
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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)

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

A notice convening the Annual General Meeting of the Company to be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 3 December 2013 at 2:30 pm or any adjournment of the meeting, at which the proposed resolutions as stated in the aforesaid notice will be considered, is contained in pages 19 to 22 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy enclosed with this circular, in accordance with the instructions printed on 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 branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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). 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, 25 October 2013

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 3 December 2013 at 2:30 pm, the notice of which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“associates”	have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended 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
“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”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 5 per cent. of the total nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	22 October 2013, 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 the Shares
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to repurchase fully paid Shares and any securities which carry a right to subscribe for or purchase Shares not exceeding 10 per cent. of the total nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting

DEFINITIONS

“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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong

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

LETTER FROM THE BOARD

ESPRIT
ESPRIT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00330)

Chairman:
Raymond OR Ching Fai
Independent Non-executive Director

Deputy Chairman:
Paul CHENG Ming Fun
Independent Non-executive Director

Executive Directors:
Jose Manuel MARTINEZ GUTIERREZ,
Group Chief Executive Officer
Thomas TANG Wing Yung,
Group Chief Financial Officer

Non-executive Director:
Jürgen Alfred Rudolf FRIEDRICH

Independent Non-executive Directors:
Eva CHENG LI Kam Fun
Alexander Reid HAMILTON
Carmelo LEE Ka Sze
Norbert Adolf PLATT

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

*Principal place of business
in Hong Kong:*
43/F, Enterprise Square Three
39 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

25 October 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF 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 to the Directors of the Repurchase Mandate; (ii) the granting to the Directors of the Issue Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GRANTING OF THE REPURCHASE MANDATE (*Resolution 4*)

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, the Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number not exceeding 10 per cent. of the total nominal amount of the issued share capital of the Company as at the date of passing of the resolution at the Annual General Meeting. The Repurchase Mandate will end on the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws or the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

The Directors wish to seek the approval of the Shareholders for the grant of the Repurchase Mandate in accordance with the requirements set out in the Listing Rules. An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

GRANTING OF THE ISSUE MANDATE (*Resolution 5*)

(i) Purpose of the Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue new Shares not exceeding 5 per cent. of the total nominal amount of the issued share capital of the Company as at the date of passing of the resolution at the Annual General Meeting. The Issue Mandate will end on the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws or the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

The purpose of the Issue Mandate is to enable the Directors 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 an acquisition of a target. 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.

(ii) 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 securities allotted or agreed to be allotted must not exceed the aggregate of 20 per cent. of the existing issued share capital of the Company; (b) where securities are being placed for cash consideration, the Company may not issue any securities pursuant to the Issue Mandate at a price representing a discount of 20 per cent. or more; and (c) any refreshments of the Issue Mandate before the next annual general meeting of the Company is subject to the prior approval of Shareholders in a general meeting.

LETTER FROM THE BOARD

As the Company is fully committed to high corporate governance standards, the Directors will bolster these restrictions provided by the Listing Rules by:

- limiting the restriction on dilution arising from the aggregate securities allotted or agreed to be allotted pursuant to the Issue Mandate from the Listing Rules limit of 20 per cent. to 5 per cent. of the existing issued share capital of the Company; and
- limiting the restriction on discounts from the Listing Rules limit of 20 per cent. to 10 per cent., so that the Company shall not issue any securities pursuant to the Issue Mandate at a price representing a discount of 10 per cent. or more,

and follow the Listing Rules provisions to seek prior approval of Shareholders in a general meeting if any refreshment of the Issue Mandate before the next annual general meeting of the Company is necessary.

The full text of rules 13.36(2)(b), 13.36(4) and 13.36(5) of the Listing Rules is set out below.

