



## **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 Function Rooms – Cypress & Maple, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Friday, December 2, 2005 at 4:00 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 Auditors of the Group for the year ended June 30, 2005.
2. To approve a final dividend for the year ended June 30, 2005.
3. To approve a special dividend for the year ended June 30, 2005.
4. To re-elect Directors and authorize the Directors to fix their remuneration.
5. To re-appoint Auditors and authorize the Directors 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 (9) will be proposed as ordinary resolutions and resolution number (10) will be proposed as a special resolution:

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.
7. To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company.
8. To extend the general mandate granted to the Directors to issue shares of the Company in resolution no. 7 by the number of shares repurchased.
9. To approve the refreshment up to 5 per cent. of the scheme mandate limit of the 2001 Share Option Scheme adopted by the Company on November 26, 2001.
10. To approve amendments to the Bye-laws of the Company.

By order of the Board  
**John Poon Cho Ming**  
*Deputy Chairman*

Hong Kong, October 20, 2005

*Principal place of business in Hong Kong:*  
43/F., Enterprise Square Three  
39 Wang Chiu Road  
Kowloon Bay, 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 of the Company. The full text of the notice of the Annual General Meeting of the Company is contained in a circular 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, and the soft copy of the circular can be obtained from the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)), on or about October 20, 2005.
- (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 any 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 registers of members will be closed from Wednesday, November 30, 2005 to Friday, December 2, 2005, 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 at the address given in Note (3) above not later than 4:00 p.m. on Tuesday, November 29, 2005.

"Please also refer to the published version of this announcement in The Standard"