

Form A  
表格甲

The whole of this document must be returned to be valid.  
本文件必須整份交回，方為有效。

Provisional allotment letter no.  
暫定配額通知書編號

IMPORTANT  
重要提示

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 19 NOVEMBER 2012 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

Capitalised terms used herein have the same meanings as those defined in the prospectus issued by Esprit Holdings Limited dated 5 November 2012 (the "Prospectus") unless the context otherwise requires.

Subject to the granting of the listing of and permission to deal in the Nil Paid Rights and the Rights Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Nil Paid Rights and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil Paid Rights and the Rights Shares as determined by HKSCC.

A copy of each of the Rights Issue Documents, together with the document mentioned in the paragraph headed "Documents Delivered to the Registrars of Companies" in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong as required under section 342C of the Companies Ordinance.

For the purposes of the Companies Act 1981 of Bermuda (as amended from time to time), The Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of any of the documents referred to above.

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by not later than 4:00 p.m. on Monday, 19 November 2012.

Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "ESPRIT HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY".

# ESPRIT

## ESPRIT HOLDINGS LIMITED

思捷環球控股有限公司\*

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(STOCK CODE: 00330)  
(股份代號: 00330)

**RIGHTS ISSUE OF NOT LESS THAN 646,088,057 RIGHTS SHARES  
AND NOT MORE THAN 655,782,557 RIGHTS SHARES  
AT HK\$8.00 EACH ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE**

按於記錄日期每持有兩股現有股份可獲發一股供股股份之基準  
以每股8.00港元之價格供股發行不少於646,088,057股但不多於655,782,557股供股股份

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M.  
ON MONDAY, 19 NOVEMBER 2012**

股款須於接納時(不遲於二零一二年十一月十九日(星期一)下午四時正)全數繳足

### PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Branch share registrar in Hong Kong  
香港股份過戶登記分處  
Tricor Secretaries Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong  
卓佳秘書商務有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

Head office and principal place  
of business in Hong Kong:  
香港總辦事處及主要營業地點:  
43/F, Enterprise Square Three  
39 Wang Chiu Road  
Kowloon Bay  
Kowloon, Hong Kong  
香港九龍  
九龍灣  
宏照道39號  
企業廣場3期43樓

Registered office:  
註冊辦事處:  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

5 November 2012  
二零一二年十一月五日

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名及地址

Number of Shares registered in your name(s) on Friday, 2 November 2012:  
於二零一二年十一月二日(星期五)登記於閣下名下之股份數目:

BOX A  
甲欄

Number of Rights Share(s) provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 19 November 2012:  
可供閣下申請之供股股份暫定配額數目, 股款須於接納時(不遲於二零一二年十一月十九日(星期一)下午四時正)全數繳足:

BOX B  
乙欄

Total subscription money payable on acceptance in full (normal rounding to nearest HK\$0.01)  
於接納時應全數繳足之認購款項總額(四捨五入至最接近的0.01港元)

BOX C  
丙欄

Contact telephone no.:  
聯絡電話: \_\_\_\_\_

Dealings in the Nil Paid Rights will take place from Wednesday, 7 November 2012 to Wednesday, 14 November 2012 (both days inclusive). If the condition of the Rights Issue is not fulfilled on or before Thursday, 22 November 2012 (or such later time and/or date as the Company and the Joint Underwriters may determine in writing), the Rights Issue will not proceed.

Any persons contemplating buying or selling Shares from now up to the date on which the condition of the Rights Issue is fulfilled, and any dealings in the Nil Paid Rights from Wednesday, 7 November 2012 to Wednesday, 14 November 2012 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and may not proceed.

Any Shareholders or other persons contemplating dealing in the Shares and/or Nil Paid Rights are recommended to consult their own professional advisers.

All times and dates in this PAL refer to Hong Kong local times and dates.

It should be noted that the Underwriting Agreement contains provisions granting the Joint Underwriters the right to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus.

THIS FORM IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.

\* For identification purpose only  
\* 僅供識別

# ESPRIT

## ESPRIT HOLDINGS LIMITED

思捷環球控股有限公司\*

(於百慕達註冊成立之有限公司)

(股份代號: 00330)

敬啟者:

### 緒言

根據本暫定配額通知書(「暫定配額通知書」)隨附的章程所載條款,董事按二零一二年十一月二日(星期五)閣下名下登記並由閣下持有之每兩股現有股份可獲發一股供股股份為基準,已暫定向閣下配發供股股份。閣下於二零一二年十一月二日(星期五)所持股份數目載於甲欄,而暫定配發予閣下之供股股份數目則載於乙欄。除非文義另有所指,否則本表格所使用之詞彙與本公司於二零一二年十一月五日刊發之供股章程(「章程」)所界定者具相同涵義。

供股股份一經配發、發行及繳足股款後,將在各方面與現有已發行股份享有同等地位。繳足股款供股股份之持有人將有權收取截至二零一二年六月三十日止年度之末期股息(須待股東於本公司即將舉行之二零一二年股東週年大會上批准末期股息)及於供股股份以繳足股款形式配發及發行當日後或會宣派、作出或派付之一切未來股息以及分派。

