



# Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

## FORM OF PROXY FOR THE MEETING TO BE HELD ON 23 APRIL 2009 (OR AT ANY ADJOURNMENT THEREOF)

Form of Proxy for use at the Meeting (or at any adjournment thereof) convened by direction of the High Court of the Hong Kong Special Administrative Region of all holders of the ordinary shares of HK\$0.25 each in the capital of the above-named Company other than those of such shares beneficially owned by Rich Promise Limited and Mr. Lam Kin Ming.

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

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

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 Meeting

or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the aforesaid 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 (or at any adjournment thereof) 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. for the purpose of considering and, if thought fit approving (with or without modification) the Scheme of Arrangement referred to in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>(Note 4)</sup>	AGAINST the Scheme <sup>(Note 4)</sup>

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 Meeting is preferred, strike out the words "the Chairman of the Meeting 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 Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice convening the Meeting or abstain.
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 or other person duly authorised to sign the same.
6. 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 Meeting or adjourned 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 Meeting at the Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish, but in the event that you attend and vote at the Meeting, the form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the 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 Meeting on the day and at the place, but before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
7. 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.