“(2) *No such consent as is referred to in rule 13.36(1)(a) shall be required:*

- (b) *if, but only to the extent that, the existing shareholders of the issuer have by ordinary resolution in general meeting given a general mandate to the directors of the issuer, either unconditionally or subject to such terms and conditions as may be specified in the resolution, to allot or issue such securities or to grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed of, whether during the continuance of such mandate or thereafter, subject to a restriction that the aggregate number of securities allotted or agreed to be allotted must not exceed the aggregate of 20% of the existing issued share capital of the issuer (or in the case of a scheme of arrangement involving an introduction in the circumstances set out in rule 7.14(3), 20% of the issued share capital of an overseas issuer following the implementation of such scheme) plus the number of such securities repurchased by the issuer itself since the granting of the general mandate (up to a maximum number equivalent to 10% of the existing issued share capital of the issuer), provided that the existing shareholders of the issuer have by a separate ordinary resolution in general meeting given a general mandate to the directors of the issuer to add such repurchased securities to the 20% general mandate.*

Notes: 1. Other than where independent shareholders' approval has been obtained, an issue of securities to a connected person pursuant to a general mandate given under rule 13.36(2)(b) is only permitted in the circumstances set out in rule 14A.31(3).

2. An overseas issuer does not have to comply with rule 13.36 if its primary listing is or is to be on another stock exchange and it is not subject to any other statutory or other requirement giving pre-emptive rights to shareholders over further issues of share capital.”

LETTER FROM THE BOARD

“(4) Where the issuer has obtained a general mandate from its shareholders pursuant to rule 13.36(2)(b), any refreshments of the general mandate before the next annual general meeting shall be subject to the following provisions:

- (a) any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour;*
- (b) the Exchange reserves the right to require the following parties to abstain from voting in favour of the relevant resolution at the general meeting:*
 - (i) any parties who were controlling shareholders of the issuer at the time the decision to seek a refreshment of the mandate was made or approved by the board, and their associates; or*
 - (ii) where there were no such controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer at the time the decision to seek a refreshment of the mandate was made or approved by the board, and their respective associates;*
- (c) the issuer must comply with the requirements set out in rules 13.39(6) and (7), 13.40, 13.41 and 13.42;*
- (d) the relevant circular to shareholders must contain information relating to the issuer’s history of refreshments of mandate since the last annual general meeting, the amount of proceeds raised from the utilisation of such mandate, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. The circular must also contain information required under rule 2.17; and*
- (e) where the issuer offers or issues securities to its shareholders pro rata to their existing holdings (including where overseas shareholders are excluded for legal or regulatory reasons), it will not be necessary for the issuer to comply with rules 13.36(4)(a), (b) or (c) in order for it to refresh its general mandate immediately thereafter such that the amount in percentage terms of the unused part of the general mandate upon refreshment is the same as the unused part of the general mandate immediately before the issue of securities. In such cases, it need only obtain approval from its shareholders and comply with rule 13.36(4)(d).”*

“(5) In the case of a placing of securities for cash consideration, the issuer may not issue any securities pursuant to a general mandate given under rule 13.36(2)(b) if the relevant price represents a discount of 20% or more to the benchmarked price of the securities, such benchmarked price being the higher of:

- (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate; and*

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(b) *the average closing price in the 5 trading days immediately prior to the earlier of:*

- (i) *the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate;*
- (ii) *the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate; and*
- (iii) *the date on which the placing or subscription price is fixed,*

unless the issuer can satisfy the Exchange that it is in a serious financial position and that the only way it can be saved is by an urgent rescue operation which involves the issue of new securities at a price representing a discount of 20% or more to the benchmarked price of the securities or that there are other exceptional circumstances. The issuer shall provide the Exchange with detailed information on the allottees to be issued with securities under the general mandate.”

The Board recommends that Shareholders refer to rule 13.36 of the Listing Rules for further information.

(iii) *Other Information on the Issue Mandate*

Other than pursuant to any share option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares, the Board has no present intention to grant or issue any further new Shares.

