Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 122)

Form of proxy for Annual General Meeting on Friday, 23rd December, 2005 at 11:05 a.m.

I/We[1] _____

of _____

being the registered holder(s) of _____ shares[2]

of HK$0.25 each in the share capital of the above-named Company ("the Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or[3] _____

of _____

as my/our proxy to vote and act for me/us at the Annual General Meeting ("the Meeting")/(and at any adjournment thereof) of the Company to be held at The Chater Room I, Function Room Level (B1), The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Friday, 23rd December, 2005 at 11:05 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the Meeting, in the manner as indicated below[4].

	RESOLUTIONS	FOR	AGAINST
1.	To adopt the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st July, 2005.		
2.	To re-elect retiring directors:		
	a. Mr. Lam Kin Ming	a.	a.
	b. Mr. Lam Kin Ngok, Peter	b.	b.
	c. Mr. Lam Kin Hong, Matthew	c.	c.
	and to authorise the Board to fix the directors' remuneration.		
3.	To appoint auditors and to authorise the directors to fix their remuneration.		
4.	As an Ordinary Resolution: To give a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital.		
5.	As a Special Resolution: To approve the proposed amendment to the Articles of Association		

Dated this _____ day of _____ 2005 Signed [5] _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here inserted and insert the full name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either in person or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of the joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of the relevant share will alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, 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 Registrars, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.