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If you have sold or transferred all your shares in **Crocodile Garments Limited**, you should at once hand this circular 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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PROPOSALS INVOLVING GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, RE-ELECTION OF THE RETIRING DIRECTOR, ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF EXISTING SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the 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 10 of this circular.

The notice convening the 2015 AGM to be held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 15 December 2015 at 10:00 a.m. is contained in both the 2014-2015 Annual Report and this circular. **The subject matter of this circular relates only to the proposed Ordinary Resolutions nos. 2, 4 and 5, the text of which is contained in the Notice of 2015 AGM.**

If you do not intend to be present at the 2015 AGM or its adjournment (as the case may be) in person but wish to exercise your rights as a Shareholder, please complete and sign the form of proxy enclosed with the 2014-2015 Annual Report in accordance with the instructions printed thereon and deposit the same with the Company’s share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time fixed for holding of the 2015 AGM 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 2015 AGM 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.

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This circular in both English and Chinese is available in printed form and published on the respective websites of the Company at www.crocodile.com.hk and the Stock Exchange at www.hkexnews.hk.

DEFINITIONS

Under the context otherwise requires, terms used in this circular shall have the following respective meanings:

“2014-2015 Annual Report”	annual report of the Company for the year ended 31 July 2015;
“2014 AGM”	AGM held on 8 December 2014;
“2015 AGM”	the AGM to be convened and held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 15 December 2015 at 10:00 a.m. or at any adjournment thereof;
“Acceptance Date”	in relation to any Option, the day on which the offer to grant such Option is accepted by the relevant Eligible Participant in accordance with the provisions of the New Share Option Scheme;
“Adoption Date”	the date of approval and adoption of the New Share Option Scheme by the Shareholders;
“AGM”	annual general meeting of the Company;
“Articles of Association”	the Articles of Association of the Company;
“associate(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Board”	the board of Directors, and for the purposes of the New Share Option Scheme shall include (i) any committee of the Board duly constituted from time to time to administer the New Share Option Scheme and to which the functions and responsibilities of the Board under the New Share Option Scheme have been delegated and (ii) the independent non-executive directors of the Company vested with the responsibility of administering the New Share Option Scheme in the circumstances as set out in the Listing Rules and the New Share Option Scheme;
“Buy-backs Code”	the Code on Share Buy-backs issued by the SFC;
“Buy Back Mandate”	a general and unconditional mandate proposed to be granted at the 2015 AGM to the Directors to buy back Shares not exceeding 10% of the total issued Shares as at the date of passing such resolution;
“chief executive”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;

DEFINITIONS

“close associate(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	Crocodile Garments Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 122);
“control”	has the meaning ascribed to it under the Takeovers Code;
“connected person(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Date of Grant”	in relation to any Option, the day (which must be a trading day) on which the Directors resolve to make an offer of that Option to an Eligible Participant subject to the provisions of the New Share Option Scheme;
“Director(s)”	the director(s) of the Company;
“Eligible Participant”	any person falling within any of the following classes: <ul style="list-style-type: none">(a) any employee of the Group;(b) any director, officer or consultant of the Group; and(c) any other group or classes of participants which the Board, in its absolute discretion, considers to have contributed or will contribute, whether by way of business alliance or other business arrangement, to the development and growth of the Group;
“Existing Share Option Scheme”	the share option scheme adopted by the Company at its AGM held on 22 December 2006 and became effective on 29 December 2006;

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“General Mandate”	a general and unconditional mandate proposed to be granted at the 2015 AGM to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total issued Shares as at the date of passing such resolution;
“Group”	the Company and its subsidiaries from time to time;
“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;
“Intrinsic Value”	the difference between the market price (or theoretical entitlement price) of the Shares under the Option and the exercise price (or revised exercise price) of the Option;
“Latest Practicable Date”	10 November 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Committee”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the 2015 AGM;
“Notice of 2015 AGM”	the notice convening the 2015 AGM is contained in both the 2014-2015 Annual Report and this circular;
“Option”	an option to subscribe for Shares pursuant to the New Share Option Scheme;
“Option Holder”	the holder of any outstanding Option or (where the context so permits) any person who is entitled to such Option in consequence of death or disability of the original holder;

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“Option Period”	in respect of any Option, the period commencing on the Acceptance Date of an Option and expiring at the close of business on a day as determined by the Directors (both days inclusive), which period may, if the Directors so determine, be set at different length for different Eligible Participants provided always that such period shall not be longer than ten (10) years from the date upon which any Option is granted in accordance with the New Share Option Scheme;
“Option Price”	the price per Share payable on the exercise of an Option (in whole or in part) as determined by the Directors provided always it shall comply with the provisions of the New Share Option Scheme;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the Notice of 2015 AGM;
“SFC”	the Securities and Futures Commission in Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) in the share capital of the Company;
“Shareholder(s)”	the duly registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC;
“trading day”	a day on which the Stock Exchange is open for business of dealing in securities; and
“%”	per cent.

