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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this document or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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**ESPRIT**  
**ESPRIT HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(STOCK CODE: 00330)**

*Chairman:*  
Raymond OR Ching Fai  
*Independent Non-executive Director*

*Deputy Chairman:*  
Paul CHENG Ming Fun  
*Independent Non-executive Director*

*Executive Directors:*  
Jose Manuel MARTINEZ GUTIERREZ  
*Group Chief Executive Officer*  
Thomas TANG Wing Yung  
*Group Chief Financial Officer*

*Non-executive Director:*  
Jürgen Alfred Rudolf FRIEDRICH

*Independent Non-executive Directors:*  
Eva CHENG LI Kam Fun  
Alexander Reid HAMILTON  
Norbert Adolf PLATT

*Registered office:*  
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2 Church Street  
Hamilton HM 11  
Bermuda

*Place of Business in Hong Kong:*  
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39 Wang Chiu Road  
Kowloon Bay  
Kowloon  
Hong Kong

18 March 2014

*To the Shareholders*

Dear Sir or Madam,

**SCRIP DIVIDEND REINVESTMENT SCHEME FOR INTERIM DIVIDEND**

**1. Introduction**

On 21 February 2014, the Board of Directors (the “Board”) of Esprit Holdings Limited (the “Company”) declared the distribution of an interim dividend of HK\$0.03 per share in the capital of the Company of HK\$0.10 each (the “Share”) for the six months ended 31 December 2013 (the “Interim Dividend”) to the shareholders of the Company (the “Shareholders”) whose names appear on the Registers of Members of the Company at 5:00 p.m. on 10 March 2014 (the “Record Date”).

The Shareholders are provided with an option to receive the Interim Dividend in form of new fully paid Shares (the “Scrip Shares”), which will rank pari passu in all respect with the existing issued Shares, in lieu of cash (the “Scrip Dividend Reinvestment Scheme”). The procedures which apply in relation to the Scrip Dividend Reinvestment Scheme and the action which should be taken by the Shareholders in relation thereto are set out hereunder for the Shareholders’ attention. Please read carefully the instructions hereunder and the instructions on the form of election in relation to the Scrip Dividend Reinvestment Scheme for Interim Dividend (the “Election Form”) enclosed with this document.

Whether or not it is to your advantage to elect to receive Scrip Shares in lieu of cash, in whole or in part, for the Interim Dividend will depend on your own individual circumstances and the decision in this regard, and all effects resulting therefrom, will be your sole responsibility. If you are in any doubt as to what to do, you should consult your professional advisers.

## 2. Particulars of the Scrip Dividend Reinvestment Scheme for Interim Dividend

Under the Scrip Dividend Reinvestment Scheme, the Shareholders have the following choices in respect of the Interim Dividend for the existing Shares registered in their names on the Record Date:

- (i) cash of HK\$0.03 per Share; or
- (ii) an allotment of Scrip Shares (the number of which is determined by methods set out below), save for the adjustment of fractional entitlements, equal to the total amount of the Interim Dividend which the Shareholders would otherwise be entitled to receive in cash; or
- (iii) partly in cash and partly in form of Scrip Shares.

For the purpose of calculating the number of Scrip Shares to be issued pursuant to the Scrip Dividend Reinvestment Scheme for Interim Dividend, the dividend reinvestment price is HK\$14.37, which is the average closing price of the Share as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the five (5) consecutive trading days immediately preceding 4 March 2014 (the “Dividend Reinvestment Price”).

Accordingly, the number of the Scrip Shares which the Shareholders will receive in respect of the Interim Dividend for the existing Shares registered in their names on the Record Date will be calculated as follows:

$$\begin{array}{rcccl} \text{Number of} & & \text{Number of existing Shares} & & \text{HK\$0.03} \\ \text{Scrip Shares} & & \text{held on Record Date} & & \text{(Interim Dividend per Share)} \\ \text{to be received} & = & \text{for which election for} & \times & \hline & & \text{Scrip Shares is made} & & \text{HK\$14.37} \\ & & & & \text{(Dividend Reinvestment Price)} \end{array}$$

The number of the Scrip Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Scrip Shares will not be issued and the residual dividend entitlement will be paid in cash. The residual dividend entitlement will be calculated as follows:

$$\begin{array}{rcccl} \text{Residual} & & \text{Number of} & & \text{HK\$0.03} & & \text{Number of} & & \text{HK\$14.37} \\ \text{dividend} & & \text{existing Shares} & & \text{(Interim} & & \text{Scrip Shares} & & \text{(Dividend} \\ \text{entitlement} & = & \text{held on} & \times & \text{Dividend} & - & \text{to be} & \times & \text{Reinvestment} \\ & & \text{Record Date} & & \text{per Share)} & & \text{received} & & \text{Price)} \end{array}$$

The last day and time on which the Shareholders will be entitled to elect their desired form of Interim Dividend is by 4:00 pm on 1 April 2014. Dividend warrants and share certificates for Scrip Shares to be issued under the Scrip Dividend Reinvestment Scheme for Interim Dividend will be despatched to the Shareholders by ordinary mail at their risk on or around 23 April 2014.

