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 otherwise 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

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**Annual General Meeting**") of the Company to be held at 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m. or any adjournment of the meeting is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting, 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 Investor Services 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 Annual 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 29 April 2026 sent to you by the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be) if you so wish, and in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.

Hong Kong, 29 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m., or any adjournment thereof
"AGM Notice"	the notice convening the AGM set out on pages 14 to 18 of this circular
"associates"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Bye-laws"	the bye-laws for the time being adopted by the Company and as amended or supplemented or substituted from time to time
"Company"	Esprit Holdings Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the Main Board of the Stock Exchange (stock code: 00330)
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Member(s)" or "Shareholder(s)"	duly registered holder(s) of Share(s)
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 4 in the AGM Notice

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the capital of the Company with a par value of HK$0.10 each
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
"%"	per cent.

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying form of proxy shall prevail over the Chinese text.

Reference to times and dates in this circular are to Hong Kong times and dates.

ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

STOCK CODE: 00330

Executive Directors:
Mr. WRIGHT Bradley Stephen *(Acting Chairman)*
Ms. LI Hui
Ms. LIU Jianyi

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:
13th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you information regarding the resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against the proposed resolutions. The proposed resolutions include, among other matters, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; and (iii) the re-election of retiring Directors.

GRANTING OF THE REPURCHASE MANDATE

As the existing general mandate to repurchase Shares granted by Shareholders at the annual general meeting of the Company held on 21 August 2025 (the "**Previous AGM**") will lapse at the conclusion of the Annual General Meeting, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise all powers of the Company to repurchase up to 10% of the total number of the Shares in issue as at the date of passing of the resolution at the Annual General Meeting. As at the Latest Practicable Date, the Company has a total of 283,081,734 issued Shares. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Repurchase Mandate, if granted, would allow the Company to repurchase up to 28,308,173 Shares.

The Repurchase Mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws; and (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

Details of the proposed resolution on the Repurchase Mandate are set out in resolution 4 of the AGM Notice. An explanatory statement, as required by the Listing Rules, in connection with the Repurchase Mandate is set out in Appendix I to this circular.

GRANTING OF THE ISSUE MANDATE

As the existing general mandate to issue Shares granted by Shareholders at the Previous AGM will lapse at the conclusion of the Annual General Meeting, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a general and unconditional mandate to issue Shares up to 20% of the total number of the Shares in issue (without any increase for Shares repurchased as allowed under the Listing Rules) as at the date of passing of the resolution at the Annual General Meeting. As at the Latest Practicable Date, the Company has a total of 283,081,734 issued Shares. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Issue Mandate, if granted, would allow the Company to allot and issue up to 56,616,346 Shares. Any Shares to be allotted or issued pursuant to the Issue Mandate shall not be at a discount of 20% or more to the benchmarked price (have the same meaning ascribed to it under Rule 13.36(5) of the Listing Rules) of the Shares and any refreshment of the Issue Mandate before the next annual general meeting of the Company shall be subject to approval of Shareholders in accordance with the Listing Rules. Furthermore, the use of the Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the General Mandate to issue (i) securities convertible into new shares of the Company for cash consideration, if the initial conversion price of such convertible securities is lower than the benchmarked price at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities of the Company convertible into new Shares for cash consideration.

The Issue Mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws; and (iii) or the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

Purpose of the Issue Mandate

The purpose of the Issue Mandate is to give the Directors flexibility to issue new Shares without having first to obtain the consent of Shareholders in general meeting. The need for such an issue of new Shares could arise, for example, in the context of a transaction which had to be completed in a timely manner, such as the acquisition of a target company. The Board is of the view that the granting of such authority is now commonplace in Hong Kong and it would be in the interests of the Company if the authority was granted.

Restrictions on dilution, discounts and refreshments

The Board draws the attention of Shareholders to the relevant provisions of the Listing Rules regarding the Issue Mandate, in particular the restriction on dilution, the restriction on discounts and the restrictions on refreshments set out in Rules 13.36(2)(b), 13.36(4) and 13.36(5) of the Listing Rules, respectively. Broadly, these rules provide that (a) the aggregate number of securities allotted or agreed to be allotted must not exceed the aggregate of 20% of the number of issued shares of a listed issuer; (b) where securities are being placed for cash consideration, a listed issuer may not issue any securities pursuant to its issue mandate at a price representing a discount of 20% or more; and (c) any refreshments of its issue mandate before the next annual general meeting is subject to the prior approval of the shareholders in a general meeting.

