

Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

Form of proxy for Annual General Meeting on Monday, 21 December 2009 at 10:00 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.25 each in the share capital of Crocodile Garments Limited (the "Company"), hereby appoint
THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____

as my/our proxy to attend, vote and act for me/us at the Annual General Meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at Crystal Room 1 & 2, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 21 December 2009 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting, in the manner 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) ^(Note 4):

RESOLUTIONS		FOR	AGAINST
1.	To adopt the audited financial statements and the reports of the directors and of the auditors for the year ended 31 July 2009.		
2.	To re-elect the retiring director: Ms. Lam Wai Shan, Vanessa and to authorise the board to fix the directors' remuneration.		
3.	To appoint the auditors and to authorise the directors to fix their remuneration.		
4.	To give 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 _____ 2009

Signed ^(Note 5): _____

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 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 share, any one of such persons may attend and vote at the Meeting, either in person or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of the joint holders be 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 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 notarially certified copy thereof, must be deposited at the Company's Registrar, 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. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. The proxy may vote on your behalf on a poll.
9. **COMPLETION AND RETURN OF THIS FORM OF PROXY WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING AT THE MEETING (AND AT ANY ADJOURNMENT THEREOF) IF YOU SO WISH.**