

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO.479 OF 2009**

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**In the Matter  
of  
CROCODILE GARMENTS LIMITED  
(鱷魚恤有限公司)  
("the Company")**

**and**

**In the Matter  
of  
Section 166(1) of the COMPANIES ORDINANCE,  
Chapter 32 of the Laws of Hong Kong**

**and**

**In the Matter  
of  
Order 102, rule 2 of THE RULES OF THE HIGH COURT,  
Chapter 4A of the Laws of Hong Kong**

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**NOTICE OF ADJOURNED COURT MEETING**

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On 24 March 2009, the High Court of the Hong Kong Special Administrative Region (the "Court") ordered that the Company do convene a meeting (the "Court Meeting") to be held in Hong Kong of all holders of ordinary shares of HK\$0.25 each in the capital of the Company (the "Shares") other than those of such shares beneficially owned by Rich Promise Limited and Mr. Lam Kin Ming (the "Independent Shareholders") for the purpose of considering and, if thought fit, approving (with or without modification) a Scheme of Arrangement proposed to be made between the Company and the Independent Shareholders (the "Scheme of Arrangement").

Pursuant to the said Order of 24 March 2009, the Company by notice dated 27 March 2009, summoned the Court Meeting to be held in Fanling Room, Lower Level I, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Thursday, 23 April 2009 at 10:00 a.m..

By notice also dated 27 March 2009, the Company summoned an Extraordinary General Meeting to be held in the said Fanling Room on Thursday, 23 April 2009 at 10:30 a.m. (or as soon thereafter as the Court Meeting shall have concluded or adjourned) for the purpose of passing a Special Resolution approving the Scheme of Arrangement with any modification thereof or addition thereto or condition approved or imposed by the Court.

On or about 1 April 2009, Rich Promise Limited proposed a modification of the Scheme of Arrangement by increasing the consideration for cancellation of each Scheme Share (as defined in the Scheme of Arrangement) from HK\$0.40 to HK\$0.42. By a joint announcement of Rich Promise Limited and the Company dated 1 April 2009, it was made clear that the Court Meeting and the Extraordinary General Meeting scheduled to be held on 23 April 2009 will have to be adjourned to a date which is not less than 21 clear days after the date of posting and delivery of the Supplemental Scheme Document (as defined below) in order to allow the Independent Shareholders to consider the Scheme of Arrangement as modified.

By a further Order of the Court dated 21 April 2009 (the "April 2009 Order"), the Chairman of the Court Meeting was directed to adjourn the Court Meeting on 23 April 2009 to a date not less than 21 days after the despatch of a Supplemental Scheme Document in relation to the Scheme of Arrangement as referred to in the said Order of 24 March 2009. The Court Meeting so adjourned will hereinafter be referred to as the "Adjourned Court Meeting".

Pursuant to the April 2009 Order, the following documents are given together with this Notice, namely:

- (a) the composite document dated 27 March 2009 sent by the Company to the Independent Shareholders (the "Scheme Document") which embodies therein the Explanatory Statement as required under section 166A of the Companies Ordinance;
- (b) the composite document dated 30 April 2009, of which this Notice forms part, sent by the Company to the Independent Shareholders (the "Supplemental Scheme Document") which embodies therein a further Explanatory Statement as required under section 166A of the Companies Ordinance; and
- (c) a form of proxy for the Adjourned Court Meeting (in the form as settled by the Court).

NOTICE IS HEREBY GIVEN that the Adjourned Court Meeting will be held at Fanling Room, Lower Level I, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Tuesday, 26 May 2009 at 10:00 a.m. for the Independent Shareholders to consider and, if thought fit, approve (with or without further modification), a Scheme of Arrangement proposed to be made between the Company and the Independent Shareholders as set out in the Scheme Document and modified by the Supplemental Scheme Document.

### ***Voting at the Adjourned Court Meeting***

The Independent Shareholders may vote in person at the Adjourned Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Adjourned Court Meeting is enclosed with the Scheme Document and the Supplemental Scheme Document of which this Notice forms part.

### ***Proxies***

Independent Shareholders that have already lodged a properly executed pink form of proxy prior to the date of this Notice should note that such proxies remain valid for the Adjourned Court Meeting unless the Independent Shareholder elects to

- (i) lodge a new pink form of proxy in respect of the relevant Shares, or
- (ii) attend in person and vote at the Adjourned Court Meeting, or
- (iii) provide intimation in writing of revocation of the proxy or power of attorney or other authority under which the proxy was executed and which intimation in writing has been received by the company secretary of the Company or the Chairman of the Adjourned Court Meeting on the day and at the place, but before the commencement of the Adjourned Court Meeting or further Adjourned Court Meeting at which the proxy is to be used.

Independent Shareholders that have sold or transferred some of their Scheme Shares should note that any pink forms of proxy previously lodged in relation to the balance of the Scheme Shares that remain registered in the name of the Independent Shareholder as at the date on which entitlements to attend and vote at the Adjourned Court Meeting are to be determined remain valid for the Adjourned Court Meeting, unless the Independent Shareholder elects to adopt one of the three steps referred to in the preceding paragraph.

The pink form of proxy together with the instrument appointing the proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding of the Adjourned Court Meeting or further Adjourned Court Meeting at which the person named in such instrument proposes to vote, but if the proxies are not so lodged they may be handed to the Chairman of the Adjourned Court Meeting at the Adjourned Court Meeting.

Completion and delivery of the form of proxy will not preclude an Independent Shareholder from attending and voting at the Adjourned Court Meeting if he so wishes, but in the event of an Independent Shareholder so attending and voting at the Adjourned Court Meeting, the pink form of proxy will be deemed to have been revoked.

If an Independent Shareholder completes and delivers the pink form of proxy, but does not attend and vote in person at the Adjourned Court Meeting, a vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the revocation of the proxy

or the power of attorney or other authority under which the proxy was executed provided no intimation in writing of such revocation shall have been received by the company secretary of the Company or the Chairman of the Adjourned Court Meeting on the day and at the place, but before the commencement of the Adjourned Court Meeting or further Adjourned Court Meeting at which the proxy is used.

***Joint holders***

In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the Register of Members of the Company in respect of the relevant joint holding.

***Determination of entitlements***

For the purpose of determining the entitlements to attend and vote at the Adjourned Court Meeting, the Register of Members of the Company will be closed between Thursday, 21 May 2009 and Tuesday, 26 May 2009, both dates inclusive.

***Chairman for the Adjourned Court Meeting***

For the avoidance of doubt, the Court has, by the April 2009 Order appointed Mr. Tong Ka Wing, Carl or, failing him, Mr. Wan Yee Hwa, Edward or, failing him, Mr. Chow Bing Chiu to act as Chairman of the Adjourned Court Meeting and has directed the Chairman to report the result thereof to the Court.

***Approval by the Court***

As explained in the Explanatory Statement which formed part of the Scheme Document and the Supplemental Scheme Document both sent together with this Notice, the Scheme of Arrangement as modified will be subject to the subsequent approval by the Court.

Dated 30 April 2009

**WOO, KWAN, LEE & LO**  
26th Floor, Jardine House  
1 Connaught Place  
Central  
Hong Kong  
*Solicitors for the Company*