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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 Monday, 8 December 2014 at 10:00 a.m. (“**2014 AGM**”) for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2014 and the reports of the directors and the independent auditor thereon.
2. To re-elect the retiring directors of the Company (“**Directors**”) 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 and to authorise the Board to fix its remuneration, a notice having been received from a Member of the intention to propose the following resolution as an Ordinary Resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong, be and is hereby re-appointed the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company at a fee to be agreed with the Board.”

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) 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 issue, allot and deal with additional shares of the Company (“**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 power 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 power 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
 - (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company (“**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% of the aggregate number of Shares in issue as at the date of 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 annual general meeting of the Company; or
- (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 annual general meeting of the Company 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).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the new articles of association in the form produced to the meeting and marked “**A**”, and initialled by the Chairman of the meeting for the purpose of identification (“**New Articles**”), be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this Special Resolution; and **THAT** any one director or the company secretary of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles.”

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

Hong Kong, 7 November 2014

Notes:

- (1) *A Member entitled to attend and vote at the 2014 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 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, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), must be lodged with the share registrar of the Company (“**Registrar**”), Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the 2014 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 2014 AGM or at 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) *To ascertain the entitlements to attend and vote at the 2014 AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar not later than 4:30 p.m. on Thursday, 4 December 2014 for registration.*
- (4) *Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the 2014 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, should more than one of such joint holders be present at the 2014 AGM or its adjourned meeting (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.*

- (5) Concerning agenda item 2 of this Notice,
- (i) in accordance with Article 100 of the Articles of Association, Dr. Lam Kin Ming, Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (all executive Directors), and Mr. Leung Shu Yin, William (an independent non-executive Director) will retire from office as Directors by rotation at the 2014 AGM and, being eligible, offers themselves for re-election; and
 - (ii) in accordance with Rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**” and “**Stock Exchange**” respectively), details of the aforesaid Directors are set out in the section headed “Biographical Details of Directors” of the Report of the Directors of the 2013-2014 Annual Report of the Company.
- (6) Concerning agenda item 3 of this Notice, Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong (“**Deloitte**”) was appointed the independent auditor of the Company to fill the casual vacancy arising from the resignation of SHINEWING (HK) CPA Limited on 17 July 2014 to hold office until the conclusion of the forthcoming AGM. A resolution to re-appoint Deloitte will be proposed at the 2014 AGM. Subject to the approval of the Members at the 2014 AGM, Deloitte will be re-appointed independent auditor of the Company for the year ending 31 July 2015 (“**Year 2015**”). Members should note that in practice, independent auditor’s remuneration for the Year 2015 cannot be fixed at the 2014 AGM because such remuneration varies by reference to the scope and extent of 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 auditor’s remuneration as operating expenses for the Year 2015, Members’ approval to delegate the authority to the Board to fix the independent auditor’s remuneration for the Year 2015 is required, and is hereby sought, at the 2014 AGM.
- (7) The proposed Ordinary Resolution under agenda item 4 of this Notice relates to the granting of a general mandate to the Directors to issue new Shares of up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the said Resolution. The Company has no immediate plan to issue any new Shares under the general mandate.
- (8) Concerning agenda item 5 of this Notice, details of the New Articles are set out in the circular of the Company dated 7 November 2014 which will be sent to Members together with the 2013-2014 Annual Report of the Company.
- (9) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in this Notice will be decided by way of a poll.
- (10) 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 2014 AGM, the 2014 AGM will be postponed and the Members will be informed of the date, time and venue of the postponed 2014 AGM by a supplementary notice posted on the respective websites of the Company (www.crocodile.com.hk) and the Stock Exchange (www.hkex.com.hk).

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 2014 AGM and where conditions permit, the 2014 AGM will be held as scheduled. The 2014 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide whether they would attend the 2014 AGM under a bad weather condition after considering their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the Board comprises five executive Directors, namely 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 and Mr. Wan Yee Hwa, Edward; one non-executive Director, namely Ms. Lam Suk Ying, Diana; and three independent non-executive Directors, namely Messrs. Chow Bing Chiu, Leung Shu Yin, William and Yeung Sui Sang.