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

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Esprit Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of election to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **ESPRIT HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

*Executive Directors:*

Michael YING Lee Yuen (*Chairman*)  
CHHIBBER Surinder (*Deputy Chairman*)  
Heinz Jürgen KROGNER-KORNALIK  
John POON Cho Ming  
Connie WONG Chin Tzi

*Registered Office:*

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

*Non-executive Directors:*

Jürgen Alfred Rudolf FRIEDRICH  
Alexander Reid HAMILTON\*  
Simon LAI Sau Cheong\*  
Raymond OR Ching Fai\*

*Principal Place of Business:*

10/F., 11 Yuk Yat Street  
Tokwawan  
Kowloon  
Hong Kong

\* *Independent Non-executive Directors*

November 28, 2001

*To the shareholders,*

Dear Sir or Madam,

### **THE FINAL DIVIDEND FOR THE YEAR ENDED JUNE 30, 2001 – WITH SCRIP OPTION**

#### **INTRODUCTION**

At the Annual General Meeting of the Company held on November 26, 2001, shareholders of the Company (the "Shareholders") approved a final dividend for the year ended June 30, 2001 (the "Final Dividend") of HK\$0.12 per ordinary share of HK\$0.10 each of the Company (the "Share(s)") to Shareholders whose names appear on the register of members of the Company on November 26, 2001 (the "Record Date"). The Board of Directors has resolved that, in accordance with Bye-law 145 of the Company's Bye-laws, the Shareholders may elect to receive fully paid new Shares (the "Scrip Dividend Shares") in lieu of cash (the "Scrip Dividend Scheme") subject to the grant by the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") of listing of, and permission to deal in, the Scrip Dividend Shares. The purpose of this circular is to set out the procedures in relation to the Scrip Dividend Scheme and the action which should be taken by Shareholders in relation thereto.

#### **DETAILS OF THE SCRIP DIVIDEND SCHEME**

Shareholders have the following choices in respect of the Final Dividend:

- (i) a cash dividend of HK\$0.12 per Share; or
- (ii) an allotment of Scrip Dividend Shares of the Company credited as fully paid having an aggregate market value (as described below), save for adjustment for fractional entitlements, equal to the total amount of the respective dividends which such shareholders would otherwise receive in cash; or
- (iii) partly cash and partly Scrip Dividend Shares.

The Scrip Dividend Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respect with the existing issued Shares and will rank in full for all future dividends and distribution which may be declared, made or paid after the date of issue thereof.

For the purpose of calculating the number of Scrip Dividend Shares to be allotted, the market value of the Scrip Dividend Shares has been set at HK\$8.80 per share, which is equivalent to the average closing prices of the Shares on the Stock Exchange for the five consecutive trading days immediately preceding and including Monday, November 26, 2001. Accordingly, the number of Scrip Dividend Shares which Shareholders will receive, in respect of the existing Shares registered in their names as at the Record Date, will be calculated as below:

$$\begin{array}{rcl} \text{Number of Scrip Dividend} & & \text{Number of existing Shares held on Record} \\ \text{Shares to be received} & = & \text{Date for which such election is made} \end{array} \times \frac{\text{HK\$0.12}}{\text{HK\$8.80}}$$

No Shareholder is entitled to be issued any fraction of a Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Dividend Shares will not be issued but will be aggregated and sold, the net proceeds will be retained for the benefit of the Company.

#### **PURPOSE OF THE SCRIP DIVIDEND SCHEME**

The purpose of the Scrip Dividend Scheme is to give Shareholders the opportunity to increase their investment in the Company without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also allow, to the extent that Shareholders elect to receive Scrip Dividend Shares, in whole or in part, such cash as would otherwise have been paid to Shareholders to be retained for use by the Company.

#### **FORM OF ELECTION**

Enclosed is a Form of Election. **If you elect to receive your Final Dividend wholly in cash, you do not need to take any action.**

**If you elect to receive an allotment of Scrip Dividend Shares or partly cash and partly Scrip Dividend Shares, you should use the enclosed Form of Election.** If you do not specify the number of Shares in respect of which you elect to receive Scrip Dividend Shares under the Scrip Dividend Scheme, or if you elect to receive Scrip Dividend Shares in respect of a greater number of Shares than your registered holding on the Record Date, you will be deemed to have chosen to receive Scrip Dividend Shares in respect of all the Shares of which you were then registered as the holder.

**Forms of Election should be completed in accordance with the instructions printed thereon and returned so that they are received by the share registrar of the Company in Hong Kong, Secretaries Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not later than 4:00 p.m. on December 12, 2001.**

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

#### **SHAREHOLDERS RESIDING OUTSIDE HONG KONG**

The Directors of the Company have exercised the discretion given to them under the Bye-laws of the Company not to offer the right of election of Scrip Dividend Shares to the Shareholders whose addresses as recorded in the register of members of the Company are outside Hong Kong. The circulation of an offer of such right of election to overseas Shareholders would require the Company to prepare registration statements and other special formalities for Shareholders in different jurisdiction, which in the opinion of the Directors would be impracticable. Accordingly, such Shareholders will receive the Final Dividend wholly in cash. No Form of Election is being sent to such Shareholders.

#### **LISTING AND DEALINGS**

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Scrip Dividend Shares to be issued pursuant to the Scrip Dividend Scheme. It is expected that share certificates and cheques for cash entitlements in respect of the Final Dividend will be sent by ordinary post at the risk of the Shareholders on or before December 21, 2001. Shareholders may deal in the Shares to be issued under the Scrip Dividend Scheme upon receipt of the relevant share certificates. In the unlikely event that the Scrip Dividend Shares are not admitted to listing by the Stock Exchange before December 21, 2001, the Forms of Election will be disregarded and full Final Dividend in cash will be paid to the entitled Shareholders according to their registered shareholdings. The primary listing of the securities of the Company is on the Stock Exchange and the secondary listing is on the London Stock Exchange. No part of the share capital is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

Yours faithfully,  
On behalf of the Board of  
**Esprit Holdings Limited**  
**John Poon Cho Ming**  
*Executive Director*