THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Esprit Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ESPRIT

ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 00330

(1) PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE; AND (2) NOTICE OF SPECIAL GENERAL MEETING

Financial adviser to the Company

AKRON

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

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 6 to 15 of this circular. A notice convening the SGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 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 held for the same day and place, whichever is later, or any adjournment of the meeting is set out on pages SGM-1 to SGM-3 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete the form of proxy enclosed with this circular in accordance with the instructions printed on it and return it, together with the power of attorney or other authority (if any) under which the form of proxy is signed or a certified copy of such power of attorney or authority, to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 5 August 2025 sent to you by the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM 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.

Hong Kong, 5 August 2025

CONTENTS

	Page
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	6
NOTICE OF SPECIAL GENERAL MEETING	SGM-1

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

"2018 Share Option Scheme"	the share option scheme adopted by the Company on 5 December 2018
"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
"Latest Practicable Date"	30 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included in this circular
"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 held at 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 held for the same day and place, whichever is later, 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 options to subscribe for new Shares granted under the Share Option Schemes
"Share Option Schemes"	the share option scheme adopted by the Company on 10 December 2009 (which was terminated on 5 December 2018) and the 2018 Share Option Scheme
"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

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 circular refer to Hong Kong local times and dates.

Event	**Date and time**
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 dates 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 held 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 circular. 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	4:30 p.m. on Tuesday, 30 September 2025

ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 00330

Executive Directors:
Ms. CHIU Christin Su Yi *(Chairperson)*
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

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
27th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

5 August 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE; AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 21 July 2025 in relation to the Capital Reorganisation and the Change in Board Lot Size.

The purpose of this circular is to provide the Shareholders with (i) further information regarding the Capital Reorganisation and the Change in Board Lot Size; and (ii) the notice of the SGM.

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 Latest Practicable Date, 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 Latest Practicable Date up to the effective date of the Capital Reorganisation, the share capital structure of the Company (i) as at the Latest Practicable Date; (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 Latest Practicable Date	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 Latest Practicable Date 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 Latest Practicable Date, 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 has been 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 Latest Practicable Date, 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$0.096 per Existing Share (equivalent to the theoretical closing price of HK$0.96 per New Share) as quoted on the Stock Exchange on the Latest Practicable Date, (i) the market value of each board lot of 2,500 Existing Shares was HK$240; (ii) the theoretical market value of each board lot of 2,500 New Shares would be HK$2,400, assuming the Capital Reorganisation becoming effective; and (iii) the theoretical market value of each board lot of 10,000 New Shares would be HK$9,600, 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 dates 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 has appointed Planetree Securities Limited as 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 during the period from Monday, 8 September 2025 to Friday, 26 September 2025 (both dates inclusive). Shareholders who wish to take advantage of this facility may contact Planetree Securities Limited at 23/F China United Centre, 28 Marble Road, North Point, Hong Kong or at telephone number (+852) 2579-8959 during office hours (9:00 a.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) within such period.

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.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

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.

Pursuant to the scheme mandate limit granted at the special general meeting of the Company held on 6 July 2021, the maximum number of the Existing Shares which the Company may issue upon exercise of share options to be granted under the 2018 Share Option Scheme, is 283,081,734 Existing Shares. No share option has been granted under the aforesaid scheme mandate up to the Latest Practicable Date. Immediately upon the Capital Reorganisation becoming effective, the maximum number of the New Shares which the Company may issue upon exercise of share options to be granted under the 2018 Share Option Scheme will become 28,308,173 New Shares. Save for the 2018 Share Option Scheme, the Company does not have any other share scheme which is currently in force.

As at the Latest Practicable Date, 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. The expected adjustments to be made in respect of the outstanding Share Options as a result of the Capital Reorganisation are set out as follows:

	Before adjustment		**After adjustment**	
Date of grant	**Exercise price per outstanding Share Option granted**	**Number of Existing Shares to be allotted and issued upon full exercise of the outstanding Share Options granted**	**Exercise price per outstanding Share Option granted**	**Number of New Shares to be allotted and issued upon full exercise of the outstanding Share Options granted**
13 October 2015	6.230	578,486	62.300	57,849
31 October 2016	6.530	841,434	65.300	84,143
7 November 2017	4.420	683,666	44.200	68,367
25 June 2018	2.530	946,613	25.300	94,661
28 September 2018	1.790	2,629,481	17.900	262,948
10 December 2019	1.530	1,367,331	15.300	136,733
	Total:	**7,047,011**	**Total:**	**704,701**

The Company will appoint an auditor or an independent financial adviser to certify the adjustments in accordance with the requirements of the Listing Rules and the terms of the Share Option Schemes, and will make further announcement in this regard as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company has no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares.

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 close to 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 has appointed 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 Latest Practicable Date, 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.

