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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the members of Crocodile Garments Limited (the “**Company**”) will be held at Crystal Rooms 1 and 2, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 May 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and the permission to deal in, the new ordinary shares of HK\$0.25 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to this resolution (the “**Bonus Shares**”), and upon the recommendation of the directors of the Company (the “**Directors**”), an amount standing to the credit of the share premium account of the Company which is up to one-half of the aggregate nominal amount of the share capital of the Company in issue on Friday, 1 June 2012 or such other date as determined by the Directors (the “**Bonus Issue Record Date**”) be capitalised and the Directors be and are hereby authorised to apply such sum in paying up in full at par such number of the Bonus Shares in the share capital of the Company (which is up to one-half of the aggregate nominal amount of the share capital of the Company in issue on the Bonus Issue Record Date) to be allotted and credited as fully paid to and among the shareholders of the Company whose names appear on the register of members of the Company on the Bonus Issue Record Date on the basis of one Bonus Share for every two Shares held by such shareholders on the Bonus Issue Record Date;

- (B) the Bonus Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares and that the Directors be and are hereby authorised to (i) deal with any fractional entitlements arising from the distribution by the sale of the Bonus Shares representing such fractions, (ii) retain the net proceeds by and for the benefit of the Company and (iii) settle any difficulty which may arise in regard to the Bonus Shares in such manner as the Directors may consider necessary, expedient or desirable (including without limitation, where appropriate, not to allot, issue and/or distribute the Bonus Shares to any shareholders of the Company whose addresses as shown on the register of members of the Company on the Bonus Issue Record Date are outside Hong Kong and in respect of whom the Directors consider their exclusion from the issue of the Bonus Shares to be necessary or expedient (the “**Overseas Shareholders**”) and to arrange for such Bonus Shares which the Overseas Shareholders would otherwise receive to be sold in the market after dealings in the Bonus Shares commence, and to distribute and/or deal with the net proceeds thereof (if any) in such manner as the Directors may determine); and
- (C) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

By Order of the Board
Crocodile Garments Limited
Kwok Siu Man
Company Secretary

Hong Kong, 26 April 2012

Registered Office:

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

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the EGM convened by the above notice (the “**Notice**”) (or any adjournment thereof) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.
2. A form of proxy for use at the EGM is enclosed with this Notice.

3. 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 notarially certified copy of such power of attorney or authority, must be lodged with the share registrar of the Company, Tricor Tengis Limited (the “**Share Registrar**”) at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the 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 in person and voting at the EGM or at its adjourned meeting 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 Share Registrar is (852) 2980 1333.

4. To ascertain the entitlements to attend and vote at the EGM, Members must lodge all relevant transfer document(s) and share certificate(s) at the office of the Share Registrar not later than 4:30 p.m. on Tuesday, 22 May 2012 for registration.
5. 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. However, should more than one of such joint holders be present at the EGM 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 the 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.
6. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, voting on the resolution proposed in the Notice will be decided by way of a poll.
7. 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 between 9:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is 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.

Members should decide whether they would attend the EGM 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 of Directors 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. Yeung Sui Sang, Chow Bing Chiu and Leung Shu Yin, William.