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ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 00330)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (“**SGM**”) of Esprit Holdings Limited (the “**Company**”) will be held at Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 6 July 2021 at 2:30 p.m. for the purpose of considering and if thought fit, passing, with or without amendment, the following as resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the share award scheme (the “**Share Award Scheme**”) proposed by the board (“**Board**”) of directors of the Company (“**Directors**”), a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to grant the awards (“**Awards**”), and do all such acts and execute all such documents as the Directors may consider necessary or expedient in order to give full effect to the Share Award Scheme.”

2. “**THAT**
 - (a) Conditional upon resolution no. 1 above in this notice being passed at the SGM, a specific mandate (the “**Specific Mandate**”) be and is hereby given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue new shares and/or otherwise deal with unissued shares in the Company (“**Shares**”) underlying any Awards granted under and pursuant to the terms of the Share Award Scheme upon fulfilment of the vesting conditions (if any) attached to such Awards and the maximum number of new Shares underlying Awards which may be granted by the Directors during the Relevant Period (as defined below) shall not exceed three per cent. (3%) of the issued share capital of the Company as at the date of passing of this resolution; and

 - (b) for the purposes of this resolution “**Relevant Period**” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and

 - (iii) the revocation or variation of the approval given by this resolution by a resolution of members of the Company in general meeting.”

3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Shares in the share capital of the Company (representing a maximum of 10% of the Shares in issue as at the date of passing of this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 5 December 2018 (the “**2018 Share Option Scheme**”), the 10% limit on grant of options under the 2018 Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the 2018 Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the 2018 Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing of this resolution (such number of Shares to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution) (the “**Refreshed Mandate Limit**”); and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.

4. “**THAT** the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$3,000,000,000 divided into 30,000,000,000 Shares by the creation of an additional 27,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank pari passu in all respects; and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/ she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By Order of the Board
Esprit Holdings Limited
CHIU Christin Su Yi
Acting Executive Chairman

Hong Kong, 15 June 2021

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive Directors:

Ms. CHIU Christin Su Yi
Mr. DALEY Mark David
Dr. WAN Yung Ting

Registered office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. CHUNG Kwok Pan
Mr. GILES William Nicholas
Ms. LIU Hang-so
Mr. LO Kin Ching Joseph

Principal place of business in Hong Kong:

27th Floor,
China United Centre,
28 Marble Road,
North Point,
Hong Kong

Notes:

- (a) Given the evolving COVID-19 pandemic, in order to prevent the spreading of COVID-19 and safeguard the health and safety of the Shareholders, it is suggested that the Shareholders consider appointing the chairman of the Special General Meeting as their proxy to vote at the meeting instead of attending in person. Please refer to pages 23 and 24 of the circular of the Company dated 15 June 2021 for the precautionary measures to be implemented at the Special General Meeting by the Company against the COVID-19 pandemic to protect the attendees from the risk of infection of COVID-19.
- (b) A shareholder of the Company entitled to attend and vote at the Special General Meeting or any adjournment meeting thereof (as the case may be) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed. A form of proxy for use in connection with the Special General Meeting is enclosed with the circular to the shareholders of the Company dated 15 June 2021.
- (c) Where there are joint registered holders of any share of the Company, any one of such joint registered holders may vote at the Special General Meeting or any adjourned meeting thereof (as the case may be), either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto; but if more than one of such joint registered holders, whether in person or by proxy, be present at the Special General Meeting or any adjourned meeting thereof (as the case may be), that one of the said persons so present whose name stands first on the Registers of Members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (d) 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 certified copy of such power of attorney or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Special General Meeting or any adjourned meeting thereof (as the case may be). You may also submit your form of proxy electronically by scanning the QR code or visiting the designated URL <https://spot-emeeting.tricor.hk>, through using the username and password provided on the notification letter dated 15 June 2021 sent to you by the Company.
- (e) For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Special General Meeting, the Registers of Members of the Company will be closed as set out below:
- | | |
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| Latest time to lodge transfer documents for registration | At 4:30 pm on Tuesday, 29 June 2021 |
| Closure of Registers of Members | Wednesday, 30 June 2021 to
Tuesday, 6 July 2021
(both dates inclusive) |
| Record date | Tuesday, 6 July 2021 |
- During the above closure period, no transfer of shares of the Company will be effected. To be eligible to attend and vote at the Special General Meeting, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest time.
- (f) At the Special General Meeting, the chairman of the meeting will exercise his power under bye-law 66 of the bye-laws of the Company to put each of the resolutions set out in the notice of the Special General Meeting to be voted by way of poll. On a poll, every shareholder present in person (or in the case of a corporation by its authorized representative) or by proxy shall have one vote for every share of which he/she/it is the holder.
- (g) Upon arrival at the venue of the Special General Meeting, voting pass(es) will be given to every shareholder present in person (or in the case of a corporation by its authorized representative) or by proxy to access to the e-Meeting System voting page by scanning the QR Code provided on the voting pass and cast his/her/its vote(s) on the e-Meeting System.
- (h) Due to the evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the meeting arrangements at short notice. Shareholders are advised to check the Company's website for further announcements and updates on the meeting arrangements that may be issued.

- (i) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) may attend the Special General Meeting through telephone/video conference or similar electronic means.
- (j) No distribution of corporate gifts and/or refreshments at the Special General Meeting.
- (k) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (l) Reference to time and dates in this notice are to Hong Kong time and dates.