nominal amount as shall result from a sub-division or a consolidation of such shares from time to time) in the capital of the Company and “ Share ” shall be construed accordingly;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers (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*)

Mr. Ishwar Bhagwandas CHUGANI

Non-executive Directors:

Mr. CHENG Chi Kong, Adrian

Mr. CHAN Sai Cheong

Independent Non-executive Directors:

Dr. Barry John BUTTIFANT

Mr. KWONG Ki Chi, *GBS, JP*

Dr. LEE Peng Fei, *Allen, JP*

Professor LEUNG Kwok

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

March 28, 2013

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you notice of the 2013 AGM, and information on matters to be dealt with at the 2013 AGM. They are:– (i) grant of general mandates to issue and repurchase Shares and (ii) re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the 2013 AGM of the Company, an ordinary resolution will be proposed to grant to the Directors a Share Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to eligible persons of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company or any Shares of the Company issued as scrip dividends pursuant to the Bye-laws of the Company, additional Shares with an aggregate nominal value not exceeding ten percent (10%) of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution. The Share Issue Mandate, if granted, will remain in effect until 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 to be held by the Bye-laws or any applicable laws of the Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the 2013 AGM of the Company, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to repurchase Shares (the “Share Repurchase Mandate”) subject to the maximum number of Shares of up to ten percent (10%) of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution. The Share Repurchase Mandate, if granted, will remain in effect until 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 to be held by the Bye-laws or any applicable laws of the Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Shares Repurchase Mandate at the 2013 AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the forthcoming annual general meeting of the Company, Dr. Barry John BUTTIFANT and Dr. LEE Peng Fei, Allen will retire by rotation in accordance with Bye-law 98 of the Company, and Mr. Ishwar Bhagwandas CHUGANI shall retire in accordance with Bye-law 101(B) of the Company.

Dr. Lee Peng Fei, Allen will not offer himself for re-election whereas Mr. Ishwar Bhagwandas CHUGANI and Dr. Barry John BUTTIFANT, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Information of the above retiring Directors proposed for re-election at the 2013 AGM which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of the 2013 AGM is set out on pages 11 to 14 of this circular. A form of proxy for the 2013 AGM is enclosed herewith. Whether or not you are able to attend the 2013 AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding of the 2013 AGM 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 at the 2013 AGM or any adjournment thereof (as the case may be) should you so wish. Pursuant to the Listing Rules, voting by poll is required for any resolution put to vote at the 2013 AGM.

RECOMMENDATION

The Directors consider that the Share Issue Mandate, Share Repurchase Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders and so recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the 2013 AGM.

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

The following is the explanatory statement, as required by the Listing Rules, to provide information to Shareholders of the Company for their consideration of the proposed granting of a general mandate to the Directors to repurchase Shares of the Company. The Share Repurchase Mandate, upon obtaining Shareholders' approval at the Company's 2013 AGM, 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, up to a maximum of ten percent (10%) 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 (10%) 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 the Latest Practicable Date, the number of Shares in issue was 1,549,838,518 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 2013 AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a limit of 154,983,851 Shares.

(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, 2012, 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 (12) months preceding the Latest Practicable Date, were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
March	6.55	5.76
April	6.80	5.99
May	7.22	5.55
June	5.70	4.89
July	5.96	5.31
August	6.23	5.26
September	6.53	5.89
October	6.89	6.19
November	7.30	6.42
December	7.80	6.83
2013		
January	7.89	7.12
February	8.48	7.44
March*	8.10	7.55

* *Up to the Latest Practicable Date*

(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 (6) 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 Takeovers Code.

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:

Name	No. of shares	Approximate percentage of interests	Approximate percentage of interests if the Share Repurchase Mandate is exercised in full
Aberdeen Asset Management Plc and its associates	281,207,657	18.14%	20.16%
Sino Wealth International Limited ¹	384,830,000	24.83%	27.59%
Chow Tai Fook Nominee Limited ¹	384,830,000	24.83%	27.59%
Dato' Dr. Cheng Yu Tung ¹	384,830,000	24.83%	27.59%

Note 1: Those shares represent 384,830,000 shares held by Sino Wealth International Limited. Sino Wealth International Limited is wholly owned by Chow Tai Fook Nominee Limited, which is in turn controlled by Dato' Dr. Cheng Yu Tung. As such Chow Tai Fook Nominee Limited and Dato' Dr. Cheng Yu Tung were deemed to have interests in the said shares and underlying shares held by Sino Wealth International Limited for the purpose of the SFO.

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

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the 2013 AGM pursuant to the Bye-laws:

Mr. Ishwar Bhagwandas CHUGANI (*Executive Director*), aged 54, was appointed as an Executive Director of the Company on February 1, 2013. He is also the Managing Director of Giordano Middle East FZE and a member of the Management Committee of the Company.

Mr. Chugani is a founding member and director of the Middle East Council of Shopping Centers and has over 35 years of retail and marketing experience in the Middle East. Mr. Chugani graduated from De La Salle University in the Philippines with an honours degree in business management.

Mr. Chugani did not hold any directorship in other listed company in the last three years. He does not have any relationship with any Directors, senior management or substantial shareholders of the Company. As at March 20, 2013, he has interests in 800,000 shares of the Company and options to subscribe for 400,000 shares of the Company (within the meaning of Part XV of the SFO), which in aggregate represent approximately 0.08% of the existing issued share capital of the Company.