The Board recommends the Shareholders also refer to Rule 13.36 of the Listing Rules for further information.

Other information on the Issue Mandate

Other than such Shares which may fall to be issued upon the exercise of any options granted under the share option schemes of the Company, as at the Latest Practicable Date, the Board has no present intention to further allot and issue any new Shares.

Details of the proposed resolution on the Issue Mandate are set out in resolution 5 of the notice of the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-laws 83 of the Bye-laws, Ms. LI Hui ("**Ms. LI**") and Ms. LIU Jianyi, being Directors appointed by the Board after the Previous AGM, will retire from the office at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In addition, in accordance with bye-law 84 of the Bye-laws, Mr. WRIGHT Bradley Stephen ("**Mr. WRIGHT**") and Ms. LIU Hang-so will retire from the office as Directors by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. When identifying suitable candidates for directorships, the Nomination Committee of the Company carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates

must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

With regard to the re-election of Ms. LIU Hang-so as Independent Non-executive Director. Ms. LIU Hang-so was appointed by the Board on 8 January 2021 as Independent Non-executive Director and she has provided diversity of experience, skills, expertise and background to the Board. The Nomination Committee believes that they could continue providing a wide range of insights and great benefit to the Board. The Nomination Committee considered the proposed re-election of Ms. LIU Hang-so and endorsed the re-election for approval by the Board. The Nomination Committee was satisfied that the re-election of Ms. LIU Hang-so enhanced the diversity of the Board having regard to her expertise, background and experience as described in details in Appendix II to this circular.

The Company has received confirmation from Ms. LIU Hang-so as to her independence in compliance with the requirements set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Ms. LIU Hang-so and considered her continue to be independent. In assessing the independence of an Independent Non-executive Director, the Nomination Committee would consider the character and the judgement demonstrated by the Director's contribution to the Board during the years of services, the relationship with the Group other than being a Director, the past and present directorships and important appointments of the Director outside the Group. The proposed re-election of Ms. LIU Hang-so will be considered by a separate resolution at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and Director nomination policy, the Company's corporate strategy, and the independence of Independent Non-executive Director. After considering the above, the Nomination Committee nominated Ms. LI, Ms. LIU Jianyi, Ms. LIU Hang-so and Mr. WRIGHT to the Board for re-election. The Board is pleased to recommend Ms. LI, Ms. LIU Jianyi, Ms. LIU Hang-so and Mr. WRIGHT for re-election as Directors at the Annual General Meeting.

Particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 14 to 18 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the granting of the Repurchase Mandate, the granting of the Issue Mandate, and the re-election of retiring Directors.

The chairman of the Annual General Meeting will put forth each of the resolutions 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 Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, 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 Investor Services 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 Annual 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 29 April 2026 sent to you by the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be) if you so wish, and in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.

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 Company. 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.

RECOMMENDATIONS

The Board considers that the granting of the Repurchase Mandate, the granting of the Issue Mandate, and the re-election of the retiring Directors are each in the best interests of the Company and its Shareholders as a whole and accordingly recommends you to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Esprit Holdings Limited
WRIGHT Bradley Stephen
Acting Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of authorised shares of the Company was 30,000,000,000 Shares, of which 283,081,734 Shares were issued and fully paid.

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Repurchase Mandate, if granted, would allow the Company to repurchase up to 28,308,173 Shares (which represent 10% of the Shares in issue as at the Latest Practicable Date) during the period from the date of passing the resolution at the Annual General Meeting up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws; and (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value of the Company and its assets and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which they are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then prevailing.

FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases will be made out of funds which are legally available for such purpose in accordance with all applicable laws of Bermuda, the memorandum of association and the Bye-laws of the Company, the Listing Rules and other applicable laws.

Under Bermuda law, share repurchases may only be made out of the capital paid up on the relevant Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase; and any premium, if any, payable may only be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

Based on the audited consolidated financial statements of the Company as at 31 December 2025 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate during the proposed Repurchase Mandate period might have a material adverse impact on the working capital or gearing position of the Company. However, the Directors do not propose to make any share repurchases to the

extent that it would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April*	n/a	n/a
May*	n/a	n/a
June*	n/a	n/a
July**	1.300	0.880
August**	1.730	0.950
September	1.600	1.230
October	1.400	1.260
November	1.300	1.030
December	1.230	1.020
2026		
January	1.200	1.000
February	1.070	0.960
March	1.020	0.840
April (up to the Latest Practicable Date)	0.920	0.750

* *Trading of the Shares was suspended from 1 April 2025 to 30 June 2025*

** *The share prices were adjusted retrospectively to take into account the ten-to-one share consolidation in the capital reorganisation, which became effective on 25 August 2025*

REPURCHASE OF SHARES

The Company has not repurchased any Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date.

EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in a Shareholder's proportionate interest in the voting rights of the Company, which will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation for the relevant Shareholder(s) to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company under section 336 of the SFO and so far as was known to the Directors, the Company's largest single Shareholder, Ms. LO Ki Yan Karen ("**Ms. LO**") is interested or deemed to be interested in 79,913,765 Shares, representing approximately 28.23% of the total issued share capital of the Company as at such date. The 79,913,765 Shares represent the aggregate of (i) 42,561,420 Shares held by Ms. LO; (ii) 36,478,260 Shares held by North Point Talent Limited, which is wholly owned by Ms. LO; and (iii) 125,000 Shares held by Planetree Securities Limited and 749,085 Shares held by Green River Associates Limited, which are the subsidiary and associate of Planetree International Development Limited (HK stock code: 613) ("**Planetree**") respectively, of which Ms. LO is the substantial shareholder of Planetree as at the Latest Practicable Date.

On the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting and in the event that the Directors exercise in full the Repurchase Mandate on the date of the Annual General Meeting, the attributable interest of Ms. LO in the Company would be increased to approximately 31.37% of the total issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code in the event that the Repurchase Mandate is exercised in full. The Directors have no present intention to repurchase the Shares on the Stock Exchange to the extent that it will trigger the obligations under the Takeover Code to make a mandatory general offer or will result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate, in the event the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares held by them to the Company, in the event the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the memorandum of association and the Bye-laws of the Company.

As at the Latest Practicable Date, particulars of the Directors proposed for re-election are as follows:

Ms. LI Hui, aged 45, has been appointed as an Executive Director of the Company and a member of the General Committee since December 2025. Ms. LI holds a Bachelor of Law in International Economic Law from Dalian Maritime University granted in 2002 and a Master of Laws in International Law from East China University of Political Science and Law granted in 2005. She obtained the PRC Legal Profession Qualification Certificate in 2004 and possesses substantial experience in the legal field.

Ms. LI has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. LI has no interest in Shares within the meaning of Part XV of the SFO.

Ms. LI has entered into a letter of appointment with the Group. She has no fixed term of service with the Group but is subject to retirement by rotation and is eligible for re-election by the shareholders of the Company in accordance with the Bye-laws of the Company. Ms. LI is entitled to an annual remuneration of HK$1,704,000, which is determined by the Board based on the review and recommendation from the Remuneration Committee of the Company with reference to her duties and responsibilities, the Company's performance and the prevailing market situation.

Ms. LIU Jianyi, aged 39, has been appointed as an Executive Director of the Company and a member of the General Committee since December 2025. Ms. LIU Jianyi holds a Master of Business Administration from Cornell University granted in 2014 and a Bachelor of Engineering from The Chinese University of Hong Kong granted in 2010. She has extensive management experience in corporate finance and trading business operations. Ms. LIU Jianyi is an independent non-executive director of Imagi International Holdings Limited (stock code: 585) and Blue River Holdings Limited (stock code: 498) respectively, the shares of which are both listed on The Stock Exchange of Hong Kong Limited.

Save as disclosed above, Ms. LIU Jianyi has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. LIU Jianyi has no interest in Shares within the meaning of Part XV of the SFO.

Ms. LIU Jianyi has entered into a letter of appointment with the Group. She has no fixed term of service with the Group but is subject to retirement by rotation and is eligible for re-election by the shareholders of the Company in accordance with the Bye-laws of the Company. Ms. LIU Jianyi is entitled to an annual remuneration of HK$780,000, which is determined by the Board based on the review and recommendation from the Remuneration Committee of the Company with reference to her duties and responsibilities, the Company's performance and the prevailing market situation.

