



ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 00330

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON TUESDAY, 6 JULY 2021 (AND AT ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of (Note 2) _____
being the registered holder(s) of (Note 3) _____ shares
of HK\$0.10 each in the share capital of Esprit Holdings Limited (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING** (the
"Chairman") or (Note 4) _____
of _____

as my/our proxy to attend and vote for me/us on my/our behalf in the manner indicated below, at the Special General Meeting (the "Meeting"),
and at any adjournment thereof, of the Company to be held at Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong
on Tuesday, 6 July 2021 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the
"Notice") convening the Meeting.

	Resolutions	For (Note 5)	Against (Note 5)
1.	To adopt the Share Award Scheme		
2.	To approve the grant of the Specific Mandate for issuance and allotment of the Shares pursuant to the Share Award Scheme		
3.	To approve the refreshment of mandate limit to the 2018 Share Option Scheme adopted on 5 December 2018		
4.	To approve the Increase in Authorised Share Capital		

Dated this _____ day of _____ 2021 Shareholder's Signature (Notes 6 and 7) _____

Notes:

1. Full name(s) to be inserted in **BLOCK CAPITALS**.
2. Full address(es) to be inserted in **BLOCK CAPITALS**.
3. 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).
4. If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST"**. Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
6. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
7. In the case of joint registered holders of any share of the Company, any one of such joint registered holders may sign this form of proxy; but if more than one of such joint registered holders, whether in person or by proxy, be present at the Meeting or any adjourned meeting thereof (as the case may be), the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Registers of Members of the Company in respect of the joint holding.
8. In order 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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via scanning the QR Code or visiting the designated URL <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter dated 15 June 2021 sent by the Company, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be).
9. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting, or attending and voting at any adjourned meeting thereof (as the case may be) if you so wish and in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
12. The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting dated 15 June 2021 issued by the Company unless otherwise stated, capitalized terms used herein have the meaning as ascribed to them in the Company's circular dated 15 June 2021.
13. To reduce close contact between attendees at the Meeting, no refreshment will be served at the meeting venue.
14. Personal Data Collection
 - (i) The Personal Data is collected for the purposes of processing your appointment of proxy to attend and vote on your behalf at the Meeting. Your supply of Personal Data to the Company is on a voluntary basis. Your Personal Data may be disclosed or transferred by the Company to the Company's subsidiaries, the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited and/or other companies or bodies solely for the purpose stated herein above.
 - (ii) You have the right to request access to and/or correction of your Personal Data by reasonable notice in writing to the Privacy Compliance Officer of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or by telephone to the enquiry hotline at (852) 2980 1333. For the avoidance of doubt, the term "Personal Data" used in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong Special Administrative Region of the People's Republic of China.