LETTER FROM THE BOARD



Executive Directors:

Dr. Lam Kin Ming (*Chairman and Chief Executive Officer*)
Ms. Lam Wai Shan, Vanessa (*Deputy Chief Executive Officer*)
Dr. Lam Kin Ngok, Peter
Mr. Lam Kin Hong, Matthew
Mr. Wan Edward Yee Hwa

Non-executive Director:

Ms. Lam Suk Ying, Diana

Independent Non-executive Directors:

Mr. Chow Bing Chiu
Mr. Leung Shu Yin, William
Mr. Yeung Sui Sang

Registered Office:

11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Principal Place of Business:

12th Floor, Wing Tai Centre
12 Hing Yip Street
Kwun Tong
Kowloon, Hong Kong

13 November 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES,
RE-ELECTION OF THE RETIRING DIRECTOR,
ADOPTION OF NEW SHARE OPTION SCHEME AND
TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. Introduction

The purpose of this circular is to provide you with information regarding, among other things, (i) the proposed general mandates to the Directors to buy back Shares; to allot, issue and deal with additional Shares and to issue Shares by adding the number of Shares bought back; (ii) re-election of the retiring Director as well as (iii) the proposed adoption of New Share Option Scheme and termination of Existing Share Option Scheme, so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the 2015 AGM.

LETTER FROM THE BOARD

2. Proposed Buy Back Mandate and General Mandate

At the 2014 AGM held on 8 December 2014, an ordinary resolution was passed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total issued Shares as at the date of the 2014 AGM, for the period from the said date until the conclusion of the next AGM or such other period as stated in the resolution.

The above mandate will expire at the conclusion of the 2015 AGM unless renewed at that meeting. Resolutions will be proposed at the 2015 AGM to grant the Buy Back Mandate, the General Mandate to the Directors and to extend the general mandate granted to the Directors to issue Shares by adding the number of Shares bought back. As regards these resolutions, the Directors wish to state that they have no immediate plans to buy back any Shares or issue any new Shares pursuant to the relevant mandates.

An explanatory statement, as required by the Listing Rules in connection with the Buy Back Mandate is set out in Appendix I to this circular, and contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution relating to the Buy Back Mandate.

3. Re-election of the Retiring Director

In accordance with Article 100 of the Articles of Association, Ms. Lam Wai Shan, Vanessa (an Executive Director and the Deputy Chief Executive Officer of the Company) will retire from office by rotation at the 2015 AGM and, being eligible, will offer herself for re-election. Details of the retiring Director proposed for re-election at the 2015 AGM required to be disclosed under Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

4. Proposed Adoption of New Share Option Scheme and Termination of Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company at its AGM held on 22 December 2006. The Existing Share Option Scheme is valid and effective for a period of 10 years from 29 December 2006 and will expire on 28 December 2016. In view of the impending expiry of the Existing Share Option Scheme, the Company proposes to adopt the New Share Option Scheme and terminate the Existing Share Option Scheme after all conditions precedent as referred to under the paragraph "*Conditions Precedent of New Share Option Scheme*" below have been fulfilled.

LETTER FROM THE BOARD

A. *Existing Share Option Scheme and New Share Option Scheme*

The operation of the New Share Option Scheme will commence after all the conditions precedent as referred to under the paragraph headed “*Conditions Precedent of New Share Option Scheme*” below have been fulfilled. A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. Details of the ordinary resolution to be proposed at the 2015 AGM relating to the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme are set out in Ordinary Resolution no. 5.

The purpose of the New Share Option Scheme is to recognise the contribution or future contribution of the Eligible Participants for their contribution to the Group by granting Options to them as incentives or rewards and to attract, retain or motivate Eligible Participants in line with the performance goals of the Group.

As at the Latest Practicable Date, the Company has granted options relating to 27,387,000 Shares under the Existing Share Option Scheme representing approximately 2.89% of the total issued Shares as at the Latest Practicable Date. Of these options, options relating to 18,502,000 Shares have been exercised and 8,885,000 Shares have lapsed in accordance with the terms of the Existing Share Option Scheme and no option is valid and outstanding under the Existing Share Option Scheme as at the Latest Practicable Date. The Board has no intention of granting any further options under the Existing Share Option Scheme during the period from the Latest Practicable Date and the date of the 2015 AGM. Upon termination of the Existing Share Option Scheme, no further options may be granted.

As at the Latest Practicable Date, there were, in aggregate, 947,543,695 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the New Share Option Scheme, and that no further option is granted under the Existing Share Option Scheme prior to its termination and any other share option schemes of the Company (if any), the maximum number of Shares issuable pursuant to the New Share Option Scheme and any other share option schemes of the Company (if any) will be 94,754,369 Shares, being 10% of the total issued Shares on the date of approval of the New Share Option Scheme, unless the Company obtains a fresh approval from the Shareholders in general meeting to refresh the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time (“**Overall Limit**”).