RE-ELECTION OF DIRECTORS (*Resolution 2*)

According to Bye-law 87(1) of the Bye-laws, at each annual general meeting, Directors for the time being of the Company shall retire by rotation as follows:

- (a) at least one-third of the Directors (or if the number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation. In this connection, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation under this paragraph) any Director who wishes to retire and not to offer himself for re-election. Any further Director so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation under this paragraph; and

LETTER FROM THE BOARD

- (b) any Director (not already obliged to retire by rotation under paragraph (a) above) who at such annual general meeting, shall have been a Director at each of the preceding two general meetings of the Company and who was not elected or re-elected at any such annual general meeting, and who has not otherwise ceased to be a Director (whether by resignation, retirement, removal or otherwise) and has not been re-elected at a general meeting of the Company at or since any of the preceding two annual general meetings of the Company aforementioned.

Pursuant to Bye-law 87(2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

Pursuant to Bye-law 86(2) of the Bye-laws, subject to the Companies Act 1981 of Bermuda (as amended from time to time) and the Bye-laws, the Board may appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an addition to the existing board, but so that the total number of Directors shall not at any time exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed shall retire at the first general meeting after his appointment and shall then be eligible for election.

In accordance with Bye-laws 87(1) and (2) of the Bye-laws, Mr Raymond Or Ching Fai, Mr Paul Cheng Ming Fun and Mr Alexander Reid Hamilton will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting. In addition, in accordance with Bye-law 86(2) of the Bye-laws, Mrs Eva Cheng Li Kam Fun, Mr Carmelo Lee Ka Sze and Mr Norbert Adolf Platt, being directors appointed by the Board after the Company's annual general meeting held on 6 December 2012, will retire at the Annual General Meeting and, being eligible, will offer themselves for election at the Annual General Meeting.

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

The Nomination Committee has assessed the independence of Mr Or, Mr Cheng, Mr Hamilton, Mrs Cheng, Mr Lee and Mr Platt and considered them continue to be independent. Mr Or, Mr Cheng and Mr Hamilton have served as Independent Non-executive Directors for more than nine years. During their years of service, Mr Or, Mr Cheng and Mr Hamilton continue to demonstrate strong independence in judgement and discharge their duties effectively. In assessing the independence of the Independent Non-executive Directors, the Nomination Committee and the Board 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 Company has received confirmation from Mr Or, Mr Cheng, Mr Hamilton, Mrs Cheng, Mr Lee and Mr Platt as to their independence in compliance with the requirements set out in rule 3.13 of the Listing Rules. The proposed re-election for each of the above Directors will be considered by separate resolutions at the Annual General Meeting.

The Nomination Committee and the Board are pleased to recommend Mr Or, Mr Cheng, Mr Hamilton, Mrs Cheng, Mr Lee and Mr Platt for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 19 to 22 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.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore 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. None of the Directors nor, to the best of their knowledge and having made all reasonable enquires, any of their associates is aware of any Shareholders who are 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 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 branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be). 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.

RIGHT TO DEMAND POLL

In accordance with the Bye-laws, resolutions proposed at the Annual General Meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the designated stock exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the Annual General Meeting; or
- (b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the Annual General Meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Annual General Meeting; or

LETTER FROM THE BOARD

- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the Annual General Meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

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 aspects 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 in the best interests of the Company and the 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
Raymond Or Ching Fai
Chairman

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 authorised share capital of the Company was 3,000,000,000 Shares, of which 1,939,824,064 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 193,982,406 Shares (which represent 10 per cent. of the Shares in issue as at the Latest Practicable Date) during the period from the date of passing of 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, or (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 Shareholders as a whole to seek a general authority from 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 and the Listing Rules.

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.

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. Based on the audited consolidated financial statements of the Company as at 30 June 2013 (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 position or gearing position of the Company.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 HK\$	Lowest HK\$
2012		
October	11.53 ^(Note)	9.56 ^(Note)
November	14.08	9.90
December	12.50	10.68
2013		
January	11.90	10.70
February	10.78	9.82
March	10.20	9.09
April	11.08	9.29
May	12.10	10.10
June	12.38	10.68
July	12.80	11.16
August	13.90	12.74
September	13.40	11.58
October (up to the Latest Practicable Date)	13.50	12.12

Source: quoted prices from the Stock Exchange's website (www.hkex.com.hk)

Note: The highest and lowest prices per Share were adjusted with regard to the rights issue of the Company at the subscription price of HK\$8.00 per rights share on the basis of one right share for every two existing shares held by the Shareholders on 2 November 2012.

