

# ESPRIT

## 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 WEDNESDAY, 3 DECEMBER 2014 (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 Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Wednesday, 3 December 2014 at 2:30 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 Auditor of the Group for the year ended 30 June 2014.		
2.	To approve a final dividend of 0.04 Hong Kong dollar per share of the Company for the year ended 30 June 2014 with scrip alternative.		
3.(a)	(i) To re-elect Mr Thomas Tang Wing Yung as Director.		
	(ii) To re-elect Mr Jürgen Alfred Rudolf Friedrich as Director.		
3.(b)	To authorise the Board to fix the Directors' fees.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor and authorise the Directors to fix their remuneration.		
5.	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 the resolution.		
6.	Subject to restriction on discount and restriction on refreshment as stated in the circular to the shareholders of the Company dated 24 October 2014, to grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 5 per cent. of the issued share capital of the Company as at the date of passing of the resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Shareholder's Signature (Notes 6 and 7) \_\_\_\_\_

#### Notes:

- Full name(s) to be inserted in **BLOCK CAPITALS**.
- Full address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.**
- 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.
- 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.
- 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 registers of members of the Company in respect of the joint holding. In the case of joint holding, any one shareholder may sign this form of proxy.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be).
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting at the Meeting or any adjourned meeting thereof (as the case may be) if you so wish and in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Personal Data Collection
  - The Personal Data is collected for the purposes of processing your appointment of proxy to attend and vote on your behalf at the Meeting. Your supply of Personal Data to the Company is on a voluntary basis. Your Personal Data may be disclosed or transferred by the Company to the Company's subsidiaries, the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited and/or other companies or bodies solely for the purpose stated herein above.
  - You have the right to request access to and/or correction of your Personal Data by reasonable notice in writing to the Privacy Compliance Officer of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, or by telephone to the enquiry hotline at (852) 2980 1333. For the avoidance of doubt, the term "Personal Data" used in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong Special Administrative Region of the People's Republic of China.