



ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(STOCK CODE: 00330)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Esprit Holdings Limited will be held at Gloucester Room, 2/F, Hotel Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, on Thursday, December 11, 2008 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, 2008.
- (2) To approve a final dividend of 1.15 Hong Kong dollar per Share for the year ended June 30, 2008.
- (3) To approve a special dividend of 2.10 Hong Kong dollar per Share for the year ended June 30, 2008.
- (4) To re-elect Mr. Thomas Johannes Grote, Mr. Raymond Or Ching Fai and Dr. Hans-Joachim Körber as Directors and authorise the Directors to fix their remuneration.
- (5) To re-appoint Messrs. PricewaterhouseCoopers as Auditors and authorise 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) Subject to restriction on discount and restriction on refreshment as stated in the circular to the shareholders of the Company dated October 29, 2008, to grant a general mandate to the Directors to issue, allot and deal with additional shares up to a maximum of 5 per cent. of the issued share capital of the Company, save in the case of an allotment for the purpose of an acquisition or where the consideration for such allotment is otherwise than wholly in cash, up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of this resolution.
- (8) To extend the general mandate granted to the Directors to issue shares in resolution no. 7 by the number of shares repurchased under resolution no.6.

By order of the Board
Esprit Holdings Limited
Bella Chhoa Peck Lim
Company Secretary

Hong Kong, October 29, 2008

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:

Heinz Jürgen KROGNER-KORNALIK (*Chairman*)

Thomas Johannes GROTE

Jerome Squire GRIFFITH

Non-executive Director:

Jürgen Alfred Rudolf FRIEDRICH

Independent Non-executive Directors:

Paul CHENG Ming Fun (*Deputy Chairman*)

Alexander Reid HAMILTON

Dr. Hans-Joachim KÖRBER

Raymond OR Ching Fai

Notes:

- (a) The Register of Members of the Company will be closed from Friday, November 28, 2008 to Thursday, December 11, 2008, during such period no transfer of Shares of the Company can be registered.
- (b) The Directors have recommended a final dividend of HK\$1.15 per Share and a special dividend of HK\$2.10 per Share.
- (c) Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member 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. A form of proxy for use in connection with the Annual General Meeting is enclosed with the circular to Shareholders dated October 29, 2008.
- (d) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Annual General Meeting or adjourned meeting.
- (e) 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, Tricor Secretaries Limited at the address given in Note (d) above not later than 4:00 p.m. on Thursday, November 27, 2008.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.