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**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
ESTABLISHMENT OF NOMINATION COMMITTEE AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that with effect from 28 January 2022:

- (1) Mr. Woo King Hang has been appointed as an INED;
- (2) Nomination Committee has been established by the Board with written terms of reference;
- (3) Ms. Lam Wai Shan, Vanessa, Mr. Fung Cheuk Nang, Clement and Mr. Woo have been appointed as the members of the Nomination Committee and Ms. Vanessa Lam has been appointed as the chairman of the Nomination Committee;
- (4) Mr. Woo has been appointed as a member of the Audit Committee;
- (5) Ms. Vanessa Lam has been appointed as the chairman of the Executive Committee; and
- (6) Ms. Vanessa Lam has been appointed and Mr. Wan Edward Yee Hwa and Mr. Chow Bing Chiu have ceased as members of the Remuneration Committee.

Appointment of Independent Non-executive Director

The board of directors (“**Board**” and “**Directors**”, respectively) of Crocodile Garments Limited (“**Company**”) is pleased to announce that Mr. Woo King Hang (“**Mr. Woo**”) has been appointed as an independent non-executive Director (“**INED**”) with effect from 28 January 2022.

Biographical details of Mr. Woo is set out as follows:

Woo King Hang (胡勁恒)

Mr. Woo, aged 60, has extensive experience in financial and business management. Mr. Woo is currently the vice chairman of the board of directors and a non-executive director of Centenary United Holdings Limited (“**Centenary United**”, Stock Code: 1959). He is also an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of Digital Domain Holdings Limited (“**DDHL**”, Stock Code: 547) and an independent non-executive director and a member of the audit committee, remuneration committee and corporate governance committee of MOS House Group Limited (“**MOS**”, Stock Code: 1653). Mr. Woo was an independent non-executive director of Hans Energy Company Limited (“**Hans Energy**”, Stock Code: 554) between June 2019 and December 2021 and an executive director of Bamboos Health Care Holdings Limited (“**Bamboos HCHL**”, Stock Code: 2293) between May 2019 and July 2019. He was also a project controller of NWS Service Management Limited (a wholly-owned subsidiary of NWS Holdings Limited (“**NWSHL**”, Stock Code: 659) from January 2019 to April 2019. Mr. Woo also served as a financial controller and an executive director of Hip Hing Construction Company Limited (a wholly-owned subsidiary of NWSHL) from February 2006 to June 2010 and from July 2010 to December 2018 respectively. The issued shares of each of Centenary United, DDHL, MOS, Hans Energy, Bamboos HCHL and NWSHL are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

Mr. Woo is a fellow member of each of the Institute of Chartered Accountants in England and Wales, the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Certified Public Accountants. He holds a Master’s Degree of Business Administration from Kellogg School of Management, Northwestern University and the Hong Kong University of Science and Technology, a Bachelor’s Degree of Laws from Peking University and a Master’s Degree of Laws from the City University of Hong Kong. In addition, Mr. Woo is an honorary officer of the Auxiliary Medical Service, a member of each of the panel of assessors and the health committee of the Medical Council of Hong Kong, the Chinese Medicine Practitioners Board and the disciplinary committee of the Chinese Medicine Council of Hong Kong, the Advisory Committee on Admission of Quality Migrants and Professionals, the Police Education and Welfare Trust Management Committee as well as the disciplinary committee of the Hong Kong Institute of Certified Public Accountants. He is the vice chairman of the Hong Kong PHAB Association and a council member of the Hong Kong Chinese Orchestra.

Mr. Woo was a director of Bell Tea Overseas Limited (“**BTO**”, formerly known as Hip Hing Overseas Limited) from 2 July 2010 to 18 October 2018. BTO was a wholly-owned subsidiary of NWSHL and incorporated in Hong Kong on 13 April 1993 and was principally engaged in the business of construction overseas. On 19 September 2018, a winding up order (“**Order**”) was granted by the High Court of Hong Kong (“**High Court**”) on BTO. On 5 July 2021, the High Court ordered that BTO be dissolved. Mr. Woo confirmed that the Order was in relation to the non-payment for a sum arising from an arbitration case involving contractual dispute relating to the construction works of a building in Dubai which commenced in or about 2007 and was completed in or about 2011 between the petitioner of the Order and a joint venture entity (“**Joint Venture**”) in which BTO had 30% interests. An award (“**Award**”) was granted by an arbitration institution in Dubai in favor of the said petitioner, which then enforced the whole amount of the Award in the High Court against, among others, BTO. Mr. Woo further confirmed that he was not involved in any of the matters concerning the operations of the Joint Venture, the construction works or the said arbitration or matters leading to the granting of the Order.

