
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in **Crocodile Garments Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the licensed securities dealer, registered institution in securities, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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(I) PROPOSED SHARE CONSOLIDATION; (II) PROPOSED CHANGE IN BOARD LOT SIZE; AND (III) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover page shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 5 to 12 of this circular.

The notice convening the EGM of Crocodile Garments Limited to be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 30 October 2024, at 11:45 a.m. (or immediately after the conclusion or the adjournment of the forthcoming 2024 annual general meeting of Crocodile Garments Limited to be held at the same venue and on the same day) is set out on pages EGM-1 to EGM-3 of this circular.

Shareholders are advised to read the notice of the EGM and if you are not able to attend EGM or its adjournment (as the case may be) in person but wish to exercise your right as a Shareholder, please complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Registrar, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4 October 2024

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DEFINITIONS

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

“Articles of Association”	the existing Articles of Association of the Company;
“Board”	the board of Directors;
“Business Day”	a day other than a Saturday, Sunday, public holiday and on which banks are open for inter-bank clearing of cheques in Hong Kong;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 1,000 Existing Shares to 2,000 Consolidated Shares;
“Company”	Crocodile Garments Limited (鱷魚恤有限公司), a company incorporated in Hong Kong with limited liability, the issued ordinary shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 122);
“Consolidated Share(s)”	ordinary share(s) of the Company immediately after the Share Consolidation becoming effective;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation;
“Existing Share(s)”	ordinary share(s) of the Company before the Share Consolidation becomes effective;
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	Friday, 27 September 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Registrar”	Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, being the Company’s share registrar and transfer office;
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be, which are ordinary share(s) of the Company with no nominal value;
“Share Consolidation”	the proposed share consolidation on the basis that every twenty (20) issued Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is as follows:

Events	Time and Date
Despatch date of circular with the notice of the EGM	on or before Friday, 4 October 2024
Latest date and time for lodging transfer documents to qualify for attendance and voting at the EGM	4:30 p.m. on Thursday, 24 October 2024
Closure of register of members of the Company for determination of the entitlement of the Shareholders to attend and vote at the EGM	From Friday, 25 October 2024 to Wednesday, 30 October 2024 (both dates inclusive)
Latest date and time for lodging forms of proxy for the EGM	11:45 a.m. on Monday, 28 October 2024
Record date for attending and voting at the EGM	Wednesday, 30 October 2024
Expected date and time of the EGM.	11:45 a.m. on Wednesday, 30 October 2024
Announcement of poll results of the EGM.	Wednesday, 30 October 2024
The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular:	
Effective date of the Share Consolidation.	Friday, 1 November 2024
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Friday, 1 November 2024
Dealings in Consolidated Shares commence.	9:00 a.m. on Friday, 1 November 2024
Original counter for trading in the Existing Shares in board lots of 1,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 1 November 2024

EXPECTED TIMETABLE

Events	Time and Date
Temporary counter for trading in the Consolidated Shares in board lots of 50 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 1 November 2024
Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens	9:00 a.m. on Friday, 15 November 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Friday, 15 November 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 15 November 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 5 December 2024
Temporary counter for trading in the Consolidated Shares in board lots of 50 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 5 December 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends	4:10 p.m. on Thursday, 5 December 2024
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 9 December 2024

The Shareholders should note that the dates and deadlines specified in this circular for events in the expected timetable for the Share Consolidation are subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the EGM, and are therefore for indicative purpose only.

LETTER FROM THE BOARD

CROCODILE



Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

Executive Directors:

Ms. Lam Wai Shan, Vanessa

(Chairman and Chief Executive Officer)

Mr. Lam Kin Hong, Matthew

Registered Office:

25th Floor, Crocodile Center

79 Hoi Yuen Road

Kwun Tong

Kowloon, Hong Kong

Non-executive Directors:

Mr. Chow Bing Chiu

Ms. Lam Suk Ying, Diana

Mr. Lam Howard

Independent Non-executive Directors:

Mr. Leung Shu Yin, William

(Deputy Chairman)

Mr. Fung Cheuk Nang, Clement

Mr. Woo King Hang

4 October 2024

To the Shareholders,

Dear Sir or Madam,

**(I) PROPOSED SHARE CONSOLIDATION;
(II) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 25 September 2024 in relation to the proposed Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide Shareholders with information relating to (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued Existing Shares be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, 1,421,315,542 Existing Shares have been allotted and issued. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back from the Latest Practicable Date until the effective date of the Share Consolidation, not more than 71,065,777 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Hong Kong laws (where applicable) and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be on Friday, 1 November 2024, being the second Business Day immediately after the date of the EGM.

As at the Latest Practicable Date, none of the conditions above have been fulfilled.

LETTER FROM THE BOARD

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

Other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

LETTER FROM THE BOARD

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 1,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 1,000 Existing Shares to 2,000 Consolidated Shares.

Based on the closing price of HK\$0.083 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,320 based on the theoretical closing price per Consolidated Share of HK\$1.66.