REPURCHASE OF SHARES

The Company has not repurchased any Share, whether on the Stock Exchange or otherwise, 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, Lone Pine Capital LLC, the Company's largest single Shareholder, held 210,714,405 Shares, representing approximately 10.86% of the issued share capital of the Company as at such date.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

On the basis that the issued share capital of the Company remains unchanged on 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 Lone Pine Capital LLC in the Company would be increased to approximately 12.07% of the total issued share capital of the Company. Accordingly, the Directors are not aware of any consequences that would 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.

DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS

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

No 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Particulars of Directors proposed for re-election as at the date of this circular are as follows:

Raymond Or Ching Fai, aged 63, has been an Independent Non-executive Director of the Company since 1996 and became Chairman of the Board effective from 13 June 2012. He is the Chairman of the Nomination Committee of the Board, a director of a subsidiary and a trustee of a trust of the Company. Mr Or is an executive director, chief executive officer and chairman of China Strategic Holdings Limited, an independent non-executive director and a vice chairman of G-Resources Group Ltd. and an independent non-executive director of Chow Tai Fook Jewellery Group Limited, Industrial and Commercial Bank of China Limited and Television Broadcasts Limited. All these companies are listed on the Stock Exchange. He was the former vice chairman and chief executive of Hang Seng Bank Limited, the former chairman of Hang Seng Life Limited and a director of The Hongkong and Shanghai Banking Corporation Limited, Cathay Pacific Airways Limited and Hutchison Whampoa Limited until his retirement in May 2009.

Save as disclosed above, Mr Or has not held any directorships in listed public companies in the last three years. Mr Or does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr Or does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Or does not have a service contract with the Company. Mr Or has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr Or is entitled to a director's fee of HK\$2,150,000 per annum, comprising HK\$1,520,000 for acting as Chairman of the Board, HK\$480,000 for his directorship and HK\$150,000 for acting as Chairman of the Nomination Committee. Mr Or's director's fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mr Or's attention as one of its Independent Non-executive Directors.

Paul Cheng Ming Fun, aged 77, has been an Independent Non-executive Director of the Company since November 2002 and became Deputy Chairman of the Board effective from 20 July 2008. He is the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Board, a director of a subsidiary and a trustee of a trust of the Company. Mr Cheng obtained his Bachelor of Arts degree from Lake Forest University in Illinois and Master of Business Administration degree from the Wharton School of the University of Pennsylvania. Mr Cheng is an independent non-executive director of Chow Tai Fook Jewellery Group Limited, a company listed on the Stock Exchange. He is an independent non-executive director of Global Logistic Properties Limited, a company listed on the Singapore Stock Exchange. He is also an independent non-executive chairman of Vietnam Infrastructure Ltd. and an independent non-executive director of Pacific Alliance China Land Ltd., both companies are listed on the AIM Board of the London Stock Exchange. Mr Cheng was a former member of the Hong Kong Legislative Council as well as the former chairman of Inchcape Pacific Limited, N M Rothschild & Sons (Hong Kong) Ltd., The Link Management Limited and the Hong Kong General Chamber of Commerce. He was an independent non-executive director of Pou Sheng International (Holdings) Limited. He is currently an Honorary Steward of the Hong Kong Jockey Club.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr Cheng has not held any directorships in listed public companies in the last three years. Mr Cheng does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, apart from holding the interest in 775,000 Shares, representing approximately 0.04% of the total issued share capital of the Company, of which 525,000 Shares were jointly held by himself and his spouse, Mrs Janet Mary Cheng and 250,000 Shares were held by Mrs Janet Mary Cheng, Mr Cheng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Cheng does not have a service contract with the Company. Mr Cheng has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr Cheng is entitled to a director's fee of HK\$1,465,000 per annum, comprising HK\$750,000 for acting as Deputy Chairman of the Board, HK\$480,000 for his directorship, HK\$150,000 for acting as Chairman of the Remuneration Committee and HK\$85,000 for acting as a member of the Nomination Committee. Mr Cheng's director's fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mr Cheng's attention as one of its Independent Non-executive Directors.