LETTER FROM THE BOARD

B. Conditions Precedent of New Share Option Scheme

The New Share Option Scheme will take effect subject to the following conditions:

- (a) the passing of the necessary resolutions by the Shareholders in a general meeting to approve the adoption of the New Share Option Scheme and to authorise the Directors to grant Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee granting the approval for the listing of, and permission to deal in, any Shares to be allotted and issued pursuant to the exercise of Options under the New Share Option Scheme.

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

Once the New Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of a material nature, must be approved by the Shareholders, except where the alterations take effect automatically pursuant to the terms originally provided in the New Share Option Scheme.

C. Value of the Options

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date, given that various factors (such as the Option Price and other terms and conditions to which an Option may be subject) crucial for valuation cannot be predicted or ascertained and may vary from case to case. The Directors believe that any calculation of the value of Options as at the Latest Practicable Date based on assumptions would be speculative and not meaningful, and indeed might be misleading to the Shareholders.

D. Principal Terms of New Share Option Scheme

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same. The terms of the New Share Option Scheme are in line with the provisions of Chapter 17 of the Listing Rules, which govern the terms of the share option schemes of listed companies.

LETTER FROM THE BOARD

5. 2015 AGM

The 2015 AGM will be held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 15 December 2015 at 10:00 a.m. The notice convening the 2015 AGM contained in both the 2014-2015 Annual Report and this circular. The resolutions in relation to the Buy Back Mandate and General Mandate for the respective buy back and issue of Shares, the re-election of the retiring Director as well as the adoption of New Share Option Scheme and termination of Existing Share Option Scheme will be proposed at the 2015 AGM for approval by the Shareholders.

If you do not intend to be presented at the 2015 AGM or its adjournment (as the case may be) in person but wish to exercise your rights as a Shareholder, please complete and sign the form of proxy enclosed with the 2014-2015 Annual Report (also published on both the websites of the Company at www.crocodile.com.hk and the Stock Exchange at www.hkexnews.hk) in accordance with the instructions printed thereon and deposit the same with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time fixed for holding the 2015 AGM 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 at the 2015 AGM 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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2015 AGM.

6. Voting by Way of Poll

In compliance with Rule 13.39(4) of the Listing Rules, save for resolutions which relate purely to procedural or administrative matters to be voted on by a show of hands, voting on the resolutions to be proposed at the 2015 AGM shall be decided by way of a poll.

Article 80 of the Articles of Association provides that on a poll, every member present in person or by proxy in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully-paid Share of which he/share/it is the holder.

An explanation of the detailed procedures of conducting a poll will be provided to the Shareholders at the 2015 AGM. Tricor Tengis Limited, the share registrar of the Company, will serve as the scrutineers for the vote-taking. The Company will publish an announcement on the poll results on the respective websites of the Company at www.crocodile.com.hk and the Stock Exchange at www.hkexnews.hk shortly after the conclusion of the 2015 AGM pursuant to Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

7. Document Available for Inspection

A copy of the rules of the New Share Option Scheme will be available for inspection at the registered office of the Company at 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong during normal business hours between 9:00 a.m. to 6:00 p.m. (except 1:00 p.m. to 2:00 p.m.) on any weekday from the date of this circular up to and including the date of the 2015 AGM and at the 2015 AGM.

8. Recommendation

The Directors are of the opinion that the proposed granting of the Buy Back Mandate and General Mandate, the re-election of the retiring Director as well as the proposed adoption of New Share Option Scheme and termination of Existing Share Option Scheme (details of which are set out in Ordinary Resolutions nos. 2, 4 and 5) as mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the 2015 AGM.

9. General Information

Your attention is drawn to the additional information set out in the appendices to this circular and the Notice of the 2015 AGM contained in both the 2014-2015 Annual Report and this circular.

In case of any inconsistency between the English and Chinese versions of this circular, the English version will prevail.

10. 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.

Yours faithfully,
For and on behalf of the Board of
Crocodile Garments Limited
Lam Kin Ming
Chairman and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT ON BUY BACK MANDATE

This explanatory statement contains all the information required by Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution relating to the Buy Back Mandate to be proposed at the 2015 AGM.

1. ISSUED SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 947,543,695 issued and fully-paid Shares and there was no outstanding option granted under the Existing Share Option Scheme.

Subject to the passing of the proposed ordinary resolution granting the Buy Back Mandate and on the basis that no further Shares will be issued (whether generally or pursuant to the exercise of the subscription rights attaching to the outstanding option) prior to the date of the 2015 AGM, exercise in full of the Buy Back Mandate would result in up to a maximum of 94,754,369 Shares (i.e. 10% of the entire issued share capital of the Company as at the Latest Practicable Date) being bought back by the Company during the relevant period.

