

CROCODILE GARMENTS LIMITED
(the “Company”)
(Incorporated in Hong Kong with limited liability)

**PROCEDURES FOR SHAREHOLDERS TO
PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

The Company has only one class of issued shares. Holders thereof (the “**Shareholders**”) have rights to, amongst others, propose a person for election as a director of the Company (the “**Director**”).

Set out below for the Shareholders’ information are the relevant procedures which are adapted from the Articles of Association of the Company, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”):

A. By means of request for calling a general meeting (“GM”)

Registered Shareholders representing at least 5% of the total voting rights of all the Shareholders having a right to vote at GMs (the “**Requisitionists**”) can deposit a written request to call a GM (the “**Requisitionists’ Request**”) at the registered office of the Company (the “**Registered Office**”), which is presently situated at 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong for the attention of the company secretary of the Company (“**Company Secretary**”).

The Requisitionists’ Request must state the general nature of the business to be dealt with at the GM and must be authenticated by all the Requisitionists and may consist of several documents in like form. If the Requisitionists wish to propose a person other than a current Director (the “**Proposed Person**”) for election as a Director at the GM, the Requisitionists’ Request must (a) state the Proposed Person’s full name; (b) be counter-signed by the Proposed Person to indicate his/her willingness to be elected; and (c) include the Proposed Person’s biographical details as required under Rule 13.51(2) of the Listing Rules with supporting documents and/or certificates.

The Company’s share registrar (the “**Registrar**”) will verify the Requisitionists’ particulars in the Requisitionists’ Request. Promptly after confirmation from the Registrar that the Requisitionists’ Request is in order, the Company Secretary will arrange with the board of Directors (the “**Board**”) to call a GM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the Requisitionists’ Request is verified not in order, the Requisitionists will be advised of the outcome and accordingly, a GM will not be called as requested.

The Requisitionists, or any of them representing more than one-half (50%) of the total voting rights of all of them, may themselves call a GM if within twenty-one (21) days of the deposit of the Requisitionists' Request, the Board does not proceed duly to call a GM for a day not more than twenty-eight (28) days after the date on which the notice calling the GM is given, *provided that* any GM so called is held within three (3) months from the date of the original Requisitionists' Request. Any reasonable expenses incurred by the Requisitionists by reason of the Board's failure to duly call a GM shall be repaid to the Requisitionists by the Company.

B. By means of serving a notice in writing to the Company in case of any general meeting convened by the Board

Registered Shareholders may deliver to the Registered Office a written notice of the intention to propose a person, other than a current or retiring Director ("**Another Proposed Person**"), for election as a Director at a GM (the "**Shareholders' Request**"). This must be accompanied by a written notice signed by Another Proposed Person indicating his/her willingness to be elected (collectively, the "**Nomination Notices**"). The period for lodgement of the Nomination Notices shall commence no earlier than the day after the despatch by the Company of the notice of the GM and end no later than seven (7) days prior to the date of such GM. The period for lodgement shall be at least seven (7) days. The Shareholders' Request must include Another Proposed Person's full name and biographical details as required under Rule 13.51(2) of the Listing Rules with supporting documents and/or certificates.

The Registrar will verify the particulars in the Shareholders' Request. Promptly after confirmation from the Registrar that such particulars are in order, the Company Secretary will arrange with the Board to include the resolution regarding the election of Another Proposed Person as a Director in the agenda of the relevant GM. Further, a supplemental circular, notice of the meeting and form of proxy, where applicable, will be despatched to all the registered Shareholders for information and consideration. On the contrary, if upon verification the Shareholders' Request is not in order, the Shareholders concerned will be advised of this outcome and no further action will be taken by the Company in this regard.

However, the Company may seek professional advice on (a) the validity of the documents and/or certificates concerning the Proposed Person and/or Another Proposed Person and (b) the suitability of the Proposed Person and Another Proposed Person for election as a Director. Any fees and expenses incurred by the Company in connection with the aforesaid election may be charged to the Shareholders who make such proposal.