

Sino Wealth International Limited

(Incorporated in the British Virgin Islands with limited liability)

Clear Prosper Global Limited

(Incorporated in the British Virgin Islands with limited liability)

ANNOUNCEMENT

PAYMENTS TO RELEVANT SHAREHOLDERS

OF

GIORDANO INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 709)

Reference is made to the SFC's press release dated 16 February 2026 regarding the Company and the Assertions.

Sino Wealth and Clear Prosper have denied and continue to deny all Assertions.

Following amicable negotiations, the SFC, Sino Wealth and Clear Prosper have resolved to settle their differences over the Assertions pursuant to paragraph 12.3 of the Introduction to the Takeovers Code.

Sino Wealth and Clear Prosper have agreed to implement the Payment Plan on the expressly agreed basis with the SFC that this will be done without any admission of liability or wrongdoing on the part of Sino Wealth, Clear Prosper or any relevant persons (including the CP Group).

Sino Wealth and Clear Prosper shall provide the following Payment Plan to the Relevant Shareholders:

- (a) **2016 Payment** - each 2016 Shareholder, being a Shareholder (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at **18 May 2016**, shall receive a cash payment equal to **HK\$0.996**, in respect of each Share of such 2016 Shareholder's 2016 Shareholding; and
- (b) **2022 Payment** - each 2022 Shareholder, being a Shareholder (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at **13 September 2022**, shall receive a cash payment equal to **HK\$0.412**, in respect of each Share of such 2022 Shareholder's 2022 Shareholding.

A Claim under the Payment Plan should be made by submitting a completed claim form (which can be downloaded from <https://www.quamcap.com/forms/>), together with the relevant documents, by post or by hand, marked "Giordano International Limited Claim" on the envelope, to the Adjudicator, Quam Capital Limited, at 5/F Wing On Centre, 111 Connaught Road Central, Hong Kong by **5:00 p.m. on Saturday, 16 May 2026**.

On 16 July 2026, the Adjudicator will despatch notice to all Claimants notifying them whether their Claims is successful or not by ordinary post, and in the case of unsuccessful Claimants, such notice will include reasons for rejection. Unsuccessful Claimants may submit a completed supplemental claim form (which can be downloaded from <https://www.quamcap.com/forms/>), together with relevant documents, if any, by post or by hand, marked "Giordano International Limited Claim" on

the envelope, to the Adjudicator, Quam Capital Limited, at 5/F Wing On Centre, 111 Connaught Road Central, Hong Kong by **5:00 p.m. on Sunday, 16 August 2026**.

On 16 October 2026, the Adjudicator will make final decisions with respect to the Claims made by the Review Applicants and despatch notice to all Review Applicants by ordinary post notifying them if their Claims is successful or not, and in the case of unsuccessful Review Applicants, such notice will include reasons for rejection.

On or before 30 October 2026, the Adjudicator will make payment to each successful Claimant by despatching a cheque drawn on a licensed bank in Hong Kong in favour of each such Claimant.

1. BACKGROUND

Reference is made to the SFC's press release dated 16 February 2026 regarding the Company and the SFC's assertions ("Assertions") regarding certain compliance with Rule 26.1 and Rule 5 of the Takeovers Code in May 2016 and September 2022 respectively.

Sino Wealth and Clear Prosper have denied and continue to deny all Assertions.

Following amicable negotiations, the SFC, Sino Wealth and Clear Prosper have resolved to settle their differences over the Assertions pursuant to paragraph 12.3 of the Introduction to the Takeovers Code.

Sino Wealth and Clear Prosper have agreed to implement the Payment Plan on the expressly agreed basis with the SFC that this will be done without any admission of liability or wrongdoing on the part of Sino Wealth, Clear Prosper or any relevant persons (including the CP Group).

