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ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 00330

PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

Financial adviser to the Company

Akron Corporate Finance Limited
亚贝隆资本有限公司

THE CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation involving the following:

(1) The Share Consolidation

The Share Consolidation will be implemented on the basis that every ten (10) issued and unissued Existing Shares of par value of HK$0.1 each be consolidated into one (1) Consolidated Share of par value of HK$1.

(2) The Capital Reduction and the Share Sub-division

Immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division will be implemented, whereby:

(i) where applicable, eliminating any fraction of a Consolidated Share arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number;

(ii) cancelling the paid-up capital of the Company to the extent of HK$0.9 on each issued Consolidated Share, so that the par value of each issued Consolidated Share will be reduced from HK$1 to HK$0.1;

(iii) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company for use by the Board in any manner as the Board may deem fit; and

(iv) each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Share arising from the Capital Reduction) of par value of HK$1 will be sub-divided into ten (10) New Shares of par value of HK$0.1 each, so that immediately following the Capital Reorganisation, the authorised share capital of the Company will remain at HK$3,000,000,000 divided into 30,000,000,000 New Shares.

Upon the Capital Reorganisation becoming effective, the New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid in accordance with the Memorandum and the Bye-laws.

THE CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot size of 2,500 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,500 Existing Shares to 10,000 New Shares subject to and upon the Capital Reorganisation becoming effective.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Capital Reorganisation and the transactions contemplated thereunder. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and accordingly, no Shareholder will be required to abstain from voting on the resolution in relation to the Capital Reorganisation at the SGM.

A circular containing, among other things, further information on the Capital Reorganisation and the Change in Board Lot Size together with a notice of the SGM are expected to be despatched to the Shareholders on or before Tuesday, 5 August 2025.

Shareholders and potential investors of the Company should note that the Capital Reorganisation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions set out in this announcement. Therefore, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and should consult their professional advisers if in doubt.

THE CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation involving the following:

(1) The Share Consolidation

The Share Consolidation will be implemented on the basis that every ten (10) issued and unissued Existing Shares of par value of HK$0.1 each be consolidated into one (1) Consolidated Share of par value of HK$1.

(2) The Capital Reduction and the Share Sub-division

Immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division will be implemented, whereby:

(i) where applicable, eliminating any fraction of a Consolidated Share arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number;

(ii) cancelling the paid-up capital of the Company to the extent of HK$0.9 on each issued Consolidated Share, so that the par value of each issued Consolidated Share will be reduced from HK$1 to HK$0.1;

(iii) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company for use by the Board in any manner as the Board may deem fit; and

(iv) each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Share arising from the Capital Reduction) of par value of HK$1 will be sub-divided into ten (10) New Shares of par value of HK$0.1 each, so that immediately following the Capital Reorganisation, the authorised share capital of the Company will remain at HK$3,000,000,000 divided into 30,000,000,000 New Shares.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK$3,000,000,000 divided into 30,000,000,000 Existing Shares of par value of HK$0.1 each, of which 2,830,817,343 Existing Shares have been issued and are fully paid or credited as fully paid and 27,169,182,657 Existing Shares remain unissued.

Assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the effective date of the Capital Reorganisation, the share capital structure of the Company (i) as at the date of this announcement; (ii) immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective; and (iii) immediately upon the Capital Reduction and the Share Sub-division becoming effective are summarised as follows:

	As at the date of this announcement	**Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective**	**Immediately upon the Capital Reduction and the Share Sub-division becoming effective**
Par value per Share	HK$0.1 per Existing Share	HK$1 per Consolidated Share	HK$0.1 per New Share
Authorised share capital			
Number of authorised shares	30,000,000,000 Existing Shares	3,000,000,000 Consolidated Shares	30,000,000,000 New Shares
Amount of authorised share capital	HK$3,000,000,000	HK$3,000,000,000	HK$3,000,000,000
Issued share capital			
Number of issued shares	2,830,817,343 Existing Shares	283,081,734.3 Consolidated Shares	283,081,734 New Shares
Amount of issued share capital	HK$283,081,734.3	HK$283,081,734.3	HK$28,308,173.4
Unissued share capital			
Number of unissued shares	27,169,182,657 Existing Shares	2,716,918,265.7 Consolidated Shares	29,716,918,266 New Shares
Amount of unissued share capital	HK$2,716,918,265.7	HK$2,716,918,265.7	HK$2,971,691,826.6

Assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the effective date of the Capital Reorganisation, upon the Capital Reduction becoming effective, the issued share capital of the Company will be reduced by HK$254,773,560.9 from HK$283,081,734.3 to HK$28,308,173.4. As a result, a credit amounting to HK$254,773,560.9 will arise in the accounts of the Company. It is proposed that the credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act, which will be utilised by the Company in such manner as the Board may deem fit and

permitted under all applicable laws of Bermuda, the Memorandum and the Bye-laws, including but not limited to, offsetting the accumulated losses of the Company from time to time. The accumulated losses of the Company amounted to approximately HK$10,600 million as at 31 December 2024.

Other than the expenses to be incurred in relation to the Capital Reorganisation and the Change in Board Lot Size, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to the Shareholders who may otherwise be entitled.

The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Status of the New Shares

Upon the Capital Reorganisation becoming effective, the New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid in accordance with the Memorandum and the Bye-laws.

Conditions of the Capital Reorganisation

The implementation of the Capital Reorganisation is conditional upon:

(i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation and the transactions contemplated thereunder;

(ii) the Listing Committee granting approval for the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective;

(iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital Reorganisation, which includes the Directors being satisfied that on the date the Capital Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due; and

(iv) the compliance with all relevant procedures and requirements under the Bye-Laws and the Listing Rules to effect the Capital Reorganisation.

As at the date of this announcement, none of the conditions above had been fulfilled.

Subject to the fulfilment of all the above conditions, the Capital Reorganisation is expected to become effective on Monday, 25 August 2025, being the second Business Day immediately following the date of the SGM.

Listing application

An application will be made by the Company to the Listing Committee for the grant of approval for the listing of, and permission to deal in, the New Shares.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

THE CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot size of 2,500 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,500 Existing Shares to 10,000 New Shares subject to and upon the Capital Reorganisation becoming effective.

Based on the closing price of HK$0.108 per Existing Share (equivalent to the theoretical closing price of HK$1.08 per New Share) as quoted on the Stock Exchange on the date of this announcement, (i) the market value of each board lot of 2,500 Existing Shares was HK$270; (ii) the theoretical market value of each board lot of 2,500 New Shares would be HK$2,700, assuming the Capital Reorganisation becoming effective; and (iii) the theoretical market value of each board lot of 10,000 New Shares would be HK$10,800, assuming the Capital Reorganisation and the Change in Board Lot Size becoming effective.

OTHER ARRANGEMENTS

Fractional entitlement to the New Shares

Fractional New Shares arising from the Capital Reorganisation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Free exchange of share certificates for the New Shares

Subject to the Capital Reorganisation becoming effective, Shareholders may submit their existing share certificates in green colour for the Existing Shares on or after Monday, 25 August 2025 and until Tuesday, 30 September 2025 (both days inclusive) to the Registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during business hours in exchange for new share certificates in blue colour for the New Shares at the expenses of the Company. It is expected that the new share certificates for the New Shares will be available for collection within ten (10) Business Days after submission of the existing share certificates to the Registrar for exchange.

Shareholders should note that after the prescribed time for free exchange of new share certificates for the New Shares, a fee of HK$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) will be payable by Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificate(s) cancelled or issued is higher.

The existing share certificates will only be valid for delivery, trading, settlement and registration purposes for the period up to 4:10 p.m. on Friday, 26 September 2025, and thereafter will not be accepted for delivery, trading, settlement and registration purposes and trading will only be in New Shares. However, the existing share certificates will continue to be good evidence of title to the New Shares on the basis of every ten (10) Existing Shares for one (1) New Share. The new share certificates for the New Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in green colour.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganisation and the Change in Board Lot Size, the Company will appoint an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Details of the odd lot arrangement will be set out in the circular in relation to the Capital Reorganisation to be despatched to the Shareholders.

Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "**Guide**") issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 has further stated that (i) market price of the shares at a level less than HK$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK$2,000.

The Shares have recently been trading at prices approaching HK$0.1, and the value of each board lot has remained below HK$2,000 during the past six months. In view of the above, the Board considers that the implementation of the Share Consolidation and the Change in Board Lot Size will bring about a corresponding upward adjustment in the trading price of the New Shares on the Stock Exchange and the board lot value of the New Shares, thereby enabling the Company to comply with the trading requirements under the Listing Rules as well as the Guide. With a corresponding upward adjustment in the trading price of the New Shares and an increase in the net asset value per Share, the Board believes that the Share Consolidation will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the shareholder base of the Company. Further, the Share Consolidation and the Change in Board Lot Size will also reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot since most of the banks or securities firms will charge a minimum transaction fee for each securities trade.

Pursuant to the Bye-laws, no Shares shall be issued at a discount to their nominal value. Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective, the par value of the Consolidated Shares will be HK$1 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the par value of the New Shares at a lower level of HK$0.1 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit in the contributed surplus account arising from the Capital Reduction may be applied for setting off part of the accumulated loss of the Company or in other manner permitted under all applicable laws of Bermuda, the Memorandum and the Bye-laws.

Other than the expenses to be incurred in relation to the Capital Reorganisation and the Change in Board Lot Size, the implementation of the Capital Reorganisation and the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to the Shareholders who may otherwise be entitled. Although the Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Shares, the Company will appoint an agent to provide matching services for odd lots of Shares for a period of not less than three weeks, which will alleviate the difficulties caused by the creation of odd lots of Shares.

In view of the above, the Board considers that the Capital Reorganisation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation, and the Company does not have any concrete plan to conduct any fundraising activities in the next twelve months. However, the Board will not rule out the possibility of any fundraising activities it may consider when it is reasonably necessary for the Group to raise fund to meet its operational needs or for future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Capital Reorganisation and the Change in Board Lot Size. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Event	**Date and time**
Date of despatch of the circular, together with the notice of the SGM and proxy form for the SGM	on or before Tuesday, 5 August 2025
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Friday, 15 August 2025
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the SGM	Monday, 18 August 2025 to Thursday, 21 August 2025 (both days inclusive)
Latest time for lodging proxy form for the SGM	4:00 p.m. on Tuesday, 19 August 2025
Record date for attendance and voting at the SGM	Thursday, 21 August 2025

Date and time of the SGM	4:00 p.m. on Thursday, 21 August 2025 or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later
Publication of the announcement of the poll results of the SGM	Thursday, 21 August 2025

The following events are conditional on the fulfilment of all the conditions for the implementation of the Capital Reorganisation as set out in this announcement. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.

Effective date of the Capital Reorganisation	Monday, 25 August 2025
Dealing in the New Shares commences	9:00 a.m. on Monday, 25 August 2025
First day of free exchange of existing share certificates for new share certificates for the New Shares	Monday, 25 August 2025
Original counter for trading in the Existing Shares in board lots of 2,500 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 25 August 2025
Temporary counter for trading in the New Shares in board lots of 250 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 25 August 2025
Original counter for trading in the New Shares in new board lots of 10,000 New Shares (in the form of new share certificates for the New Shares) re-opens	9:00 a.m. on Monday, 8 September 2025

Parallel trading in the New Shares (in the form of new share certificates for the New Shares and existing share certificates) commences	9:00 a.m. on Monday, 8 September 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares	9:00 a.m. on Monday, 8 September 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares	4:00 p.m. on Friday, 26 September 2025
Temporary counter for trading in the New Shares in board lots of 250 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 26 September 2025
Parallel trading in the New Shares (in the form of new share certificates for the New Shares and existing share certificates) ends	4:10 p.m. on Friday, 26 September 2025
Last day of free exchange of existing share certificates for new share certificates for the New Shares	Tuesday, 30 September 2025

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As of the date of this announcement, there are a total of 7,047,011 outstanding Share Options granted under the Share Option Schemes entitling the holders thereof to subscribe for up to an aggregate of 7,047,011 Existing Shares.

