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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION BY ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by Crocodile Garments Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing Articles of Association of the Company (the “**Articles of Association**”) for the purposes of (i) bringing the existing Articles of Association to conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules that apply to all issuers to provide the same level of protection to all investors; (ii) providing the Company more flexibility in the manner of holding general meetings by allowing general meetings to be convened by way of hybrid meetings or solely by electronic means; and (iii) aligning the existing Articles of Association with the applicable laws of Hong Kong and the Listing Rules and making other housekeeping amendments.

A summary of the proposed principal amendments to be made to the existing Articles of Association (the “**Proposed Amendments**”) is set out below:

1. to insert the definitions of “electronic communication”, “electronic form”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Meeting Venue(s)”, “physical meeting”, “Principal Meeting Venue” and “Virtual Meeting Technology”, and making corresponding changes to the relevant articles;
2. to provide that the register of members of the Company shall be open for inspection and that the Company may close its register of members;
3. to allow all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more meeting venues, as a hybrid meeting or as an electronic meeting;

4. to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at more than one meeting venues, or as a hybrid meeting or as an electronic meeting;
5. to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting to another time (or indefinitely) and/or other place or place(s) and/or from one form to another (physical meeting or electronic meeting or hybrid meeting);
6. to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or as an electronic meeting, and the powers of the Directors and the chairman of the general meeting in relation thereto;
7. to provide that a member of the Company may not appoint more than two proxies to attend on the same meeting;
8. to provide that the Company may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission for the receipt of any document or information relating to proxies for a general meeting;
9. to provide that all members of the Company have the right to speak and vote at a general meeting, except where the Company is aware that any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution;
10. to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
11. to clarify the circumstances in which an interested Director may not vote or be counted in the quorum at a Board meeting following the present requirements of the Listing Rules;
12. to clarify the removal of the auditors of the Company shall be made in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
13. to provide that a special resolution of the Company in a general meeting shall be required to approve a voluntary winding up of the Company;
14. to provide that the Company may at any time and from time to time alter or amend the articles of association of the Company with the sanction of a special resolution of the Company in a general meeting; and
15. to make other house-keeping amendments, and to make consequential amendments in line with the above amendments, to the existing Articles of Association.

In view of the number of Proposed Amendments, the Board proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) by special resolution at the forthcoming annual general meeting of the Company to be held on 13 December 2023 (the “**2023 AGM**”) to amend the existing Articles of Association by way of adoption of an amended and restated Articles of Association.

A circular containing, among other matters, full particulars of the Proposed Amendments together with a notice of the 2023 AGM will be despatched to the Shareholders in due course.

By order of the Board
Crocodile Garments Limited
Chan Yin Yi, Annie
Company Secretary

Hong Kong, 26 October 2023

As at the date of this announcement, the Board comprises three Executive Directors, namely Ms. Lam Wai Shan, Vanessa (Chairman and Chief Executive Officer), Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew; 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.