



ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00330)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 10 DECEMBER 2009 (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 Annual General Meeting (the "Meeting"), and at any adjournment thereof, of the Company to be held at Victoria Room and Chater Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 10 December 2009 at 4:30 pm 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 receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended 30 June 2009.		
2.	To approve a final dividend of 0.72 Hong Kong dollar per share for the year ended 30 June 2009.		
3.	To approve a special dividend of 1.33 Hong Kong dollar per share for the year ended 30 June 2009 to be satisfied by way of mandatory scrip dividend and capitalisation from share premium.		
4.	(i) To re-elect Mr Heinz Jürgen Krogner-Kornalik as Director.		
	(ii) To re-elect Mr Jürgen Alfred Rudolf Friedrich as Director.		
	(iii) To re-elect Mr Ronald Van Der Vis as Director.		
	(iv) To re-elect Mr Chew Fook Aun as Director.		
	(v) To re-elect Mr Francesco Trapani as Director.		
	(vi) To authorise the Board to fix the Directors' fees.		
5.	To re-appoint Messrs. PricewaterhouseCoopers as Auditors and authorise the Directors to fix their remuneration.		
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 as at the date of passing of this resolution.		
7.	Subject to restriction on discount at 10 per cent. or more and restriction on refreshment as stated in the circular to the shareholders of the Company dated 10 November 2009, 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 as at the date of passing of this resolution.		
8.	To adopt the New Share Option Scheme and terminate the 2001 Share Option Scheme save and except options already granted and/or committed shall continue to follow the provisions of the 2001 Share Option Scheme.		

Dated this _____ day of _____ 2009 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 authorised 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 authorised.
7. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. In the case of joint holdings, any one shareholder may sign this form of proxy.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 appointed for holding the Meeting.
9. The proxy need 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 will not preclude you from attending and voting at the Meeting if you so wish.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**