2. PAYMENT PLAN

Sino Wealth and Clear Prosper shall provide the following Payment Plan to the Relevant Shareholders:

- (a) **2016 Payment ("2016 Payment")** - each 2016 Shareholder, being a Shareholder (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at **18 May 2016**, shall receive a cash payment equal to **HK\$0.996**, being the difference between HK\$3.60 and the lower of:
- a. the VWAP of Shares for the period from 18 May 2016 up to (and including) the Settlement Date (being from 18 May 2016 to 31 October 2025 (both days included)), which was HK\$2.618; and
 - b. the VWAP of Shares for the period from 18 May 2016 up to (and including) the Latest Practicable Date (being from 18 May 2016 to 13 February 2026 (both days included)), which was HK\$2.604,

in respect of each Share of such 2016 Shareholder's 2016 Shareholding; and

- (b) **2022 Payment ("2022 Payment")** - each 2022 Shareholder, being a Shareholder (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at **13 September 2022**, shall receive a cash payment equal to **HK\$0.412**, being the difference between HK\$1.88 and the lower of:
- a. the average closing price of Shares for the thirty (30) calendar days up to (and including) the Settlement Date (being from 2 October 2025 to 31 October 2025 (both days included)), which was HK\$1.496; and

- b. the average closing price of Shares for the thirty (30) calendar days up to (and including) the Latest Practicable Date (being from 15 January 2026 to 13 February 2026 (both days included)), which was HK\$1.468,

in respect of each Share of such 2022 Shareholder's 2022 Shareholding.

For the avoidance of doubt, if a person held Shares on both 18 May 2016 and 13 September 2022, such person is not required to demonstrate that the Shares held by such person as at 13 September 2022 were bought after 18 May 2016. Any payment to such person shall be determined by reference to his/her 2016 Shareholding and 2022 Shareholding respectively subject to and in accordance with the Payment Plan.

3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS

(A) Adjudicator

Quam Capital Limited (“**Adjudicator**”), a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed to administer the cash payment process and implement procedures for the Payment Plan.

(B) Level of proof of ownership of Shares

A 2016 Shareholder would be required to demonstrate, *on a balance of probabilities*, that such 2016 Shareholder held Shares as at **18 May 2016** in order to be eligible for the payment under the Payment Plan.

A 2022 Shareholder would be required to demonstrate, *on a balance of probabilities*, that such 2022 Shareholder held Shares as at **13 September 2022** in order to be eligible for the payment under the Payment Plan.

Due to Hong Kong's T+2 clearing and settlement system:

- (a) Shareholders who sold or lent their Shares on 17 May 2016 or 18 May 2016 are eligible for the 2016 Payment, but persons who bought, borrowed or re-acquired after lending the Shares on such dates are not eligible for the 2016 Payment; and
- (b) Shareholders who sold or lent their Shares on 12 September 2022 or 13 September 2022 are eligible for the 2022 Payment, but persons who bought, borrowed or re-acquired after lending the Shares on such dates are not eligible for the 2022 Payment.

The Adjudicator shall be the final arbiter of whether a Claim has met the requisite level of proof of ownership of Shares as at the relevant date. Any determination by the Adjudicator shall be final, conclusive and binding.

(C) Claim period and required documentation

A Claim under the Payment Plan should be made by submitting a completed claim form (which can be downloaded from <https://www.quamcap.com/forms/>), together with the relevant documents, by post or by hand, marked “Giordano International Limited Claim” on the envelope, to the Adjudicator, Quam Capital Limited, at 5/F Wing On Centre, 111 Connaught Road Central, Hong Kong **as soon as possible by 5:00 p.m. on Saturday, 16 May 2026** (the “**Claim Deadline**”, being the date that is three (3) months from the date of this announcement), in English or Chinese, including:

