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**ESPRIT**

**ESPRIT HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00330)**

## **CLOSURE OF REGISTERS OF MEMBERS**

### **1. PROPOSED RIGHTS ISSUE**

Reference is made to the announcement of Esprit Holdings Limited (the “**Company**”) dated 22 October 2012 (the “**Rights Issue Announcement**”) regarding the proposed Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares held by Qualifying Shareholders on the Record Date at the Subscription Price of HK\$8.00 per Rights Share. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Rights Issue Announcement.

### **2. CLOSURE OF REGISTERS OF MEMBERS**

As stated in the Rights Issue Announcement, the registers of members of the Company will be closed from Wednesday, 31 October 2012 to Friday, 2 November 2012 (both days inclusive) for determining entitlements under the Rights Issue. No transfer of Shares will be registered during this period. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and be a Qualifying Shareholder. Any transfer documents of the Shares must be lodged (together with the relevant Share certificate(s)) for registration with the Registrar at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on Tuesday, 30 October 2012.

Holders of Vested Share Options who wish to participate in the Rights Issue should exercise the subscription rights in accordance with the terms and conditions of the Share Option Schemes and be registered as holders of the Shares allotted and issued to them pursuant to such exercise with the Company before the Record Date.

### **3. WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

The Underwriting Agreement contains provisions granting the Joint Underwriters a right to terminate their obligations under the Underwriting Agreement upon the occurrence of certain events. Please refer to the section headed “2(a) Termination of the Underwriting Agreement” in the Rights Issue Announcement for further details.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If this condition is not fulfilled or waived, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time. The Shares are dealt in on an ex-rights basis from Monday, 29 October 2012. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 7 November 2012 to Wednesday, 14 November 2012 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which the condition to the Rights Issue is fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

By order of the Board  
**Florence Ng Wai Yin**  
*Company Secretary*

Hong Kong, 29 October 2012

*As at the date of this announcement, the Board 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) and Mr. Alexander Reid Hamilton as Independent Non-executive Directors.*