SGM

The SGM will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 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 held for the same day and place, whichever is later, the notice of which is set out on pages SGM-1 to SGM-3 of this circular. At the SGM, a special resolution will be proposed to approve the Capital Reorganisation and the transactions contemplated thereunder.

The chairperson of the SGM will put forth the resolution to be proposed at such meeting to be voted by way of a poll pursuant to bye-law 66 of the Bye-laws and Rule 13.39(4) of the Listing Rules. As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and having made all reasonable enquires, any of their associates was aware of any Shareholder who is required to abstain from voting at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it, together with the power of attorney or other authority (if any) under which the form of proxy is signed or a certified copy of such power of attorney or authority, to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 5 August 2025 sent to you by the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 18 August 2025 to Thursday, 21 August 2025 (both dates 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.

RECOMMENDATION

The Board considers that the Capital Reorganisation and the Change in Board Lot Size are in the interests of the Company and its Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

WARNING

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. 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.

Yours faithfully,
By order of the Board
Esprit Holdings Limited
CHIU Christin Su Yi
Chairperson

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 (the "**SGM**") of Esprit Holdings Limited (the "**Company**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 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 held for the same day and place, whichever is later, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval for the listing of, and permission to deal in, the New Shares (as defined below), and the compliance with the relevant procedures and requirements under the Companies Act 1981 of Bermuda (the "**Companies Act**"), applicable laws of Bermuda, the bye-laws adopted by the Company (the "**Bye-laws**") and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below), after the date on which this resolution is passed by the shareholders of the Company (the "**Shareholders**") or the above conditions are fulfilled (whichever is later):

(a) every ten (10) issued and unissued ordinary shares of par value of HK$0.1 each (each an "**Existing Share**") in the share capital of the Company be consolidated into one (1) ordinary share (each a "**Consolidated Share**") of par value of HK$1 (the "**Share Consolidation**");

(b) immediately following the Share Consolidation becoming effective,

(i) the issued share capital of the Company be reduced from HK$283,081,734.30 by HK$254,773,560.90 to HK$28,308,173.40 by (a) where applicable, cancelling 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, and (b) cancelling the paid-up capital of the Company to the extent of HK$0.9 on each issued Consolidated Share (the "**Capital Reduction**"), so that the par value of each issued Consolidated Share will be reduced from HK$1 to HK$0.1 (the "**New Share(s)**");

(ii) the directors of the Company (the "**Directors**") be and are hereby authorised to credit the amount arising from the Capital Reduction to the contributed surplus account of the Company within the meaning of the Companies Act and the Directors may use such amount for such purposes as may be permitted by the applicable laws and the Bye-laws as the board (the "**Board**") of the Directors may deem fit; and

(iii) each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Share arising from the Capital Reduction) of par value of HK$1 be sub-divided into ten (10) New Shares of par value of HK$0.1 each (the "**Share Sub-division**", together with the Share Consolidation and the Capital Reduction, the "**Capital Reorganisation**"), 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;

(c) each of the New Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum of association of the Company and the Bye-laws;

(d) all fractional New Shares arising from the Capital Reorganisation, if any, be disregarded and 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 in such manner and on such terms as the Directors may think fit;

(e) 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 Capital Reorganisation."

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

Hong Kong, 5 August 2025

Principal place of business in Hong Kong:
27th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Executive Directors:
Ms. CHIU Christin Su Yi *(Chairperson)*
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

Notes:

(a) A shareholder of the Company entitled to attend and vote at the SGM or any adjournment meeting thereof (as the case may be) is entitled to appoint one or more proxies to attend and vote in his/her 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 of the Company in respect of which each such proxy is appointed. A form of proxy for use in connection with the SGM is enclosed with the circular to the shareholders of the Company dated 5 August 2025.

(b) Where there are joint registered holders of any share of the Company, any one of such joint registered holders may vote at the SGM 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 SGM 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.

(c) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 5 August 2025 sent to you by the Company.

(d) For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the SGM, the Registers of Members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration . . . . . At 4:30 p.m. on Friday, 15 August 2025

Closure of Registers of Members . . . . Monday, 18 August 2025 to Thursday, 21 August 2025 (both dates inclusive)

Record date . . . . . Thursday, 21 August 2025

During the above closure period, no transfer of shares of the Company will be effected. To be eligible to attend and vote at the SGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

(e) At the SGM, the chairperson of the meeting will exercise his/her power under bye-law 66 of the Bye-laws to put resolution set out in the notice of the SGM 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.

(f) Upon arrival at the venue of the SGM, voting slip(s) 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 vote(s) on the e-Meeting System.

(g) Director(s) may attend the SGM through telephone/video conference or similar electronic means.

(h) No distribution of corporate gifts and/or refreshments at the SGM.

(i) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

(j) Reference to times and dates in this notice are to Hong Kong times and dates.

(k) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong at or at any time after 1:30 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on its website (www.espritholdings.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.