The Company has entered into a service contract with Mr. Woo with no fixed term but such contract is determinable by either the Company or Mr. Woo serving the other party not less than three months' written notice or payment in lieu thereof. In accordance with the provisions of the Articles of Association of the Company, Mr. Woo is due to retire from office at the next general meeting of the Company and is eligible for re-election thereat. If re-elected, he will be subject to retirement by rotation once every three years since then and will also be eligible for re-election as a director at future annual general meetings of the Company.

Mr. Woo is entitled to receive an annual director's fee of HK\$144,000 from the Company. Such fee may be determined by the Board from time to time with reference to his duties and responsibilities.

Save as aforesaid, Mr. Woo has not held any directorship in any other listed public companies in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Woo does not have any interest or short position in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Woo has confirmed that he has met the independence criteria as set out under Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"). Save as disclosed above, there are no other matters relating to Mr. Woo's appointment which need to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

The Board extends its warm welcome to Mr. Woo.

Establishment of the Nomination Committee

The Board is pleased to announce that a nomination committee ("**Nomination Committee**") has been established by the Board with written terms of reference with effect from 28 January 2022.

The Board has appointed Ms. Lam Wai Shan, Vanessa ("**Ms. Vanessa Lam**", the chairman of the Board, executive Director ("**Executive Director**") and chief executive officer of the Company), Mr. Fung Cheuk Nang, Clement ("**Mr. Clement Fung**") and Mr. Woo (both are INEDs) as members of the Nomination Committee; and Ms. Vanessa Lam has been appointed as the chairman of the Nomination Committee.

Changes in Composition of the Board Committees

The Board is pleased to announce that with effect from 28 January 2022, the composition of the Board Committees has been changed as follows:

- (i) Mr. Woo has been appointed as a member of the audit committee of the Company (“**Audit Committee**”). Accordingly, the members of the Audit Committee comprise three INEDs, namely Mr. Leung Shu Yin, William (“**Mr. William Leung**”), Mr. Clement Fung and Mr. Woo; and Mr. William Leung remains as chairman of the Audit Committee;
- (ii) Ms. Vanessa Lam, who is a member of the executive committee of the Company (“**Executive Committee**”), has been appointed as chairman of the Executive Committee. Accordingly, the members of the Executive Committee comprise two Executive Directors, namely Ms. Vanessa Lam and Mr. Wan Edward Yee Hwa (“**Mr. Edward Wan**”); and
- (iii) Ms. Vanessa Lam has been appointed and Mr. Edward Wan and Mr. Chow Bing Chiu (non-executive Director) have ceased as members of the remuneration committee of the Company (“**Remuneration Committee**”). Accordingly, the members of the Remuneration Committee comprise two INEDs, namely Mr. William Leung and Mr. Clement Fung and an Executive Director, namely Ms. Vanessa Lam; and Mr. William Leung remains as chairman of the Remuneration Committee.

Compliance with Requirements under the Listing Rules

Following the appointment of Mr. Woo, the Board has 9 Directors, three of whom are INEDs. Accordingly, the Company is in compliance with the requirements set out in (i) Rule 3.10(1) of the Listing Rules that the Company must have at least three INEDs; (ii) Rule 3.10A of the Listing Rules that the Company must appoint INEDs representing at least one-third of the Board; (iii) Rule 3.21 of the Listing Rules and paragraph 2 of the Terms of Reference of the Audit Committee that the Audit Committee must comprise a minimum of three members and majority of its members must be INEDs; and (iv) Rule 3.25 of the Listing Rules and paragraph 2 of the Terms of Reference of the Remuneration Committee that the Remuneration Committee must comprise a majority of INEDs.

By order of the Board
Crocodile Garments Limited
Lam Wai Shan, Vanessa
Chairman, Executive Director and
Chief Executive Officer

Hong Kong, 28 January 2022

As at the date of this announcement, the Board comprises four Executive Directors, namely, Ms. Lam Wai Shan, Vanessa (Chairman and Chief Executive Officer), Dr. Lam Kin Ngok, Peter, Mr. Lam Kin Hong, Matthew and Mr. Wan Edward Yee Hwa; two Non-executive Directors, namely Mr. Chow Bing Chiu and Ms. Lam Suk Ying, Diana; and three Independent Non-executive Directors, namely Messrs. Leung Shu Yin, William (Deputy Chairman), Fung Cheuk Nang, Clement and Woo King Hang.