Ms. LIU Hang-so, aged 61, has been appointed as an Independent Non-executive Director of the Company since January 2021. She is Chairman of the Remuneration Committee with effect from 24 January 2025, and a member of the Nomination Committee of the Board. Ms. LIU Hang-so is a veteran of the consumer goods sector with a specialty in luxury goods. In addition to her strong retail knowledge covering Greater China, Asia Pacific, USA, Japan, Europe and India, she has deep expertise in government affairs, policy and regulation. Ms. LIU Hang-so is currently serving as Chief Executive Officer for Greater China at Le Creuset. Prior to joining Le Creuset, she was the first president for the strategically important China market of DFS Group Limited ("**DFS**"), where she oversaw all of DFS' operations in Mainland China, including the Times DF x DFS Haikou Mission Hills Duty-Free complex (深圳免税xDFS海口觀瀾湖免税購物城), which was opened in January 2021 by DFS in partnership with Shenzhen Duty Free Group. Before her tenure at DFS, she spent 13 years of her career in a leading luxury jeweler DeBeers Forevermark, where she was chief executive officer from 2019 to 2021, which was a global role based out of China. She also worked previously with Boston Consulting Group in Hong Kong, as a Vice President Merchandising, APAC for Louis Vuitton in Hong Kong, and as general manager for LVMH Watches and Jewelry in Taiwan. Ms. LIU Hang-so obtained a Bachelor of Arts Degree in Liberal Arts and Sciences from University of Illinois at Chicago in 1986.

Save as disclosed above, Ms. LIU Hang-so has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. LIU Hang-so has no interest in Shares within the meaning of Part XV of the SFO.

Ms. LIU Hang-so does not have a service contract with the Company. She has no fixed term of service with the Company but is subject to retirement by rotation and is eligible for re-election at the annual general meetings of the Company in accordance with the Bye-laws of the Company. Ms. LIU Hang-so is entitled to a director's fee of HK$240,000 per annum, which has been determined by reference to the level of remuneration of non-executive directors of listed companies with a global operation and the matters of the Company that require Ms. LIU Hang-so's attention as one of its Independent Non-executive Directors.

Mr. WRIGHT Bradley Stephen, aged 60, is the Acting Chairman of the Board and Executive Director of the Company. He has been appointed as an Executive Director of the Company in December 2021. He became Acting Chairman of the Company in December 2025. He is the Chairman of the Nomination Committee, a member of the Risk Management Committee and the General Committee of the Board. He has thirty-three years of experience serving in the Hong Kong Police Force. Mr. WRIGHT joined the then Royal Hong Kong Police Force in 1988 as an Inspector of Police and attained the rank of Chief Superintendent of Police when he reached the prescribed retirement age.

In the early years of his career, Mr. WRIGHT worked in a variety of uniform frontline policing roles such a Patrol Subunit Commander, Police Tactical Unit platoon officer, Assistant Divisional Commander, and a Senior Staff Inspector at Police headquarters. In the late 1990s to early 2000s, Mr. WRIGHT worked in the field of training and professional development before moving to command the Kowloon Internal Investigation Office. In the last ten years of his career Mr. WRIGHT took up a number of command posts, leading up to 1,200 officers, including District Commander Marine Outer Waters District, Chief Superintendent Support and District Commander, Mong Kok District from 2018 until retirement. Throughout his career, Mr. WRIGHT was frequently recognised and was awarded five commanding officer's commendations, one commissioners' commendation and in the 2021 Hong Kong Special Administrative Region Government honour's list was awarded the Police Meritorious Service Medal ("**PMSM**").

Mr. WRIGHT graduated from London University School of Oriental and African Studies in 1987 and obtained a Bachelor of Arts, with Honours in History and Politics. Committed to lifelong learning, he has continued his learning and has not only completed but also excelled in various trainings including the HKUST Leadership and Public Policy Programme, Ivey Business School – Advanced Public Policy and Management, Stakeholders Engagement in a Volatile Environment and Public Sector Accountability, and University of Michigan – Strategic Innovation.

Save as disclosed above, Mr. WRIGHT has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. WRIGHT has no interest in Shares within the meaning of Part XV of the SFO.

