



## Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 23 APRIL 2009**  
**(or as soon thereafter as the Court Meeting (as defined below)**  
**shall have been concluded or adjourned)**  
**(or at any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.25 each in the capital of Crocodile Garments Limited (the "Company") HEREBY APPOINT the Chairman of the EGM (as defined below) or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the holders of ordinary shares of HK\$0.25 each in the capital of the Company (or at any adjournment thereof) (the "EGM") 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 10:30 a.m. (or as soon thereafter as the meeting of certain holders of ordinary shares of HK\$0.25 each in the capital of the Company convened by the direction of the High Court of the Hong Kong Special Administrative Region for the same time and place shall have been concluded or adjourned (the "Court Meeting")) for the purpose of considering and, if thought fit, passing the special resolution as set out in the notice convening the EGM and at such EGM to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
Special Resolution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$0.25 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the EGM or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the EGM in person to represent you. **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 SPECIAL RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain 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 under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. You are requested to lodge 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 of that power or authority at 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 the EGM and in default the form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the EGM and, in such event, this form of proxy will be deemed to have been revoked. If you complete and deliver this form of proxy, and do not attend and vote in person at the EGM, 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 registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong at least 2 hours before the commencement of the EGM.
7. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.