2. REASONS FOR BUY BACK

Although the Directors have no present intention to buy back any Shares, they believe that the flexibility afforded by the Buy Back Mandate will be in the best interests of the Company and the Shareholders as a whole. Such buy back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole (e.g. if there are occasions in the future when depressed market conditions arise and the Shares are trading at a discount to their underlying value).

3. FUNDING OF BUY BACK

Pursuant to the Buy Back Mandate, the Company may only apply funds legally available for buy back in accordance with the laws of Hong Kong in which the Company is incorporated and the Articles of Association. The Companies Ordinance provides that the payment in respect of a Share buy back may be made out of the distributable profits of the Company and/or proceeds of a new issue of Shares made for the purpose of the buy back. The finance for such buy back may include the Company's available internal resources and/or the legally available funding facilities.

There might be a material adverse impact on the working capital or gearing position of the Group (as compared with the position disclosed in the published audited consolidated financial statements of the Company for the year ended 31 July 2015) in the event that the Buy Back Mandate was to be carried out in full at any time during the proposed buy back period. However, the Directors do not currently propose to exercise the Buy Back Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital of the Company or the gearing position which are, in the opinion of the Directors, appropriate for the Company from time to time.

APPENDIX I EXPLANATORY STATEMENT ON BUY BACK MANDATE

4. SHARE PRICES

The highest and lowest prices per Share at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
November	0.63	0.50
December	0.57	0.50
2015		
January	0.54	0.50
February	1.22	0.52
March	1.32	1.03
April	1.82	1.20
May	1.99	1.45
June	1.94	0.89
July	1.43	0.54
August	1.27	0.79
September	1.18	0.96
October	1.11	0.92
November (up to the Latest Practicable Date)	1.02	0.84

5. BUY BACK BY THE COMPANY

The Company had not made any purchase of Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

6. INTENTION AND UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares held by them to the Company under the Buy Back Mandate if such Buy Back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the Buy Back Mandate in accordance with the Listing Rules, the Articles of Association and the relevant laws in Hong Kong applicable to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares held by him/her/it to the Company, or has undertaken not to do so in the event that the Buy Back Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON BUY BACK MANDATE

7. IMPLICATIONS OF THE TAKEOVERS CODE AND THE LISTING RULES

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy back by the Company, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code and Rule 6 of the Buy-backs Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in their shareholding interest(s), obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer for the Shares in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the controlling shareholders of the Company named below were interested or were deemed to be interested under the SFO in the issued Shares as follows:

Name	Capacity	Nature of interests	Number of issued Shares	Approximate percentage of total issued Shares
Rich Promise Limited ("RPL")	Beneficial owner	Corporate	472,200,000 <i>(Note 1)</i>	49.83%
Lam Kin Ming ("Dr. Lam")	Beneficial owner and owner of controlled corporation	Personal and corporate	477,209,000 <i>(Notes 1 and 2)</i>	50.36%

Notes:

(1) Dr. Lam (the chairman, an executive director and the chief executive officer of the Company) was deemed to be interested in the 472,200,000 Shares owned by RPL by virtue of his 100% shareholding interest in RPL.

(2) Dr. Lam was personally interested in 5,009,000 Shares.

In the event that the Company exercises the Buy Back Mandate in full and taking no account of the issue of new Shares by the Company pursuant to any general or specific mandates granted by the Shareholders at any general meeting, the Existing Share Option Scheme and/or any scheme or otherwise, the aggregate beneficial shareholding interest and deemed shareholding interest of RPL and Dr. Lam in the Company (for illustration) will be as follows:

Name	Approximate percentage of total issued Shares
RPL	55.37%
Dr. Lam	55.96%

APPENDIX I EXPLANATORY STATEMENT ON BUY BACK MANDATE

The Directors are not aware of any Shareholders or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any buy back of Shares pursuant to the Buy Back Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy back, the exercise of the Buy Back Mandate whether in whole or in part will not result in less than 25% of the total issued Shares being held by the public as required by Rule 8.08 of the Listing Rules.

Ms. Lam Wai Shan, Vanessa, Executive Director and Deputy Chief Executive Officer, aged 44, was appointed an Executive Director in February 2006 and is currently a member of the Executive Committee of the Company. Ms. Lam holds a Bachelor of Arts Degree from Scripps College in California, United States of America and graduated from the Fashion Institute of Design and Merchandising in Los Angeles. Ms. Lam has over 17 years of experience in the fashion industry. Prior to joining the Group in March 1998 as Vice-President, she worked for two famous London-based design houses, namely Alexander McQueen and Julien MacDonald. Ms. Lam has received numerous awards for her work in the industry and charity work.

Ms. Lam is the chairman of the board of directors (2015-2016) of Yan Chai Hospital. She is also a member of each of Guangdong Provincial Committee and Beijing Haidian Qu Committee of Chinese People's Political Consultative Conference.

Ms. Lam is a daughter of Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer of the Company), and a niece of Ms. Lam Suk Ying, Diana (Non-executive Director), Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (both Executive Directors).