Eva Cheng Li Kam Fun, aged 60, has been an Independent Non-executive Director of the Company since December 2012. She is a member of the Audit Committee and the Remuneration Committee of the Board. She was the former corporate executive vice president of Amway Corporation, a global direct selling company which markets consumer products in the health, beauty, homecare and hometech categories. Mrs Cheng began her career with Amway in Hong Kong in 1977 and had an outstanding track record in the launch and development of Amway markets in the Greater China and Southeast Asia regions. Mrs Cheng is best known for leading Amway's entry into China in 1991, and served as chairperson of Amway China until her retirement in 2011. Under her leadership, Amway China overcame significant regulatory and operating challenges, and grew to become a business enterprise with remarkable revenues. In 2008 and 2009, Mrs Cheng was twice listed by Forbes as one of the "World's 100 Most Powerful Women".

Mrs Cheng is currently an independent non-executive director of Trinity Limited and Haier Electronics Group Co. Ltd., both companies are listed on the Stock Exchange. She is also an independent non-executive director of Nestlé S.A., a company listed on the SIX Swiss Exchange. Mrs Cheng is a non-executive director of Amway (Malaysia) Holdings Berhad, a company listed on the main market of Bursa Malaysia Securities Berhad. In the areas of public and community service, she currently serves as executive director of the China Next Generation Education Foundation Spring Sprout Special Fund and honorary chairperson of the Amway Charity Foundation in China. Mrs Cheng is also a member of the executive committee of the All-China Women's Federation and a member of the Chinese People's Political Consultative Conference – Guangdong Commission. In Hong Kong, Mrs Cheng is currently honorary president of the All-China Women's Federation Hong Kong Delegates Association, honorary president of the Hong Kong Federation of Women and a permanent honorary committee member of The Chinese General Chamber of Commerce.

Mrs Cheng obtained a Bachelor of Arts (Honours) degree and a Master of Business Administration degree from the University of Hong Kong.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mrs Cheng has not held any directorships in listed public companies in the last three years. Mrs Cheng does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mrs Cheng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mrs Cheng does not have a service contract with the Company. Mrs Cheng has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mrs Cheng is entitled to a director's fee of HK\$665,000 per annum, comprising HK\$480,000 for her directorship, HK\$100,000 for acting as a member of the Audit Committee and HK\$85,000 for acting as a member of the Remuneration Committee. Mrs Cheng's director's fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mrs Cheng's attention as one of its Independent Non-executive Directors.

Alexander Reid Hamilton, aged 72, has been an Independent Non-executive Director of the Company since August 1995. He is the Chairman of the Audit Committee and a member of the Nomination Committee of the Board. Mr Hamilton is an independent non-executive director of CITIC Pacific Limited, COSCO International Holdings Limited and Shangri-La Asia Limited. All these companies are listed on the Stock Exchange. He is also an independent non-executive director of JF China Region Fund, Inc., a USA registered closed end fund quoted on the New York Stock Exchange. Mr Hamilton is also a director of Octopus Cards Limited and a number of other Hong Kong companies. He was an independent non-executive director of China COSCO Holdings Company Limited. He was a partner of Price Waterhouse with whom he practiced for 16 years.

