

# Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

## Form of Proxy for Annual General Meeting to be held at Luxembourg Room I-II, 3/F., Regal Kowloon Hotel 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 17 December 2010 at 10:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares <sup>(Note 2)</sup> of HK\$0.25 each in the share capital of Crocodile Garments Limited (the "Company"), hereby appoint  
**THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, vote and act for me/us at the above Annual General Meeting of the Company (the  
"Meeting") (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the  
Resolutions as set out in the Notice convening the Meeting as indicated below or, if no such indication is given, as  
my/our proxy thinks fit (or on any other resolution properly put to the Meeting and at his/her discretion) <sup>(Note 4)</sup>.

RESOLUTIONS		FOR	AGAINST
1.	To adopt the audited financial statements and the reports of the directors and of the auditor for the year ended 31 July 2010.		
2(A).	To re-elect the retiring directors:		
	(a) Ms. Lam Suk Ying, Diana	a.	a.
	(b) Mr. Tong Ka Wing, Carl	b.	b.
	(c) Mr. Wan Yee Hwa, Edward	c.	c.
	(d) Mr. Yeung Sui Sang	d.	d.
	(e) Mr. Chow Bing Chiu	e.	e.
2(B).	To authorise the Board to fix the directors' remuneration.		
3.	To appoint the auditor and to authorise the directors to fix their remuneration.		
4.	To grant a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signed <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "**THE CHAIRMAN OF THE MEETING** or" and insert the full name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any shares in the Company, any one of such persons may attend and vote at the Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, this 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 deposited at the Company's Share Registrars, Tricor Tengis Limited, 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.
8. You may appoint more than one proxy to attend the Meeting. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
9. **COMPLETION AND RETURN OF THIS FORM OF PROXY WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING IN PERSON AT THE MEETING (AND AT ANY ADJOURNMENT THEREOF), IF YOU SO WISH.**