- (a) certified true copies of evidence of ownership of Shares as of 18 May 2016 and/or 13 September 2022. Such documentation may comprise share certificates, brokerage or bank account statements, depository participant statements or such other reasonable contemporaneous evidence of ownership on such relevant date;
- (b) signed declarations by the Claimant and the certifier (which are included in the claim form): (i) to the Adjudicator, Clear Prosper and Sino Wealth that the information regarding such Claimant’s ownership of Shares as of 18 May 2016 and/or 13 September 2022 (as applicable) set out in the claim form, the information regarding the certifier set out in the claim form, and the certified copies of the evidence of ownership and other certified documents provided by such Claimant are true and correct and not false or misleading, and the certified copies of the evidence of ownership and other certified documents certified by such certifier are true and complete copies of the originals (as applicable) and (ii) that they understand that a copy of the claim form will be sent to the SFC and that they have read the SFC’s warning that under section 384(3) of the SFO, provision of any record or document to the SFC which is false or misleading in a material particular is a criminal offence; and
- (c) a Claimant is also required to provide the following in the claim form:
 - a. name;
 - b. residential / registered address;
 - c. mailing and email addresses and contact number;
 - d. a certified true copy of the HKID / passport / certificate of incorporation;
 - e. if a Claimant is a Body Corporate, a certified true copy of the resolutions of the board (or the equivalent body) approving the execution of the claim form; and
 - f. if a Claimant is signing as attorney, personal representative or successor, certified true copies of all documents verifying such Claimant’s signing authority.

The Adjudicator shall provide an acknowledgement of receipt of a claim form to the Claimant within seven (7) days upon receipt of such claim form.

(D) Verification of Claims

To determine the validity of a Claim, if the Adjudicator deems necessary, the Adjudicator will, on a *case-by-case basis*, liaise with the Company and major Hong Kong brokers and banks for relevant shareholding and transaction records to the extent practicable. The Claimant shall provide necessary assistance to the Adjudicator where required.

During the two (2) months after the Claim Deadline until 16 July 2026 (the “**Verification Period**”), the Adjudicator will determine whether a Claim under the Payment Plan is valid. On 16 July 2026 (being the last day of the Verification Period), the Adjudicator will despatch notice to all Claimants notifying them whether their Claims is successful or not by ordinary post, and in the case of unsuccessful Claimants, such notice will include reasons for rejection.

Unsuccessful Claimants may submit a completed supplemental claim form (which can be downloaded from <https://www.quamcap.com/forms/>), together with relevant documents, if any, by post or by hand, marked “Giordano International Limited Claim” on the envelope, to the Adjudicator, Quam Capital Limited, at 5/F Wing On Centre, 111 Connaught Road Central, Hong Kong by **5:00 p.m. on Sunday, 16 August 2026** (being the date that is one (1) month from the last day of the Verification Period), in English or Chinese (the “**Review Applicants**”), including:

- (a) certified true copies of additional evidence of ownership of Shares as of 18 May 2016 and/or 13 September 2022 that the Review Applicants wish to provide addressing the matters stated in the reasons for rejection;
- (b) signed declarations by the Review Applicant and the certifier (which are included in the supplemental claim form): (i) to the Adjudicator, Clear Prosper and Sino Wealth that the additional information regarding such Review Applicant's ownership of Shares as of 18 May 2016 and/or 13 September 2022 (as applicable) set out in the supplemental claim form, the information regarding the certifier set out in the supplemental claim form, and the certified copies of the additional evidence of ownership and other certified documents provided by such Review Applicant are true and correct and not false or misleading, and the certified copies of the additional evidence of ownership and other certified documents certified by such certifier are true and complete copies of the originals (as applicable) and (ii) that they understand that a copy of the supplemental claim form will be sent to the SFC and that they have read the SFC's warning that under section 384(3) of the SFO, provision of any record or document to the SFC which is false or misleading in a material particular is a criminal offence; and
- (c) a Review Applicant is also required to provide the following in the supplemental claim form:
 - a. name;
 - b. contact number;
 - c. response addressing the matters stated in the reasons for rejection;
 - d. if a Review Applicant is a Body Corporate, a certified true copy of the resolutions of the board (or the equivalent body) approving the execution of the supplemental claim form; and
 - e. if a Review Applicant is signing as attorney, personal representative or successor, certified true copies of all documents verifying such Review Applicant's signing authority.

The Adjudicator shall provide an acknowledgement of receipt of a supplemental claim form to the Review Applicant within seven (7) days upon receipt of such supplemental claim form.

