

ESPRIT

ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(STOCK CODE: 330)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Esprit Holdings Limited (the "Company") will be held at Room 4703, 47/F., Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, December 5, 2006 at 4:00 p.m. for the purpose of transacting the following business:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended June 30, 2006.
2. To approve a final dividend of 0.73 Hong Kong dollar per share for the year ended June 30, 2006.
3. To approve a special dividend of 1.08 Hong Kong dollar per share for the year ended June 30, 2006.
4. To re-elect Mr. Heinz Jürgen KROGNER-KORNALIK, Mr. Jürgen Alfred Rudolf FRIEDRICH and Mr. Paul CHENG Ming Fun as Directors and authorize the Directors to fix their remuneration.
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditors and authorize the Directors to fix their remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification, the following resolutions (6) to (8) as ordinary resolutions:

6. To grant a general mandate to the Directors to purchase shares not exceeding 10 per cent. of the issued share capital of the Company.
7. To grant a general mandate to the Directors to issue, allot and deal with additional shares up to a maximum of 10 per cent. of the issued share capital of the Company, except in the case of an allotment of shares solely for cash and unrelated to any asset acquisition, up to a maximum of 5 per cent. of the issued share capital of the Company, as at the date of passing this resolution.
8. To extend the general mandate granted to the Directors to issue shares of the Company in resolution no. 7 by the number of shares repurchased.

By order of the Board
John Poon Cho Ming
Deputy Chairman

Hong Kong, November 10, 2006

Principal place of business in Hong Kong:

43/F., Enterprise Square Three
39 Wang Chiu Road
Kowloon Bay, Kowloon
Hong Kong

As at the date of this announcement the directors of the Company are:

Executive Directors: Michael YING Lee Yuen (*Chairman*)
Heinz Jürgen KROGNER-KORNALIK (*Deputy Chairman*)
John POON Cho Ming (*Deputy Chairman*)
Thomas Johannes GROTE
Jerome Squire GRIFFITH

Non-executive Director: Jürgen Alfred Rudolf FRIEDRICH

Independent Non-executive Directors: Paul CHENG Ming Fun
Alexander Reid HAMILTON
Raymond OR Ching Fai

Notes:

- (1) This is a summary of the full text of the notice of the Annual General Meeting of the Company. The full text of the notice of the Annual General Meeting of the Company is contained in a circular to the shareholders of the Company giving further information about the business to be conducted at the meeting. Copies of the circular are being sent to all shareholders, and the soft copy of the circular can be obtained from the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk), on or about November 10, 2006.
- (2) Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
- (3) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting, as the case may be. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so desires.
- (4) The register of members will be closed on Monday, December 4, 2006 and Tuesday, December 5, 2006, during these two days, no transfer of shares of the Company can be registered. In order to qualify for the final and special dividends mentioned above, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Secretaries Limited at the address given in Note (3) above not later than 4:30 p.m. on Friday, December 1, 2006.

“Please also refer to the published version of this announcement in The Standard”