The Company and Ms. Lam have entered into a service contract with no fixed term. However, in accordance with the provisions of the Articles of Association, Ms. Lam will be subject to retirement as a Director by rotation once every three years if re-elected at the 2015 AGM and will also be eligible for re-election at future AGMs. She presently receives a monthly salary and allowance of HK\$235,300 and an annual director's fee of HK\$10,000 as well as other allowances (where applicable), and such remuneration and discretionary bonus as may be determined by the Board from time to time with reference to the results of the Company, her performance, duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, Ms. Lam has not held any other directorship in listed public companies in the last three years. As at the date of this Report, except for her personal interest in 6,227,500 Shares (representing about 0.66% of the total issued share capital of the Company), Ms. Lam does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

For the purpose of Ms. Lam's re-election as a Director at the 2015 AGM in accordance with Articles of Association, there are no other matters which need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The following is a summary of the principal terms of the New Share Option Scheme to be approved at the 2015 AGM. It does not form part of, nor is it intended to be part of the rules of the New Share Option Scheme and it should not be taken as affecting the interpretation of the rules of the New Share Option Scheme. The Directors reserve the rights at any time prior to the 2015 AGM to make such amendments to the New Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects of the summary.

(A) Purpose

The purpose of the New Share Option Scheme is to recognise the contribution or future contribution of the Eligible Participants for their contribution to the Group by granting Options to them as incentives or rewards and to attract, retain or motivate Eligible Participants in line with the performance goals of the Group.

(B) Who may join

The Directors may at their absolute discretion and subject to such terms, conditions, restrictions or limitations as they may think fit offer, at the consideration of HK\$1.00 per Option, to grant Options to the Eligible Participants to subscribe at the Option Price for such numbers of Shares as they may determine. In determining the basis of eligibility of each Eligible Participant, the Directors would take into account such factors as the Directors may at its discretion consider appropriate including the contribution or future contribution to the Group of each Eligible Participant and the need to attract, retain or motivate them for achieving the performance goals of the Group. Any such terms, conditions, restrictions or limitations so imposed in relation to any Option shall be notified to the Eligible Participant to whom the offer to grant such Option has been made in the letter or document containing the offer of grant of the Option. In particular, the Directors may specify vesting periods or minimum performance targets (if any) that must be reached before an Option is capable of being exercised by the Option Holder.

(C) Price for the Shares

The Option Price (subject to adjustments in accordance with paragraph (J) below) shall be determined on the Date of Grant at the absolute discretion of the Directors as an amount per Share which shall be at least the highest of:

- (aa) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Date of Grant, which must be a trading day; and
- (bb) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the Date of Grant.

(D) Acceptance of offers of Options

Offers to grant an Option shall be open for acceptance in writing. Such acceptance must be received by the company secretary of the Company (“**Company Secretary**”) within a period of 30 days inclusive of, and from, the Date of Grant provided that no such offer shall be open for acceptance after the expiry of the period of the New Share Option Scheme or after the New Share Option Scheme has been terminated or by a person who ceases to be an Eligible Participant after such offer has been made. An offer shall be deemed to have been accepted on the date when the duplicate comprising acceptance of the offer is duly signed by the Eligible Participant with the number of Shares in respect of which the offer is accepted clearly stated therein together with a remittance in favour of the Company of HK\$1.00 per Option by way of consideration for the grant thereof. Such consideration shall not be refundable.

The Company shall have an unfettered right to publish an announcement relating to the terms of the offer in accordance with the Listing Rules upon an offer of grant of Option.

(E) Maximum number of Shares

- (aa) The maximum number of Shares which may be issued upon the exercise of all Options to be granted under the New Share Option Scheme and all Options to be granted under any other share option schemes of any member of the Group (“**Other Schemes**”) shall not in aggregate exceed 10% of the total issued Shares on the Adoption Date (“**Scheme Limit**”) unless the Company obtains an approval from Shareholders pursuant to paragraph (cc) below. Options lapsed in accordance with the terms of the New Share Option Scheme shall not be counted for the purposes of calculating the Scheme Limit.
- (bb) Subject to (aa) above and the approval of the Shareholders in general meeting, the Company may refresh the Scheme Limit at any time, provided that such limit as refreshed shall not exceed 10% of the total issued Shares as at the date of approval of such refreshed limit. Options previously granted under the New Share Option Scheme and options granted under the Other Schemes (including those outstanding, cancelled or lapsed in accordance with such schemes or those exercised) prior to the date of such approval shall not be counted for the purpose of calculating the limit as refreshed. In such event, the Company shall send a circular to the Shareholders containing the information required under the Listing Rules.
- (cc) Subject to (aa) above and the approval of the Shareholders in general meeting, the Company may grant Options beyond the 10% limit, provided that the Options in excess of such limit are granted only to the Eligible Participants specifically identified by the Company before such shareholders’ approval is sought. In such event, the Company shall send a circular to Shareholders containing, amongst other terms, a generic description of the specified Eligible Participant(s) who may be granted such Options, the number of Shares subject to the Options to be granted, the terms of the Options to be granted, the purpose of granting Options to the specified Eligible Participant(s), an explanation as to how the terms of these Options serve such purpose and such other information required under the Listing Rules.