Mr. WRIGHT has entered into an appointment letter with the Company. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws of the Company. Mr. WRIGHT is entitled to a salary of HK$109,375 per month, which is determined by the Board based on the review and recommendation from the Remuneration Committee of the Company with reference to his duties and responsibilities, the Company's performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters in relation to the re-election of Ms. LI, Ms. LIU Jianyi, Ms. LIU Hang-so and Mr. WRIGHT that need to be brought to the attention of Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

ESPRIT

ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

STOCK CODE: 00330

NOTICE IS HEREBY GIVEN that the annual general meeting of Esprit Holdings Limited (the "**Company**") will be held at 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 27 May 2026 at 11:00 a.m. (the "**Annual General Meeting**") for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and Independent Auditor of the Company and its subsidiaries for the year ended 31 December 2025;

2. (a) To re-elect Ms. LI Hui as a director of the Company (the "**Director**");

   (b) To re-elect Ms. LIU Jianyi as a Director;

   (c) To re-elect Ms. LIU Hang-so as a Director;

   (d) To re-elect Mr. WRIGHT Bradley Stephen as a Director; and

   (e) To authorise the board of Directors the ("**Board**") to fix the respective Directors' remuneration;

3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and authorise the Board to fix their remuneration;

To consider as special business and, if thought fit, pass with or without modification, the following resolutions 4 and 5 as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph 4(c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(d) below) of all the powers of the Company to repurchase shares in the capital of the Company (the "**Shares**") in issue and any securities which carry a right to subscribe for or purchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 4(a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph 4(d) below) to procure the Company to repurchase its Shares and any securities which carry a right to subscribe for or purchase Shares at a price determined by the Directors;

(c) the aggregate number of Shares which may be purchased pursuant to the approval in paragraphs 4(a) and 4(b) above shall not exceed 10% of the total number of Shares in issue, and the aggregate number of any securities which carry a right to subscribe for or purchase Shares which may be purchased pursuant to the approval in paragraphs 4(a) and 4(b) above shall not exceed 10% of the total number of such securities of the Company (or any relevant class thereof), in each case in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier 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 the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings."

5. "**THAT**:

(a) subject to paragraphs 5(b) and 5(c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 5(d) below) of all the powers of the Company to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any security into, Shares (including but not limited to the issue of any securities converted into shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with, pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph 5(d) below); (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued or to be issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution;

(c) where the Shares are being issued for cash consideration pursuant to the approval in paragraph 5(a) above, the Company may not issue any additional Shares at a discount of 20% or more to the Benchmarked Price (as defined in paragraph 5(d) below); and any refreshments of the approval in paragraph 5(a) above before the next annual general meeting of the Company is subject to the prior approval of the shareholders of the Company in a general meeting, and that this resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited as amended from time to time, including the restrictions for using the general mandate to issue (i) securities convertible into new share of the Company for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as defined below) of the shares of the Company at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new shares or securities of the Company convertible into new shares of the Company for cash consideration; and

(d) for the purposes of this resolution:

"**Benchmarked Price**" means the higher of:

(i) the closing price of Shares as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of Shares; and

(ii) the average closing price of Shares as quoted on The Stock Exchange of Hong Kong Limited for the five trading days immediately preceding the earlier of: (aa) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares; (bb) the date of the agreement involving the relevant proposed issue of Shares; and (cc) the date on which the price of Shares proposed to be issued is fixed.

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier 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 the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof whose names stand on the registers of members on a fixed record date in proportion to their holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

By order of the Board
Esprit Holdings Limited
WRIGHT Bradley Stephen
Acting Chairman

Hong Kong, 29 April 2026

Principal place of business in Hong Kong:
13th 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 of directors of the Company comprises the following directors:

Executive Directors:
Mr. WRIGHT Bradley Stephen *(Acting Chairman)*
Ms. LI Hui
Ms. LIU Jianyi

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 Annual 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/her 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 Annual General Meeting is enclosed with the circular to the shareholders of the Company dated 29 April 2026.

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

(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 Investor Services 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 Annual 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 website (https://evoting.vistra.com), through using the username and password provided on the notification letter dated 29 April 2026 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 Annual General Meeting, 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 Wednesday, 20 May 2026
Closure of Registers of Members	Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both dates inclusive)
Record date	Wednesday, 27 May 2026

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

(e) At the Annual General Meeting, the chairman of the meeting will exercise his/her 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 Annual 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 authorised 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 Annual General Meeting, voting slip(s) will be given to every shareholder present in person (or in the case of a corporation by its authorised 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 Annual General Meeting through telephone/video conference or similar electronic means.

(h) No distribution of corporate gifts and/or refreshments at the Annual General Meeting.

(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 9:00 a.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.