On 16 October 2026 (being the day that is three (3) months after the last day of the Verification Period (the "**Review Period**")), the Adjudicator will make final decisions with respect to the Claims made by the Review Applicants and despatch notice to all Review Applicants by ordinary post notifying them if their Claims is successful or not, and in the case of unsuccessful Review Applicants, such notice will include reasons for rejection.

On or before 30 October 2026 (i.e. within fourteen (14) days after the last day of the Review Period), the Adjudicator will make payment to each successful Claimant by despatching a cheque drawn on a licensed bank in Hong Kong in favour of each such Claimant. No alternate arrangements will be made to pay any Claimants.

Cheques will be sent by posting the same in pre-paid envelopes addressed to the successful Claimants at their respective addresses provided in their Claims. All such cheques will be sent by ordinary post at the risk of the person(s) entitled thereto and none of the Adjudicator, Clear Prosper, Sino Wealth, the CP Group or any of them will be responsible or liable for any loss.

The expected timetable for the Payment Plan is set out below:

Latest date and time for Claimants to submit a claim form to the Adjudicator ^(note)	5:00 p.m. on Saturday, 16 May 2026
End of Verification Period and despatch of notice by the Adjudicator to all Claimants notifying them whether their Claims is successful or not	Thursday, 16 July 2026
Latest date and time for Review Applicants to submit a supplemental claim form to the Adjudicator ^(note)	5:00 p.m. on Sunday, 16 August 2026
End of Review Period and despatch of notice by the Adjudicator to all Review Applicants notifying them whether their Claims is successful or not	Friday, 16 October 2026
Despatch of cheques for each successful Claimant	On or before Friday, 30 October 2026

Note: For submission of the claim forms and supplemental claim forms by hand, please note that the office of the Adjudicator will (a) open during office hours (9:00 a.m. to 6:00 p.m.) from Monday to Friday (except public holidays); and (b) remain open on (i) Saturday, 16 May 2026 from 9:00 a.m. to 5:00 p.m.; (ii) Saturday, 15 August 2026 from 9:00 a.m. to 5:00 p.m.; and (iii) Sunday, 16 August 2026 from 9:00 a.m. to 5:00 p.m..

(E) Determinations by the Adjudicator

Any determinations by the Adjudicator shall be final and conclusive and binding on a Claimant.

(F) Others

Claimants, Review Applicants and certifiers are reminded that a person who commits an offence under section 384(3) of the SFO is liable:

- (a) on conviction on indictment to a fine of HK\$500,000 and to imprisonment for six (6) months; or**
- (b) on summary conviction to a fine of HK\$50,000 and to imprisonment for six (6) months.**

The Adjudicator shall have the right to reject a Claim that it determines to be not duly completed or executed in accordance with the applicable requirements or containing inaccurate, incorrect, invalid or incomplete information or illegible writing or otherwise not valid.

The Adjudicator reserves the discretion to request for additional evidence or documents for the purpose of verifying the validity of a Claim. In addition, the Adjudicator may, in suitable cases and in its sole opinion, require such evidence to be notarized or otherwise supported if provided from or involving an overseas jurisdiction.

When preparing certified true copies, the certifier must be a member of a legal, accounting or company secretarial professional regulatory body (regardless of whether such certifier is practicing or not) acceptable to the Adjudicator and the certifier shall include his/her signature, full name, date of certification (must be less than three months' old), details of the certifier's position or the capacity in which he/she is signing, contact details, the name of the professional regulatory body of the certifier and include their registration number issued by the regulating body. Eligible legal, accounting or company secretarial professional regulatory bodies in Hong Kong are The Hong Kong Chartered Governance Institute, Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants, The Law Society of Hong Kong and Hong Kong Bar Association. Eligibility of legal, accounting or company secretarial professional regulatory bodies outside Hong Kong will be determined by the Adjudicator on a case-by-case basis.

For submission of the claim forms and supplemental claim forms by hand, please note that the office of the Adjudicator will:

- (a) open during office hours (9:00 a.m. to 6:00 p.m.) from Monday to Friday (except public holidays); and
- (b) remain open on:
 - a. Saturday, 16 May 2026 from 9:00 a.m. to 5:00 p.m.;
 - b. Saturday, 15 August 2026 from 9:00 a.m. to 5:00 p.m.; and
 - c. Sunday, 16 August 2026 from 9:00 a.m. to 5:00 p.m..