(F) Maximum number of Options to any one individual

No Option shall be granted to any one Eligible Participant such that the total number of Shares issued and to be issued upon the exercise of the Options granted and to be granted to such person under the New Share Option Scheme and the Other Schemes (including exercised, cancelled and outstanding Options) in any 12-month period up to and including the Date of Grant representing in aggregate over 1% of the total issued Shares from time to time (“**Participant Limit**”), such further grant must be separately approved by the Shareholders in general meeting with such Eligible Participant and his close associates (or his associates if such Eligible Participant is a connected person of the Company) abstaining from voting. A circular in relation to such proposal shall be despatched to the Shareholders in accordance with the Listing Rules.

The number and terms (including the Option Price) of Options to be granted to such Eligible Participant shall be fixed before the date on which approval of the Shareholders is sought and the date of the Directors’ meeting for proposing such further grant of Options should be taken as the Date of Grant for the purpose of calculating the Option Price and for such other purposes as required by the New Share Option Scheme.

(G) Time of exercise of Options

Unless otherwise determined by the Directors and specified in the letter or document containing the offer of grant of the Option at the time of the offer, there is no minimum period for which an Option must be held before the Option can be exercised. Options for the time being outstanding may be exercised in whole or in part at any time during the Option Period. In order for the exercise of an Option to be effective, the Company Secretary must, prior to the expiry of the Option Period, have received:

- (i) a written notice from the Option Holder exercising the Option, signed by or on behalf of the Option Holder and specifying the number of Shares in respect of which the Option is being exercised; and
- (ii) payment in full of an amount equal to the option price multiplied by the relevant number of Shares in respect of which such option is exercised (“**Subscription Price**”).

No performance targets are required to be achieved by any Option Holder before an Option is capable of being exercised by the Option Holder except as otherwise imposed by the Directors and stated in the relevant letter of offer of the grant of an Option.

(H) Rights are personal to the Option Holder

An Option may not be transferred or assigned and is personal to the Option Holder.

(I) Rights on ceasing employment, death/disability or dismissal

In the event the Option Holder ceases to be an Eligible Participant:

- (aa) by reason of death/disability, then he or (as the case may be) his personal representatives may exercise all his outstanding Options within 12 months of such cessation and any such Options not so exercised shall lapse and determine at the end of the said period of 12 months;
- (bb) by reason of termination of his employment on grounds that he has been guilty of misconduct or appears either to be unable to pay a debt immediately payable or to have no reasonable prospect of being able to pay a debt not immediately payable or has become bankrupt or has made any arrangements or composition with his creditors generally or he has been convicted of any criminal offence involving his integrity or honesty, then all his outstanding Options shall lapse and determine on the date he so ceases; or
- (cc) by reason other than as described in the above sub-paragraphs (aa) and (bb) above, then all Options of his which are exercisable at the date he ceases to be an Eligible Participant may be exercised to the extent then exercisable within 3 months of the date he so ceases and unless so exercised shall lapse and determine.

(J) Adjustments

In the event of any variation or potential variation in the issued share capital of the Company individually or in aggregate exceeding 5% of the total issued Shares as at the Adoption Date or the date of any previous adjustment(s) (whichever is later) which arises or may arise immediately following the commencement of the period commencing on the Adoption Date and expiring at the close of business on the tenth anniversary thereof unless terminated pursuant to provisions of the New Share Option Scheme from any issue of Shares in or other securities of the Company by way of reduction, subdivision or consolidation of the share capital of the Company or any capitalisation issue or rights issue, the number of Shares comprised in each Option for the time being outstanding, the Option Price, the Participant Limit in relation to any Option Holder and/or the amounts of multiples of Shares capable of being exercised pursuant to the New Share Option Scheme, may be adjusted in such manner as the Directors (having received a statement in writing from the independent auditors or independent financial adviser of the Company, that in their opinion the adjustments proposed are fair and reasonable having regard to the supplementary guidance set out in the letter issued by the Stock Exchange dated 5 September 2005 and any further guidance/interpretation of Rule 17.03(13) of the Listing Rules) may deem appropriate, provided always that no such adjustment shall have the effect of rendering:

- (aa) the aggregate Subscription Price relating to any Option being increased;
- (bb) the proportion of the equity capital of the Company to which the Option Holder is entitled after the adjustment(s) becoming effective not being the same as that to which he was entitled before solely as a result of such adjustment;
- (cc) the aggregate percentage of the issued share capital of the Company available for the grant of Options shall not be greater than the Scheme Limit or the Overall Limit (subject to adjustments); and
- (dd) the Intrinsic Value of any Option to have increased to the advantage of the Option Holder.

