

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 Salon I, 1/F., Hotel Harbour Plaza Hong Kong, 20 Tak Fung Street, Hunghom, Hong Kong on Friday, December 3, 2004 at 2:00 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 of the auditors of the Group for the year ended June 30, 2004.
2. To approve a final dividend for the year ended June 30, 2004.
3. To approve a special dividend for the year ended June 30, 2004.
4. To re-elect retiring directors of the Company.
5. To re-appoint the auditors and to authorize the directors of the Company to fix their remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbers (6) to (8) will be proposed as ordinary resolutions and resolution number (9) will be proposed as a special resolution:

6. To grant a general mandate to the directors of the Company to purchase shares of the Company.
7. To grant a general mandate to the directors of the Company to issue and allot shares of the Company.
8. To extend the general mandate granted to the directors of the Company to issue shares of the Company by the number of shares repurchased under the general mandate granted pursuant to resolution no. 6.
9. To amend the Bye-laws of the Company to bring them in line with certain recent changes to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to make certain other changes.

By order of the Board
John Poon Cho Ming
Deputy Chairman

Hong Kong, October 20, 2004

Principal place of business in Hong Kong:

10/F., 11 Yuk Yat Street

Tokwawan

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 Directors:

Jürgen Alfred Rudolf FRIEDRICH

Simon LAI Sau Cheong

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. The full text of the notice of the Annual General Meeting of the Company is contained in a circular, of which the soft copy can be obtained from the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk), 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 on or about October 20, 2004.
- (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 Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or 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 from Tuesday, November 30, 2004 to Friday, December 3, 2004, both days inclusive, during which period 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 not later than 4:00 p.m. on Monday, November 29, 2004.

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