If Claimants or Review Applicants have any queries in relation to the Claim process, please contact the Adjudicator during office hours (9:00 a.m. to 12:00 noon and 2:00 p.m. to 6:00 p.m.) from Monday to Friday (except public holidays) from 20 February 2026 to 6 November 2026 at the service hotline at (852) 2217 2990.

4. DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“2016 Payment”	has the meaning ascribed to it under section titled “2. PAYMENT PLAN” in this announcement
“2016 Shareholders”	Shareholders (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at 18 May 2016 as determined by the Adjudicator pursuant to section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS” in this announcement
“2016 Shareholding”	Shares held by a 2016 Shareholder as at 18 May 2016 as determined by the Adjudicator pursuant to section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS” in this announcement
“2022 Payment”	has the meaning ascribed to it under section titled “2. PAYMENT PLAN” in this announcement
“2022 Shareholders”	Shareholders (other than Sino Wealth, Best Sincere Limited and Firstrate Enterprises Limited) as at 13 September 2022 as determined by the Adjudicator pursuant to section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS” in this announcement
“2022 Shareholding”	Shares held by a 2022 Shareholder as at 13 September 2022 as determined by the Adjudicator pursuant to section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS” in this announcement
“Adjudicator”	has the meaning ascribed to it under section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS - (A) Adjudicator” in this announcement

“Assertions”	has the meaning ascribed to it under section titled “1. BACKGROUND” in this announcement
“Body Corporate”	a legal entity other than an individual
“Claim”	a claim made by a 2016 Shareholder or a 2022 Shareholder in accordance with the Payment Plan
“Claim Deadline”	has the meaning ascribed to it under section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS - (C) Claim period and required documentations” in this announcement
“Claimant”	such person submitting a Claim
“Clear Prosper”	Clear Prosper Global Limited, a company incorporated in the British Virgin Islands with limited liability
“Company”	Giordano International Limited (stock code: 709), a company incorporated in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“CP Group”	(a) Clear Prosper, its holding companies, subsidiaries and fellow subsidiaries, and (b) parties presumed or ruled or minded to be ruled by the Executive to be acting in concert with each of them under the Takeovers Code, including for the avoidance of doubt, the respective directors and senior executives of each of the companies under (b)
“Executive”	the Executive Director of the Corporate Finance Division of the SFC
“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”	13 February 2026, being the latest practicable date for ascertaining certain information contained herein
“Payment Plan”	the payment plan set out in section titled “2. PAYMENT PLAN” in this announcement
“Relevant Shareholders”	the 2016 Shareholders and the 2022 Shareholders
“Review Applicants”	has the meaning ascribed to it under section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS - (D) Verification of Claims” in this announcement
“Review Period”	has the meaning ascribed to it under section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS - (D) Verification of Claims” in this announcement

“Settlement Date”	31 October 2025, being the signing date of the settlement agreement entered into among the Executive, Clear Prosper and Sino Wealth with respect to the Assertions
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sino Wealth”	Sino Wealth International Limited, a company incorporated in the British Virgin Islands with limited liability, and a substantial Shareholder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Verification Period”	has the meaning ascribed to it under section titled “3. LOGISTICAL AND ADMINISTRATIVE ARRANGEMENTS - (D) Verification of Claims” in this announcement
“VWAP”	volume weighted average closing price
“%”	per cent.

By order of

the board of directors of
Sino Wealth International Limited

the board of directors of
Clear Prosper Global Limited

Hong Kong, 16 February 2026

The board of directors of Sino Wealth as at the date of this announcement comprises LEE Chi Hin Jacob and LAM Ka Hoo.

The board of directors of Clear Prosper as at the date of this announcement comprises LEE Chi Hin Jacob and LAM Ka Hoo.

The directors of Sino Wealth and Clear Prosper jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.