There is no service contract entered into between the Company and Mr. Chugani, and he is subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company. Mr. Chugani will continue to receive remuneration and benefits equivalent to HK\$1,660,000 per annum, plus a performance based discretionary bonus, as the Managing Director of Giordano Middle East FZE. Mr. Chugani's remuneration and benefits, including incentives, will be henceforth determined by the Board, to reflect his responsibilities as an executive director of the Group.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Dr. Barry John BUTTIFANT (*Independent Non-executive Director*), aged 68, joined the Company in May 1991. He is also chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company.

Dr. Buttifant is currently an executive director of Hsin Chong Construction Group Ltd. ("HCCG"), a non-executive director of Synergis Holdings Limited ("Synergis") and an independent non-executive director of Daiwa Associate Holdings Limited, all of which are listed on the Stock Exchange of Hong Kong.

Dr. Buttifant also serves as a non-executive director of Global-Tech Advanced Innovations Inc. and China Nepstar Chain Drugstore Ltd., both of which are NASDAQ and New York Stock Exchange-listed companies, respectively.

In July 2010, Dr. Buttifant was an executive director of the IDT International Limited. In October 2009, Dr. Buttifant was a director of Mission Hills Group (“MHG”) – corporate finance and prior to this appointment, he was a consultant to the Group since December 2008. Prior to joining MHG, Dr. Buttifant served as a principal of KLC Kennic Lui & Company (“KLC”), a professional accounting firm, and managing director of KLC Transactions Limited. Prior to joining KLC, Dr. Buttifant was the executive director – finance of MHG. In December 2004, Dr. Buttifant was the managing director of Hsin Chong International Holdings Limited, a controlling shareholder of both the construction company, HCCG (which was acquired by MHG in November 2007) and a property management service company, Synergis (which was acquired by HCCG in September 2008). Dr. Buttifant was also an alternate director to both public companies. Dr. Buttifant was an operating partner of Baring Private Equity Asia Limited. He was also the managing director of Wo Kee Hong (Holdings) Limited (“Wo Kee Hong”) from 2001 to 2002 and was the Advisor to the board of directors of Wo Kee Hong from 2002 to 2004. Prior to joining Wo Kee Hong, he was the managing director of IDT International Limited for over 8 years and had worked for Polly Peck Group and Sime Darby Hong Kong Limited for more than 11 years in the capacity of finance director and managing director. Dr. Buttifant was formerly an independent non-executive director of Alltronics Holdings Limited from 2005 to 2009. Dr. Buttifant is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Chartered Management Institute, the Hong Kong Management Association and the Hong Kong Institute of Directors. He has been awarded an honorary doctorate of Business Administration (honoris causa) by Edinburgh Napier University, United Kingdom.

Dr. Buttifant does not have any relationship with any Directors, senior management or substantial shareholders of the Company nor hold any other position with the Company and other members of the Group. As at March 20, 2013, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Dr. Buttifant. He is appointed for a term of three years and subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company. He is entitled to receive an annual directors’ fee of HK\$400,000 which is determined with reference to his duties and responsibilities with the Company and prevailing market conditions.

Dr. Buttifant has served the Company for over nine (9) years. He has met the independence guidelines as set out in Rule 3.13 of the Listing Rules on the Stock Exchange and has submitted to the Stock Exchange a written confirmation concerning his independence and given an annual confirmation of his independence to the Company. The Board, therefore, considers him to continue to be independent and believes he should be re-elected in view of his extensive experience and valuable contribution to the Board.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

GIORDANO

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 709)

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, June 14, 2013 at 9:30 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the Directors and the Auditor for the year ended December 31, 2012;
2. To declare a final dividend for the year ended December 31, 2012;
3. To re-elect retiring Directors;
4. To re-appoint the Auditor and authorize the Directors to fix its remuneration;

As special business:

5. To consider and, if thought fit, pass, with or without modifications, the following resolutions as Ordinary Resolution:

“THAT:

- (I) 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 ten percent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

- (II) 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).”; and

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (I) 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 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 (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

- (II) 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.”.

By Order of the Board
LAU Kwok Kuen, Peter
Chairman

Hong Kong, March 28, 2013

NOTICE OF ANNUAL GENERAL MEETING

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

Notes:

1. 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.
2. 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 notorially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. The Register of Members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders' entitlement to attend and vote at the 2013 Annual General Meeting to be held on Friday, June 14, 2013, the Register of Members of the Company will be closed from Monday, June 10, 2013 to Friday, June 14, 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the 2013 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, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, June 7, 2013.
 - (b) For the purpose of determining shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, June 20, 2013 to Friday, June 21, 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, June 19, 2013.
4. In relation to the above resolutions numbered 5 and 6, approval is being sought from shareholders for a general mandate to be given to the Directors of the Company to allot new shares and to repurchase shares of the Company.
5. An Explanatory Statement which contains important information concerning the above resolution numbered 6 is set out in the Appendix to the document containing this notice.
6. The ordinary resolution set out above will be determined by way of a poll.
7. As at the date of this notice, the Board of Directors of the Company comprises Executive Directors: Dr. LAU Kwok Kuen, Peter and Mr. Ishwar Bhagwandas CHUGANI; Non-executive Directors: Mr. CHENG Chi Kong, Adrian and Mr. CHAN Sai Cheong; and Independent Non-executive Directors: Dr. Barry John BUTTIFANT, Mr. KWONG Ki Chi, Dr. LEE Peng Fei, Allen and Professor LEUNG Kwok.