

CROCODILE



Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

FORM OF PROXY

**For use by Members at the Annual General Meeting
to be held on Wednesday, 13 December 2023 at 11:00 a.m. or its adjournment**

Number of Shares to which this Form of Proxy relates <small>(Note 1)</small>	
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I/We (Note 2), _____
of _____,
being the registered holder(s) of ordinary shares ("Shares") in the capital of Crocodile Garments Limited ("Company"), **HEREBY APPOINT** (Note 3) the chairman of
the meeting or _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to 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") and its adjournment (as the case may be) and to vote on my/our
behalf in respect of the resolutions to be considered and, if thought fit, passed at 2023 AGM and its adjournment (as the case may be) as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast on a poll.

		FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>
Ordinary Resolutions			
Ordinary Business			
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.	(A) To re-elect the following directors of the Company ("Directors") who retire and have offered themselves for re-election: (i) Mr. Lam Kin Hong, Matthew as an Executive Director; and (ii) Mr. Leung Shu Yin, William as an Independent Non-executive Director. (B) To authorise the board of Directors ("Board") to fix the Directors' remuneration.		
3.	To elect Mr. Lam Howard as a Non-executive Director.		
4.	To re-appoint Ernst & Young, Certified Public Accountants, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.		
Special Business			
To pass the following Ordinary Resolutions*:			
5.	(A) To grant a general mandate to the Directors to buy back the Company's Shares not exceeding 10% of the total issued Shares of the Company. (B) To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total issued Shares of the Company. (C) To extend the general mandate granted to the Directors to issue Shares of the Company by adding the number of Shares bought back.		
Special Resolution			
To pass the following Special Resolution*:			
6.	To approve the proposed amendments to the existing Articles of Association of the Company and to adopt the amended and restated Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.		

* The full text of the above resolutions is set out in the notice of 2023 AGM and/or the circular of the Company, both dated 20 November 2023.

Member's Signature(s): _____ (Note 5) Dated this _____ day of _____, 2023

Notes:

- Please insert the number of the Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- A member of the Company ("Member") is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its choice to vote instead of him/her/it provided that each proxy is appointed to exercise the rights attached to the Share(s) held by the Member. A proxy need not be a Member. If such an appointment is made, please delete the words "the chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** If a "✓" is put under the columns "For" or "Against", it will be deemed to relate to the total number of Shares held. If only part of the shareholding is to be voted, please state the relevant number of Shares under the column(s) "For" or "Against". If this form of proxy is returned duly signed but without a specific direction, the proxy will cast your vote(s) or abstain from voting at his/her discretion. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may at his/her absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may be transacted at 2023 AGM. This form of proxy must be signed by the appointor or his/her/its attorney duly authorised in writing, or if such appointor is a corporation, either given under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this 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 deposited at 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 adjournment (as the case may be). **The contact phone number of the Registrar is (852) 2980 1333.**
- Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at 2023 AGM or any adjournment thereof (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 any adjournment thereof (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 will alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy does not preclude a Member from attending in person and voting at 2023 AGM or its adjournment (as the case may be) should he/she so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.
- Any alterations made in this or any photocopied form of proxy must be initialed by the person who signs it.**
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on all resolutions set out in the notice of 2023 AGM will be decided by way of a poll at 2023 AGM.
- The Company reserves its rights to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending 2023 AGM. If a corporate Member appoints its representative to attend 2023 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend 2023 AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by mail to the Registrar at the above address.

This Proxy Form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.