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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 Tivoli, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 13 December 2023 at 11:00 a.m. (“**2023 AGM**”) for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2023 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 elect a proposed director of the Company.
4. To re-appoint Ernst & Young, Certified Public Accountants (“**EY**”) as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.
5. 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**”):

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 5 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.”
6. To consider and, if thought fit, pass with or without amendments, the following as a special resolution of the Company (“**Special Resolution**”):

SPECIAL RESOLUTION

“**THAT:**

- (a) the proposed amendments (“**Proposed Amendments**”) to the Articles of Association, the details of which are set forth in Appendix IV to the circular of the Company dated 20 November 2023 (“**Circular**”), be and are hereby approved;
- (b) the amended and restated Articles of Association (incorporating the Proposed Amendments) (“**Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for identification purpose, be and is hereby approved and adopted in substitution for and to the exclusion of the Articles of Association with immediate effect after the close of this meeting; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association.”

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

Hong Kong, 20 November 2023

Notes:

- (1) A Member entitled to attend and vote at 2023 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 2023 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 2023 AGM or its adjournment (as the case may be) is enclosed with the Company’s circular dated 20 November 2023 (“**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 2023 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 2023 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 Friday, 8 December 2023 to Wednesday, 13 December 2023 (both days inclusive) for ascertaining the entitlements to attend and vote at 2023 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 Thursday, 7 December 2023 for registration.
- (4) Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at 2023 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 2023 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, Dr. Lam Kin Ngok, Peter, Mr. Lam Kin Hong, Matthew and Mr. Leung Shu Yin, William are due to retire from office as Directors at 2023 AGM.
 - (ii) Dr. Lam Kin Ngok, Peter has notified the Company his decision of not offering himself for re-election at 2023 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.
 - (iii) Mr. Lam Kin Hong, Matthew and Mr. Leung Shu Yin, William who shall retire at 2023 AGM (together “**Retiring Directors**”) and, being eligible, offer themselves for re-election thereat.
 - (iv) in accordance with Rules 13.51(2) and 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, Mr. Lam Howard is a nominee proposed by a substantial shareholder for election as a Non-executive Director at 2023 AGM.

In accordance with Rules 13.51(2) and 13.74 of the Listing Rules, the requisite details of Mr. Lam Howard are set out in Appendix III to the Circular.

- (7) Concerning agenda item 4 of the Notice, the Board (which concurs with the Audit Committee of the Company) has recommended that, subject to the approval of the Members at 2023 AGM, EY will be re-appointed independent auditor of the Company for the year ending 31 July 2024 (“Year 2024”). Members should note that in practice, independent auditor’s remuneration for the Year 2024 cannot be fixed at 2023 AGM because such remuneration varies by reference to the scope and extent of audit and other works which the independent auditor is being called upon to undertake in any given year. To enable the Company to determine the amount of such independent auditor’s remuneration charged as operating expenses for the Year 2024, Members’ approval to delegate the authority to the Board to fix the independent auditor’s remuneration for the Year 2024 is required, and is hereby sought, at 2023 AGM.
- (8) Details concerning the Ordinary Resolution nos. (A), (B) and (C) under agenda item 5 of the Notice are set out in the Circular.
- (9) Concerning agenda item 6 of the Notice, regarding the adoption of the Amended and Restated Articles of Association, Shareholders can refer to the information in paragraph 5 of the Letter from the Board in the Circular regarding the proposed adoption of the Amended and Restated Articles of Association.

A special resolution will be proposed at 2023 AGM to the Shareholders to approve the adoption of the Amended and Restated Articles of Association. Details concerning the Special Resolution no. 6 under agenda item No. 6 of the Notice is set out in the Circular.

- (10) 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 2023 AGM.
- (11) 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 2023 AGM, 2023 AGM will be postponed. The Company will post an announcement on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.crocodile.com.hk) to notify Members of the date, time and venue of the rescheduled 2023 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 2023 AGM and where conditions permit, 2023 AGM will be held as scheduled. 2023 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 2023 AGM under a bad weather condition and if they do so, they are advised to exercise care and caution.

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.