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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the members (“**Members**”) of Crocodile Garments Limited (“**Company**”) will be held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 16 December 2022 at 3:00 p.m. (“**2022 AGM**”) for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2022 and the reports of the directors and the independent auditor thereon.
2. To re-elect the retiring directors of the Company (“**Directors**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To appoint Ernst & Young, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company (“**Ordinary Resolutions**”):

(A) “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the ordinary shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws in Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of passing this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company (“**AGM**”); or

- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in a general meeting; or
- (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association of the Company (“**Articles of Association**”) to be held.”

(B) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
  - (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association from time to time; or
  - (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares,shall not exceed 20% of the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earliest of:

  - (i) the conclusion of the next AGM; or
  - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in a general meeting; or

- (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association to be held; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Register of Members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** subject to the passing of the Ordinary Resolutions Nos. (A) and (B) set out in agenda item 4 contained in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of such number of Shares which has been bought back by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to buy back such Shares, provided that such number of Shares shall not exceed 10% of the total issued Shares as at the date of passing this Resolution.”

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

Hong Kong, 14 November 2022

Notes:

- (1) A Member entitled to attend and vote at 2022 AGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend 2022 AGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a Member. A form of proxy for use at 2022 AGM or its adjournment (as the case may be) is enclosed with the Company’s circular dated 14 November 2022 (“**Circular**”) and is also available on the respective websites of the Stock Exchange and the Company.
- (2) To be valid, a form of proxy, duly signed and completed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be lodged with the Company’s share registrar, Tricor Tengis Limited (“**Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding 2022 AGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at 2022 AGM or its adjourned meeting (as the case may be) should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Registrar is (852) 2980 1333.

- (3) The Register of Members of the Company will be closed from Tuesday, 13 December 2022 to Friday, 16 December (both days inclusive) for ascertaining the entitlements to attend and vote at 2022 AGM during which period no transfer of Shares will be registered. Members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s office not later than 4:30 p.m. on Monday, 12 December 2022 for registration.
- (4) Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at 2022 AGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at 2022 AGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.

- (5) Concerning agenda item 2 of the Notice,
- (i) in accordance with Article 100 of the Articles of Association, Mr. Wan Edward Yee Hwa (an Executive Director), Mr. Chow Bing Chiu and Ms. Lam Suk Ying, Diana (both are Non-executive Directors) will retire from office as Directors at 2022 AGM.
  - (ii) in accordance with Article 94 of the Articles of Association, Mr. Woo King Hang, who was appointed by the Board as an Independent Non-executive Director with effect from 28 January 2022, shall hold office until 2022 AGM.
  - (iii) Mr. Wan Edward Yee Hwa has notified the Company his decision of not offering himself for re-election at 2022 AGM. He has confirmed in writing that there are no matters in connection with his retirement from the Board which should be drawn to the attention of the Shareholders.
  - (iv) Mr. Chow Bing Chiu and Ms. Lam Suk Ying, Diana who shall retire at 2022 AGM, and Mr. Woo King Hang who shall hold office until 2022 AGM (together “**Retiring Directors**”) and, being eligible, offer themselves for re-election thereat.
  - (v) in accordance with Rule 13.74 of the Listing Rules, the requisite details of the above Retiring Directors are set out in Appendix II to the Circular.

- (6) Concerning agenda item 3 of the Notice, regarding the appointment of Ernst & Young (“**E&Y**”) as the auditor of the Company following the retirement of SHINEWING (HK) CPA Limited (“**SHINEWING**”), Shareholders can refer information in paragraph 4 of Letter from the Board in the Circular regarding the proposed change of auditors.

An ordinary resolution will be proposed at 2022 AGM to the Shareholders to approve the appointment of E&Y as auditor of the Company with effect from the date of 2022 AGM and to hold office until the conclusion of the next AGM, and that the Board be authorised to fix their remuneration.

- (7) Details concerning the Ordinary Resolution nos. (A), (B) and (C) under agenda item 4 of the Notice are set out in the Circular.
- (8) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll at 2022 AGM.
- (9) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a “black” rainstorm warning signal is expected to be in force at any time after 9:00 a.m. on the date of 2022 AGM, 2022 AGM will be postponed. The Company will post an announcement on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.crocodile.com.hk](http://www.crocodile.com.hk)) to notify Members of the date, time and venue of the rescheduled 2022 AGM.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of 2022 AGM and where conditions permit, 2022 AGM will be held as scheduled. 2022 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend 2022 AGM under a bad weather condition and if they do so, they are advised to exercise care and caution.

- (10) Although the epidemic situation of the novel coronavirus (COVID-19) in Hong Kong has recently subsided, the Company will still implement certain preventive and control measures for 2022 AGM or its adjourned meeting (as the case may be) to safeguard the health and safety of attendees and to reduce the risk to attendees of infection, including the following:
- (i) all attendees will be required to undergo body temperature check;
  - (ii) all attendees will be required to complete a health declaration form, which may be used for contact tracing, if required and comply with the entry requirements of the venue of 2022 AGM prior to entry into the venue of 2022 AGM;
  - (iii) any attendees who are subject to health quarantine prescribed by the Government of Hong Kong will not be admitted to the venue of 2022 AGM;

- (iv) all attendees will be required to wear surgical face masks throughout 2022 AGM;
  - (v) each attendee will be assigned a designated seat at the time of registration to ensure social distancing;
  - (vi) any person who does not comply with the measures above may be denied entry into, or be required to leave, the venue of 2022 AGM; and
  - (vii) no refreshments or beverages will be provided, and there will be no corporate gifts.
- (11) The Company reminds Shareholders that they should carefully consider the risks of attending 2022 AGM, taking into account their own personal circumstances. The Company would like to remind Shareholders that physical attendance in person at 2022 AGM is not necessary for the purpose of exercising their voting rights and recommends that Shareholders appoint the Chairman of 2022 AGM as their proxy and submit their form of proxy as early as possible. In light of the risks posed by the COVID-19 pandemic, the Company does not encourage Shareholders to attend 2022 AGM in person.
- (12) The Company will keep the evolving COVID-19 situation and the associated legal restrictions on public gatherings under constant review and may implement additional measures, which will be announced closer to the date of 2022 AGM.

Reminder:

When attendees enter the venue of 2022 AGM, it may be required to (1) use the “LeaveHomeSafe” mobile application to scan the venue QR code; and/or (2) show the Vaccine Pass to the premises’ QR Code Verification Scanner devices for checking and recording.

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 Mr. Leung Shu Yin, William (Deputy Chairman), Mr. Fung Cheuk Nang, Clement and Mr. Woo King Hang.