Save as disclosed above, Mr Hamilton has not held any directorships in listed public companies in the last three years. Mr Hamilton does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr Hamilton does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Hamilton does not have a service contract with the Company. Mr Hamilton has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr Hamilton is entitled to a director's fee of HK\$735,000 per annum, comprising HK\$480,000 for his directorship, HK\$170,000 for acting as Chairman of the Audit Committee and HK\$85,000 for acting as a member of the Nomination Committee. Mr Hamilton's director's fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mr Hamilton's attention as one of its Independent Non-executive Directors.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Carmelo Lee Ka Sze, aged 53, was appointed as an Independent Non-executive Director of the Company on 25 July 2013. He is a member of the Nomination Committee and the Remuneration Committee of the Board. He is a partner of Messrs. Woo, Kwan, Lee & Lo, Solicitors & Notaries. He has been the chairman of the Listing Committee of the Stock Exchange since 2012 after serving as deputy chairman and member of the Listing Committee of the Stock Exchange from 2009 to 2012 and from 2000 to 2003 respectively. Mr Lee is a member of the SFC (HKEC Listing) Committee and a member of the SFC Dual Filing Advisory Group of the Securities and Futures Commission. He is also a member of the Disciplinary Panels of the Hong Kong Institute of Certified Public Accountants. He is a member of the Campaign Committee and a Co-Chairman of the Corporate Challenge Half Marathon of The Community Chest of Hong Kong.

Mr Lee obtained a Bachelor of Laws degree and Postgraduate Certificate in Laws from The University of Hong Kong and qualified as a solicitor in Hong Kong, England and Wales, Singapore and Australian Capital Territory, Australia.

Mr Lee is a non-executive director of Hopewell Holdings Limited, CSPC Pharmaceutical Group Limited, Yugang International Limited, Y.T. Realty Group Limited, Safety Godown Company Limited and Termbray Industries International (Holdings) Limited and an independent non-executive director of KWG Property Holding Limited and Ping An Insurance (Group) Company of China, Ltd., all these companies are listed on the Stock Exchange. He was a non-executive director of The Cross-Harbour (Holdings) Limited from September 2004 to December 2012.

Save as disclosed above, Mr Lee has not held any directorships in listed public companies in the last three years. Mr Lee does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr Lee does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Lee does not have a service contract with the Company. Mr Lee has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr Lee is entitled to a director's fee of HK\$650,000 per annum, comprising HK\$480,000 for his directorship, HK\$85,000 for acting as a member of the Nomination Committee and HK\$85,000 for acting as a member of the Remuneration Committee. Mr Lee's director's fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mr Lee's attention as one of its Independent Non-executive Directors.

Norbert Adolf Platt, aged 66, has been an Independent Non-executive Director of the Company since December 2012. He is a member of the Audit Committee and the Remuneration Committee of the Board. He has 40 years of extensive experience in the industry of luxury goods. Mr Platt was the chief executive officer of the Richemont group from October 2004 to March 2010. The Richemont group's luxury goods interests encompass a portfolio of internationally renowned brands including Cartier, Van Cleef & Arpels, Piaget, Montblanc, Chloé and Alfred Dunhill. Under his leadership, the Richemont group recorded significant growth in turnover and profits. Mr Platt is currently a non-executive director of Compagnie Financière Richemont SA, the holding company of the Richemont group which is listed in Switzerland.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Prior to acting as chief executive officer of the Richemont group, Mr Platt was the chief executive officer of Montblanc International GmbH (“Montblanc International”) between 1987 and 2004. Mr Platt successfully transformed Montblanc International from a maker of writing instruments into a diversified and globally renowned manufacturer of luxury goods. Under his leadership, Montblanc International recorded remarkable growth in its turnover. Mr Platt remained as the chairman of Montblanc Simplo GmbH based in Hamburg, Germany until 30 June 2013. From 1972 to 1987, Mr Platt held various chief executive positions in Rollei Singapore and Germany.

Mr Platt graduated with a Master of Science Degree in precision mechanical engineering, and attended business management and marketing programmes at Harvard Business School of Harvard University and INSEAD.