The Change in Board Lot Size will not result in change of the relative rights of the Shareholders.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in June 2024 has further stated that (i) market price of the securities at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

For the past 10 years, the existing board lot value of the Company has been constantly less than HK\$2,000, ranging from HK\$78 to HK\$1,450. Based on the closing price of HK\$0.083 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, with a board lot size of 1,000 Existing Shares, the Company is trading at HK\$83 per board lot, which is under HK\$2,000 per board lot. In view of this, the Board on its initiative proposes to effect the Share Consolidation and the Change in Board Lot Size in order to comply with the trading requirements of the Listing Rules that the expected board lot value will be HK\$3,320, which will be greater than HK\$2,000.

LETTER FROM THE BOARD

In view of the recent trading price of the Shares, it is considered that the Share Consolidation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Share Consolidation and the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and make investing in the Shares more attractive to a boarder range of investors, and thus further broaden the shareholder base of the Company.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions or arrangements that may affect the trading in the Shares, including share consolidation, share subdivision or further change in board lot size, in the next twelve months. Nevertheless, the Company may and intends to conduct debt and/or equity fund raising exercises in the next twelve months when suitable fund-raising opportunities arise in order to support future development and operations of the Group. Since the scale of such possible fund raising exercises have not been ascertained as at the Latest Practicable Date, the proposed Share Consolidation and the Change in Board Lot Size have not taken into account the effect of any such possible fund raising exercises. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Shareholders and potential investors of the Company should note that the abovementioned possible fund raising exercises may or may not materialize. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Platinum Broking Company Limited as an agent to provide matching services, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Friday, 15 November 2024 to 4:00 p.m. on Thursday, 5 December 2024 (both days inclusive). Any Shareholder who wishes to use this matching service should contact Mr. Martin Ma of Platinum Broking Company Limited at (852) 2841 7058 during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 1 November 2024, being the second Business Day immediately after the date of the EGM, the Shareholders may during the business hours, on or after Friday, 1 November 2024 and until Monday, 9 December 2024 (both dates inclusive) submit existing share certificates in the colour of blue for the Existing Shares to the Company's Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates in the colour of green for the Consolidated Shares at the expense of the Company.

LETTER FROM THE BOARD

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 5 December 2024, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

EGM

A notice convening the EGM to be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 30 October 2024 at 11:45 a.m. (or immediately after the conclusion or the adjournment of the forthcoming 2024 annual general meeting of the Company to be held at the same venue and on the same day) at which an ordinary resolution will be proposed for the approval by the Share Consolidation, is set out on pages EGM-1 to EGM-3 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be proposed at the EGM (as set out in the notice of EGM) will be voted by way of a poll. An announcement on the results of the poll will be made by the Company after the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

The register of members of the Company will be closed from Friday, 25 October 2024 to Wednesday, 30 October 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 24 October 2024.

Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders have any material interest in the Share Consolidation, and accordingly, no Shareholder will be required to abstain from voting in favour of the ordinary resolution at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed "Conditions of the Share Consolidation" above in this circular. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

Yours faithfully,
For and on behalf of the Board
Crocodile Garments Limited
Lam Wai Shan, Vanessa
Chairman, Executive Director and
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of the members (“**Members**”) of Crocodile Garments Limited (“**Company**”) will be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 30 October 2024, at 11:45 a.m. (or immediately after the conclusion or the adjournment of the forthcoming 2024 annual general meeting of the Company to be held at the same venue and on the same day) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
 - (i) every twenty (20) issued and unissued ordinary shares in the share capital of the Company be consolidated into one (1) ordinary share (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (ii) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) any one or more Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

By order of the Board
Crocodile Garments Limited
Lam Wai Shan, Vanessa
Chairman, Executive Director and
Chief Executive Officer

Hong Kong, 4 October 2024

Notes:

- (1) A Member entitled to attend and vote at EGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend the EGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a Member. A form of proxy for use at the EGM or its adjournment (as the case may be) is enclosed with the Company’s circular dated 4 October 2024 (“**Circular**”) and is also available on the respective websites of the Stock Exchange and the Company.
- (2) To be valid, a form of proxy, duly signed and completed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be lodged with the Company’s share registrar, Tricor Tengis Limited (“**Registrar**”), at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the EGM or its adjourned meeting (as the case may be) should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Registrar is (852) 2980 1333.

- (3) The register of members of the Company will be closed from Friday, 25 October 2024 to Wednesday, 30 October 2024 (both days inclusive) for ascertaining the entitlements to attend and vote at the EGM during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s office not later than 4:30 p.m. on Thursday, 24 October 2024 for registration.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (4) Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the EGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the EGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
- (5) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll at the EGM.
- (6) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a “**black**” rainstorm warning signal is expected to be in force at any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.crocodile.com.hk) to notify Members of the date, time and venue of the rescheduled EGM.

If a tropical cyclone warning signal No. 8 or above or a “**black**” rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend the EGM under a bad weather condition and if they do so, they are advised to exercise care and caution.