In addition, in respect of any adjustments under this paragraph (J), other than any made on a capitalisation issue, the independent auditors or independent financial adviser of the Company must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

Issuance of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment.

(K) Rights on winding up

If notice is given of a general meeting of the Company at which a resolution will be proposed for the members' voluntary winding-up of the Company, each Option Holder shall be entitled, at any time not later than two trading days prior to the proposed resolution being duly passed, to exercise his outstanding Options in whole or in part, but only so far as such Options shall be subsisting immediately prior to the passing of such a resolution. Subject thereto, all Options then outstanding shall lapse and determine on the commencement of the winding-up.

(L) Rights on a general offer

If, in consequence of any general offer made to all the Shareholders (other than the offeror and/or any person controlled by the offeror and/or any person acting in association or connection with the offeror), and the offer has become unconditional, each Option Holder shall be entitled to exercise at any time the Option in whole or in part up to the close of the offer or any revised offer unless otherwise determined by the Board or in the case of a general offer involving a scheme, within such period as shall be notified by the Company to the Option holders.

(M) Rights on a compromise or an arrangement

If a compromise or an arrangement between the Company and its members or creditors is proposed for the purposes of or in connection with a scheme of reconstruction of the Company or its amalgamation with any other company or companies (excluding any relocation schemes contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all Option Holders on the same date as it despatches the notice to each member or creditor of the Company to consider such a compromise or an arrangement, and thereupon any Option Holder (or where permitted his personal representatives) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the Court be entitled to exercise his Option but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require each Option Holder to transfer or otherwise deal with the Shares issued as a result of such exercise of his Option so as to place the Option Holders in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

(N) Lapse of Option

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (aa) the expiry of the Option Period (subject to the provisions of paragraphs (D) and (R));
- (bb) the expiry of any of the periods referred to in paragraphs (I), (K), (L) and (M) above; and
- (cc) the date on which the Option Holder commits a breach of paragraph (H) above, if the Directors shall exercise the Company's right to cancel any outstanding Option or part thereof granted.

(O) Cancellation of Options granted but not exercised

Options granted and accepted but not exercised may not be cancelled without the consent of the relevant Option Holder and any new Options (or any other options) issued in replacement of Options cancelled may only be issued under the New Share Option Scheme (or the Other Schemes) to the extent unissued Options (or any other options) are available for issue (excluding the cancelled options), with the limits prescribed in paragraphs (E) and (F) above.

(P) Grant of Options to a Director, chief executive or substantial shareholder and their associates

The independent non-executive directors of the Company (not being the independent non-executive director who is or whose associate is, an Option Holder) will be required to approve each grant of Options to any director, chief executive or substantial shareholder of the Company or any of their respective associates.

If a grant of an Option to a substantial shareholder or an independent non-executive director of the Company or to any of their respective associates would result in the total number of Shares issued and to be issued upon the exercise of the Options granted and to be granted under the New Share Option Scheme and the Other Schemes (including options exercised, cancelled, lapsed and outstanding) to such person in the 12-month period up to and including the Date of Grant of such Option:

- (1) representing in aggregate over 0.1% of the total issued Shares; and
- (2) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on each Date of Grant, in excess of HK\$5,000,000,

such further grant of Options shall be approved by the Shareholders in general meeting voting by way of a poll. The Company shall send a circular to the Shareholders containing the information required under the Listing Rules. The relevant Option Holder, his associates and all core connected persons of the Company must abstain from voting at such general meeting.

(Q) Period of New Share Option Scheme

The New Share Option Scheme will remain in force for a period of 10 years commencing on the Adoption Date.

(R) Amendments and termination of New Share Option Scheme

The Directors may from time to time in their absolute discretion waive or amend such provisions of the New Share Option Scheme as they deem desirable, provided that except with the prior approval of the Shareholders in general meeting, no alteration shall be made to the New Share Option Scheme relating to, among other things, the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Option Holders.

Save as otherwise provided in the terms of the New Share Option Scheme, neither an amendment of a material nature to the New Share Option Scheme nor any change to the terms of Options granted may be made by the Directors without the prior approval of the Shareholders in general meeting.

The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of the Listing Rules.

Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

The Company may by resolution in general meeting at any time terminate the operation of the New Share Option Scheme before the expiry of the period referred to in paragraph (Q) above and in such event, no further offer shall be made but in all other respects the provisions of the New Share Option Scheme shall remain in force. All Options granted and accepted prior to such termination shall continue to be valid and exercisable in accordance with their terms and the terms of the New Share Option Scheme.

(S) Ranking of Shares

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association for the time being in force and will rank *pari passu* with the fully-paid Shares in issue on the date of allotment and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made. The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the Option Holder (or any other person) as the holder of those Shares.

(T) Administration

The New Share Option Scheme shall be administered by the Board and the Board shall, subject to the provisions of the New Share Option Scheme, so administer it in such manner as it shall in its absolute discretion deem fit.