Save as disclosed above, Mr Platt has not held any directorships in listed public companies in the last three years. Mr Platt does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr Platt does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Platt does not have a service contract with the Company. Mr Platt has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr Platt is entitled to a director’s fee of HK\$665,000 per annum, comprising HK\$480,000 for his directorship, HK\$100,000 for acting as a member of the Audit Committee and HK\$85,000 for acting as a member of the Remuneration Committee. Mr Platt’s director’s fee has been determined by reference to the level of remuneration for non-executive directors of listed companies with a global operation and the demand of the Company for Mr Platt’s attention as one of its Independent Non-executive Directors.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters concerning Mr Raymond Or Ching Fai, Mr Paul Cheng Ming Fun, Mrs Eva Cheng Li Kam Fun, Mr Alexander Reid Hamilton, Mr Carmelo Lee Ka Sze and Mr Norbert Adolf Platt relating to their re-election 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 13.74 and 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Tuesday, 3 December 2013 at 2:30 pm (the “**Annual General Meeting**”) for the purpose of transacting the following businesses:

As to ordinary business:

- (1) To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditor of the Group for the year ended 30 June 2013.
- (2) (a) To re-elect the following persons as directors of the Company (the “**Directors**”):
 - (i) Mr Raymond Or Ching Fai;
 - (ii) Mr Paul Cheng Ming Fun;
 - (iii) Mrs Eva Cheng Li Kam Fun;
 - (iv) Mr Alexander Reid Hamilton;
 - (v) Mr Carmelo Lee Ka Sze; and
 - (vi) Mr Norbert Adolf Platt; and
- (b) To authorise the board of Directors to fix the directors’ fees.
- (3) To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company at a remuneration to be determined by the Directors.

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

ORDINARY RESOLUTIONS

- (4) “**THAT:**
 - (a) subject to paragraph 4(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 4(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company (“**Shares**”) 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total nominal amount of Shares which may be purchased pursuant to the approval in paragraphs 4(a) and 4(b) above shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company, and the total 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 per cent. 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 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; or
 - (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 the restriction on discounts and restriction on refreshment of this mandate as stated in the circular to shareholders of the Company dated 25 October 2013 and subject to paragraph 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 new Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) during the Relevant Period which would or might require Shares to be allotted, issued or dealt with during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
 - (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total nominal amount of additional Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with, pursuant to the approval in paragraphs 5(a) and 5(b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares, or (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 on Shares in accordance with the bye-laws of the Company, shall not exceed 5 per cent. of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; where the additional Shares are being placed for cash consideration, the Company may not issue any additional Shares pursuant to the approval in paragraph 5(a) above at a discount of 10 per cent. or more; 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

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:
- (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings;
- (ii) “**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 then 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
Florence Ng Wai Yin
Company Secretary

Hong Kong, 25 October 2013

Principal place of business in Hong Kong:
43/F, Enterprise Square Three
39 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

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

NOTICE OF ANNUAL GENERAL MEETING

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 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 25 October 2013.
- (b) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, then 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 deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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).
- (d) In order to ascertain the rights of shareholders of the Company for the purpose of attending and voting at the Annual General Meeting, the registers of members of the Company will be closed from Friday, 29 November 2013 to Tuesday, 3 December 2013 (both dates inclusive), during which period no transfer of the shares of the Company can be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 pm on Thursday, 28 November 2013.
- (e) At the Annual General Meeting, the chairman of the meeting will exercise his power under bye-law 66 of the bye-laws of the Company to put each of the resolutions set out in the notice of the 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 is the holder.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (g) As at the date hereof, the board of Directors comprises (i) Mr Jose Manuel Martínez Gutiérrez (*Group Chief Executive Officer*) and Mr Thomas Tang Wing Yung (*Group Chief Financial Officer*) as Executive Directors; (ii) Mr Jürgen Alfred Rudolf Friedrich as Non-executive Director; and (iii) Mr Raymond Or Ching Fai (*Chairman*), Mr Paul Cheng Ming Fun (*Deputy Chairman*), Mrs Eva Cheng Li Kam Fun, Mr Alexander Reid Hamilton, Mr Carmelo Lee Ka Sze and Mr Norbert Adolf Platt as Independent Non-executive Directors.