



Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 122)

FORM OF PROXY

For use by members at the Annual General Meeting
to be held on Monday, 19 December 2011 at 10:00 a.m. or any adjournment thereof

Number of Shares to which this Form of Proxy relates (Note 1)	
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I/We (Note 2) _____
of _____,
being the registered holder(s) of ordinary shares of HK\$0.25 each (the "Shares") in the capital of Crocodile Garments Limited (the "Company"), **HEREBY APPOINT** (Note 3) the chairman of the meeting or _____
of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the "AGM") to be held at Crystal Rooms 1 and 2, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 December 2011 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the AGM and its adjournment as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast on a poll.

		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
Ordinary Business				
1.	To consider and receive the audited financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 July 2011			
2.	(A) To re-elect the following directors of the Company (the "Directors") who retire and have offered themselves for re-election:			
	(i) Dr. Lam Kin Ming as an executive Director			
	(ii) Dr. Lam Kin Ngok, Peter as an executive Director			
	(iii) Mr. Lam Kin Hong, Matthew as an executive Director			
	(iv) Mr. Leung Shu Yin, William as an independent non-executive Director			
(B) To authorise the board of directors of the Company (the "Board") to fix the Directors' remuneration				
3.	To re-appoint SHINEWING (HK) CPA Limited as the independent auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration			
Special Business				
4.	To pass the following Ordinary Resolutions:			
(A)	To give a general mandate to the Directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company			
(B)	To approve the increase in authorised share capital of the Company from HK\$200,000,000.00 divided into 800,000,000 Shares with a par value of HK\$0.25 each to HK\$300,000,000.00 divided into 1,200,000,000 Shares by the creation of an additional 400,000,000 Shares and the matters contemplated thereby			

Member's Signature: _____ (Notes 4 and 5) Dated this _____ day of _____, 2011

Contact Phone Number: _____

Notes:

- Please insert the number of the Shares. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- A member of the Company ("Member") is entitled to appoint one (or, if he holds two or more Shares, more than one) proxy of his choice to vote instead of him provided that each proxy is appointed to exercise the rights attached to a Share or the Shares held by the Member. A proxy need not be a Member. If such an appointment is made, please delete the words "the chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- In the case of joint holders of the Shares, this form of proxy must be signed by the Member whose name stands first on the register of members of the Company.
- This form of proxy or a photocopy thereof must be signed by the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either given under its common seal or under the hand of an officer or attorney duly authorised.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "ABSTAIN".** However, the number of the Shares abstained from voting will not be counted in the calculation of the required majority of voting. If this form of proxy is returned duly signed but without a specific direction, the proxy will cast your vote(s) or abstain from voting at his discretion. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he may at his absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may arise at the AGM.
- To be valid, this form of proxy or a photocopy thereof together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at Tricor Tengis Limited, the Company's share registrars, 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 meeting or any adjournment thereof.
- Completion and return of this or any photocopied form of proxy does not preclude a Member from attending and voting in person at the AGM or any adjournment thereof should he so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.
- Any alterations made in this or any photocopied form of proxy must be initialled by the person who signs it.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the AGM will be decided by poll at the AGM.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's absolute discretion, not material.
- A Member or his proxy should produce proof of identity when attending the AGM. If a corporate Member appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the AGM.