(U) Conditions of New Share Option Scheme

The New Share Option Scheme will take effect subject to the following conditions:

- (a) the passing of the necessary resolutions by the Shareholders in 2015 AGM to approve the adoption of the New Share Option Scheme and to authorise the Directors to grant Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee granting the approval for the listing of, and permission to deal in, any Shares to be allotted and issued pursuant to the exercise of Options under the New Share Option Scheme.

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of the members (“**Members**”) of Crocodile Garments Limited (“**Company**”) will be held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 15 December 2015 at 10:00 a.m. (“**2015 AGM**”) for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2015 and the reports of the directors and the independent auditor thereon.
2. To re-elect a retiring director of the Company (“**Director**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange under the Code on Share Buy-backs issued by the SFC for this purpose, subject to and in accordance with all applicable laws in Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (“AGM”);
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company (“Members”) in a general meeting; or
- (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association of the Company (“Articles of Association”) to be held.”

(B) “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association from time to time; or
- (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares,

shall not exceed 20% the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in a general meeting; or
- (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association to be held; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Register of Members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** subject to the passing of the Ordinary Resolution Nos. 4(A) and 4(B) set out in the notice convening this meeting above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of such number of Shares which has been bought back by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to buy back such Shares, provided that such number of Shares shall not exceed 10% of the total issued Shares as at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (“**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the rules of which are contained in the document marked “**A**” produced to the meeting and signed by the chairman of the meeting for the purpose of identification) (“**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation to:
- (i) manage and administer the New Share Option Scheme under which options will be granted to eligible participants under the New Share Option Scheme to subscribe for Shares;
 - (ii) modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”);
 - (iii) grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme and the Listing Rules, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules;
 - (iv) make application at the appropriate time or times to the Stock Exchange, and any stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme;
 - (v) consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) subject to paragraph (a) hereinabove, the share option scheme adopted by the Company at its annual general meeting held on 22 December 2006 be and is hereby terminated with effect from the adoption of the New Share Option Scheme.”

By Order of the Board
Crocodile Garments Limited
Ko Ming Kin
*Chief Financial Officer and
Company Secretary*

Hong Kong, 13 November 2015

Notes:

- (1) *A Member entitled to attend and vote at the 2015 AGM 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 2015 AGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a Member.*
- (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 share registrar of the Company, Tricor Tengis Limited (“Registrar”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the 2015 AGM 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 in person and voting at the 2015 AGM or its adjourned meeting (as the case may be) should they so wish. In that case, the said form(s) of proxy shall be deemed to be revoked.*
- The contact phone number of the Registrar is (852) 2980 1333.*
- (3) *To ascertain the entitlements to attend and vote at the 2015 AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Thursday, 10 December 2015 for registration.*
- (4) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the 2015 AGM 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. However, if more than one of such joint holders are present at the 2015 AGM 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 of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*
- (5) *Concerning agenda item 2 of the Notice,*
- (i) *in accordance with Article 100 of the Articles of Association, Ms. Lam Wai Shan, Vanessa (an Executive Director) will retire from office as Director by rotation at the 2015 AGM and, being eligible, offer herself for re-election; and*
- (ii) *in accordance with Rule 13.74 of the Listing Rules, details of Ms. Lam Wai Shan, Vanessa are set out in both this circular and the section headed “Biographical Details of Directors” of the Report of the Directors of the 2014-2015 Annual Report of the Company (“Annual Report”).*

NOTICE OF ANNUAL GENERAL MEETING

- (6) *Concerning agenda item 3 of the Notice, the Board (which concurs with the audit committee of the Company) has recommended that subject to the approval of Members at the 2015 AGM, Deloitte Touche Tohmatsu will be re-appointed the independent auditors of the Company for the year ending 31 July 2016 (“Year 2016”). Members should note that in practice, independent auditors remuneration for the Year 2016 cannot be fixed at the 2015 AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditor is being called upon to undertake in any given year. To enable the Company to charge the amount of such independent auditor’s remuneration as operating expenses for the Year 2016, Members’ approval to delegate the authority to the Board to fix the independent auditor’s remuneration for the Year 2016 is required, and is hereby sought, at the 2015 AGM.*
- (7) *Details of the proposed Resolutions under agenda items 4 and 5 of the Notice are set out in this circular which will be sent to Members together with the Annual Report.*
- (8) *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 2015 AGM.*
- (9) *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 8:00 a.m. on the date of the 2015 AGM, the 2015 AGM will be postponed. The Company will post an announcement on the respective websites of the Company (www.crocodile.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Members of the date, time and venue of the rescheduled 2015 AGM.*

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the 2015 AGM and where conditions permit, the 2015 AGM will be held as scheduled. The 2015 AGM 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 2015 AGM under a bad weather condition and if they do so, they are advised to exercise care and caution.