According to the rules of the Share Option Schemes, in the event of any alteration in the capital structure of the Company while an Share Option remains exercisable, and such event arises from a capitalisation issue, rights issue or open offer of Shares, consolidation, subdivision or reduction of capital of the Company or similar reorganisation of the share capital of the Company, such corresponding alterations (if any) shall be made in: (a) the number or nominal amount of Shares subject to the Share Option so far as unexercised; (b) the subscription price; and/or (c) the maximum number of Shares available for subscription. The auditors or the

independent financial adviser of the Company shall certify in writing to the Board the alterations, and according to their opinion based on fairness and reasonableness either generally or as regards any particular grantee and satisfy the requirement that such alterations give the grantee the same proportion of the equity capital as that to which that the grantee was previously entitled. Any such alterations shall be made on the basis that the relevant total subscription price payable by a grantee on the full exercise of any Share Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event. No such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. No such alterations shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any grantee is entitled to subscribe pursuant to the Share Options held by him.

The Company will make further announcement(s) on such adjustments (if any) required to be made in respect of the outstanding Share Options as a result of the Capital Reorganisation as and when appropriate and any such adjustment will be certified by the auditors or an independent financial adviser of the Company.

Save as disclosed above, as of the date of this announcement, the Company has no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Capital Reorganisation and the transactions contemplated thereunder. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and accordingly, no Shareholder will be required to abstain from voting on the resolution in relation to the Capital Reorganisation at the SGM.

A circular containing, among other things, further information on the Capital Reorganisation and the Change in Board Lot Size together with a notice of the SGM are expected to be despatched to the Shareholders on or before Tuesday, 5 August 2025.

The register of members of the Company will be closed from Monday, 18 August 2025 to Thursday, 21 August 2025 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 15 August 2025.

Shareholders and potential investors of the Company should note that the Capital Reorganisation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions set out in this announcement. Therefore, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and should consult their professional advisers if in doubt.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Bye-laws"	the bye-laws for the time being adopted by the Company and as supplemented or amended or substituted from time to time
"Capital Reduction"	the proposed reduction of the issued share capital of the Company whereby the par value of each issued Consolidated Share will be reduced from HK$1 to HK$0.1
"Capital Reorganisation"	collectively, the Share Consolidation, the Capital Reduction and the Share Sub-division
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,500 Existing Shares to 10,000 New Shares subject to and upon the Capital Reorganisation becoming effective
"Companies Act"	the Companies Act 1981 of Bermuda, as amended from time to time

"Company"	Esprit Holdings Limited (Stock Code: 0330.HK), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Consolidated Share(s)"	the issued and unissued ordinary share(s) of par value of HK$1 each in the share capital of the Company immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective
"Director(s)"	the director(s) of the Company
"Existing Share(s)"	the issued and unissued ordinary share(s) of par value of HK$0.1 each in the existing share capital of the Company prior to the Capital Reorganisation becoming effective
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum"	the memorandum of association of the Company, as amended from time to time

"New Share(s)"	the issued and unissued ordinary share(s) of par value HK$0.1 each in the share capital of the Company upon the Capital Reorganisation becoming effective
"Registrar"	the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"SGM"	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve the Capital Reorganisation and the transactions contemplated thereunder
"Share(s)"	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
"Share Consolidation"	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK$0.1 each into one (1) Consolidated Share of par value of HK$1
"Share Option(s)"	the outstanding option(s) to subscribe for new Share(s) granted under the Share Option Schemes
"Share Option Schemes"	the share option schemes adopted by the Company on 10 December 2009 and 5 December 2018 respectively
"Share Sub-division"	the proposed sub-division of each authorised but unissued Consolidated Share into ten (10) authorised and unissued New Shares
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By Order of the Board
Esprit Holdings Limited
CHIU Christin Su Yi
Chairperson

Hong Kong, 21 July 2025

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:
Ms. CHIU Christin Su Yi
Mr. PAK William Eui Won
Mr. WRIGHT Bradley Stephen

Independent Non-Executive Directors:
Ms. LIU Hang-so
Ms. LIU Tsui Fong
Mr. LO Kin Ching Joseph
Mr. YU Chung Leung