### 3. Book Closure Period and Last Date of Transfer

For the purpose of determining the Shareholders who qualify for the Interim Dividend, the Registers of Members of the Company was closed from 11 March 2014 to 12 March 2014, both dates inclusive, during which period no transfer of Shares was registered.

The latest date and time by which share transfer documents were accepted for registration for participation in the Scrip Dividend Reinvestment Scheme for Interim Dividend was at 4:00 pm on 10 March 2014.

### 4. Election Form

The Election Form for use by the Shareholders should they wish to receive the Interim Dividend wholly or partly in form of Scrip Shares in lieu of cash is enclosed with this document. **The Election Form should be completed in accordance with the instructions printed thereon and returned to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited (the "Branch Share Registrar") not later than 4:00 pm on 1 April 2014 at the following address:**

**If return on or before 30 March 2014**                      **26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong**

**If return between 31 March 2014 to 4:00 pm on 1 April 2014**                      **Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong**

Failure to complete and return the Election Form in accordance with the instructions printed thereon will result in the relevant qualifying Shareholder's Interim Dividend being paid wholly in form of cash. No acknowledgement of receipt of the Election Form will be issued. No elections in respect of the Interim Dividend may be in any way withdrawn, revoked, superseded or altered after the relevant Election Forms are signed and returned to the Branch Share Registrar.

*In respect of the Interim Dividend*

**To receive the Interim Dividend wholly in form of cash**, you do not need to take any action.

**To receive the Interim Dividend wholly or partly in form of Scrip Shares**, please insert the amount of your Interim Dividend entitlement for which you wish to elect to receive the Interim Dividend in form of Scrip Shares in Box D, sign and date in part 4 and return the Election Form to the Branch Share Registrar. For the avoidance of doubt, if you do not specify the amount of the Interim Dividend in respect of which you wish to receive Scrip Shares in lieu of cash or if your specified amount is greater than the amount of your Interim Dividend entitlement on the Record Date, then in either case you will be deemed to have elected to receive your Interim Dividend wholly in form of Scrip Shares.

*In respect of all future dividends (after the Interim Dividend)*

**If you wish to receive Scrip Shares in lieu of cash dividend in respect of all future dividends permanently**, you should enter a (✓) in Box E, sign and date in part 4 and return the Election Form to the Branch Share Registrar. Please note that a permanent election cannot be made in respect of part of your registered Shares.

## 5. Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares to be issued pursuant to the Scrip Dividend Reinvestment Scheme for Interim Dividend.

## 6. Conditions of the Scrip Dividend Reinvestment Scheme for Interim Dividend

The Scrip Dividend Reinvestment Scheme for Interim Dividend is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Shares to be issued thereunder.

In the event that the above condition of the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Shares to be issued is not satisfied, the Scrip Dividend Reinvestment Scheme for Interim Dividend will not become effective and the Interim Dividend will be paid wholly in form of cash.

## 7. Effect of the Scrip Dividend Reinvestment Scheme for Interim Dividend

Shareholders should note that the Scrip Shares to be issued under the Scrip Dividend Reinvestment Scheme for Interim Dividend may give rise to disclosure requirements under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). If Shareholders are in any doubt as to how these provisions may affect them as a result of the allotment of the Scrip Shares, they are recommended to consult their professional advisers.

## 8. Shareholders residing outside of Hong Kong

No person receiving a copy of this document and/or an Election Form in any jurisdiction outside Hong Kong may treat the same as an offer to elect to receive the Scrip Shares unless in the relevant jurisdictions such offer could lawfully be made to him/her without the Company being required to comply with any legal, governmental or regulatory procedures, restrictions or any other similar formalities. According to the Registers of Members of the Company on the Record Date, none of the jurisdictions where the Shareholders residing outside of Hong Kong requires the Company to prepare registration statements and other special formalities or prohibit the distribution of scrip dividends to Shareholders residing in these jurisdictions. In view of the above, Election Forms have also been sent to these Shareholders.

## 9. Dealings

Dealings of the Scrip Shares are expected to commence on or around 23 April 2014. The Shares are only listed on the Stock Exchange. No part of the share capital of the Company is listed or dealt on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

Yours faithfully,  
By Order of the Board of  
**Esprit Holdings Limited**  
**Florence Ng Wai Yin**  
*Company Secretary*