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**RICH PROMISE LIMITED**

(Incorporated in the British Virgin Islands with limited liability)

**CROCODILE**



**Crocodile Garments Limited**

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

## **JOINT ANNOUNCEMENT**

### **PROPOSED PRIVATISATION OF CROCODILE GARMENTS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 166 OF THE COMPANIES ORDINANCE**

### **PROPOSED WITHDRAWAL OF LISTING OF CROCODILE GARMENTS LIMITED**

### **ADJOURNMENT OF THE COURT MEETING AND THE EGM**

**Financial Adviser to Rich Promise Limited**



Pursuant to the Order of the High Court dated 21 April 2009, the Chairman of the Court Meeting held on 23 April 2009 adjourned that Court Meeting to a date not less than 21 days after the despatch of the Supplemental Scheme Document.

At the EGM held on 23 April 2009, the Chairman of the EGM, with the consent of that general meeting following a vote by poll, adjourned the EGM to be reconvened at 10:30 a.m. on the same date as the adjourned Court Meeting or so soon thereafter as the adjourned Court Meeting shall have been concluded or adjourned.

The date of the adjourned Court Meeting and the date of the adjourned EGM will be announced in a further announcement, expected to be made at the time of despatch of the Supplemental Scheme Document.

**Shareholders and potential investors should note that the implementation of the Improved Proposal is subject to the conditions of the Improved Proposal being fulfilled or waived, as applicable. Thus, the Improved Proposal may or may not become effective. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

Reference is made to the scheme document dated 27 March 2009 which was jointly issued by the Company and the Offeror in relation to the Proposal regarding the proposed privatisation of the Company by way of a scheme of arrangement under Section 166 of the Companies Ordinance (the “**Scheme Document**”) and to the respective joint announcements of the Company and the Offeror dated 1 April 2009 and 21 April 2009 (collectively the “**Joint Announcements**”).

Unless otherwise defined or the context otherwise requires, capitalised terms referred to herein shall have the meanings given to them in the Scheme Document and the Joint Announcements.

Pursuant to the Order of the High Court dated 21 April 2009, the Chairman of the Court Meeting held on 23 April 2009 adjourned that Court Meeting to a date not less than 21 days after the despatch of the Supplemental Scheme Document.

At the EGM held on 23 April 2009, the Chairman of the EGM, with the consent of that general meeting following a vote by poll, adjourned the EGM to be reconvened at 10:30 a.m. on the same date as the adjourned Court Meeting or so soon thereafter as the adjourned Court Meeting shall have been concluded or adjourned.

At the EGM, a poll was demanded by the Chairman of the EGM for voting on the proposed resolution to adjourn the EGM. The registrar of the Company, Tricor Tengis Limited, was appointed the scrutineer of the poll.

The poll results in respect of the resolution at the EGM were as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
	318,418,158 (99.86%)	436,039 (0.14%)

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

As at the date of the EGM, the total number of issued ordinary shares of HK\$0.25 each in the Company (the “Shares”) was 617,127,130, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM. There were no Shares entitling the holder to attend and vote only against the resolution at the EGM.

The date of the adjourned Court Meeting and the date of the adjourned EGM will be announced in a further announcement, expected to be made at the time of despatch of the Supplemental Scheme Document.

**Shareholders and potential investors should note that the implementation of the Improved Proposal is subject to the conditions of the Improved Proposal being fulfilled or waived, as applicable. Thus, the Improved Proposal may or may not become effective. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

By Order of the Sole Director  
**Rich Promise Limited**  
**Lam Kin Ming**  
*Director*

By Order of the Board  
**Crocodile Garments Limited**  
**Yeung Kam Hoi**  
*Company Secretary*

Hong Kong, 23 April 2009

*As at the date of this announcement, Mr. Lam is the sole director of the Offeror.*

*Mr. Lam, as sole director of the Offeror, accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the executive Directors are Mr. Lam Kin Ming (Chairman and Chief Executive Officer), Ms. Lam Wai Shan, Vanessa (Deputy Chief Executive Officer), Mr. Lam Kin Ngok, Peter, Mr. Lam Kin Hong, Matthew and Ms. Cheng Suet Fei, Sophia; the non-executive Directors are Ms. Lam Suk Ying, Diana and Mr. Tong Ka Wing, Carl; and the independent non-executive Directors are Mr. Wan Yee Hwa, Edward, Mr. Yeung Sui Sang and Mr. Chow Bing Chiu.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and parties acting in concert with it (except the Group)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Offeror and parties acting in concert with it (except the Group)) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the Offeror and parties acting in concert with it (except the Group)) misleading.*