章程及有關申請表格並無亦將不會根據香港及百慕達以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

本公司並無於香港以外任何地區或司法權區就准許提早發售供股股份或派發章程或任何有關申請表格採取任何行動。因此,於香港以外任何地區或司法權區接獲章程或任何有關申請表格副本之人士,不可將其視作申請認購供股股份之要約或邀請,惟於有關司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出該等要約或邀請除外。

在香港以外地區接獲章程或任何有關申請表格副本之任何人士(包括但不限於代理人、託管人、代名人和信託人)如欲承購章程項下供股股份,有責任自行全面遵守有關地區之法律,包括遵守該地區或司法權區可能規定之任何其他正式手續而取得政府或其他同意,以及在該等地區或司法權區支付就此所需之任何稅項、關稅及其他款項。任何人士作出之任何接納,將被視為構成該名人士就已遵守該等當地法律及規定向本公司作出之聲明及保證。如閣下對本身情況有任何疑問,應諮詢閣下之專業顧問。

### 申請及付款手續

閣下如欲接納全數暫定配額,須不遲於二零一二年十一月十九日(星期一)下午四時正(或在惡劣天氣情況下,下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期),將暫定配額通知書連同內欄所載接納時應付之全數股款送達股份登記處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付。支票須由香港持牌銀行賬戶繳付,而銀行本票則須由香港持牌銀行發出,註明抬頭人為「Esprit Holdings Limited – Rights Issue Account」,並須以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成接納本暫定配額通知書及章程之條款,並受本公司之組織章程大綱及公司細則所規限。於申請時收取之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於二零一二年十一月二十六日(星期一)或前後按背頁所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東,則為名列首位之合資格股東),郵誤風險概由彼等自行承擔。

謹請注意,除非本暫定配額通知書連同內欄所示之適當股款已如上文所述在不遲於二零一二年十一月十九日(星期一)下午四時正(或在惡劣天氣情況下,下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期)交回股份登記處卓佳秘書商務有限公司,否則將被視為放棄本暫定配額通知書及一切有關權利,而有關供股股份之暫定配發將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥,本公司可(全權酌情決定但並無責任)將其視為有效,並對遞交表格之人士及其代表具約束力。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

### 申請額外供股股份

合資格股東將有權透過額外申請之方式申請(i)不合資格股東如為合資格股東時應獲配發之任何未出售供股股份;及(ii)向合資格股東暫定配發但不獲有效接納之任何供股股份或未繳股款供股權之受業讓人或承讓人另外認購之任何供股股份;及(iii)任何未售出之已整合的零碎未繳股款供股權。

只有合資格股東方可申請額外供股股份,並只可在不遲於二零一二年十一月十九日(星期一)下午四時正,按照章程隨附額外供股股份之額外申請表格(「額外申請表格」)印備之指示填妥及簽署有關表格,連同就所申請之額外供股股份分別支付之全數股款一併交回股份登記處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付。支票須由香港之持牌銀行賬戶繳付,而銀行本票則須由香港持牌銀行發出,註明抬頭人為「Esprit Holdings Limited – Excess Application Account」,並須以「只准入抬頭人賬戶」劃線方式開出。股份登記處將知會合資格股東任何獲配發之額外供股股份。

### 轉讓

閣下如欲將全部暫定配發予閣下之供股股份認購權全數轉讓,須填妥及簽署轉讓及提名表格(表格乙),並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。承讓人須不遲於二零一二年十一月十九日(星期一)下午四時正(或在惡劣天氣情況下,下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期)將登記申請表格(表格丙)填妥及簽署,然後將整份暫定配額通知書連同內欄所示須於接納時繳足之全部股款交回股份登記處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。謹請注意,閣下轉讓有關供股股份之認購權予承讓人及承讓人於接納有關權利時,均須繳付香港印花稅。

### 分拆

閣下如僅欲接納部分暫定配額或轉讓本通知書所獲暫定配發可認購供股股份之部分權利,或將閣下之全部或部分權利轉讓予一位以上之人士,須不遲於二零一二年十一月九日(星期五)下午四時三十分將原有暫定配額通知書交出及交回股份登記處卓佳秘書商務有限公司以供註銷,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,股份登記處將會註銷原有暫定配額通知書,並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交出原有暫定配額通知書後第二個營業日上午九時正後在卓佳秘書商務有限公司領取。

### 惡劣天氣之影響

如出現八號或以上熱帶氣旋警告信號,或「黑色」暴雨警告信號,接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將不會生效:(i)於截止接納日期中午十二時正之前懸掛及於中午十二時正之後取消。在此情況下,接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將順延至同一營業日下午五時正;或(ii)於截止接納日期中午十二時正至下午四時正期間懸掛。在此情況下,接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將重訂為下一個在中午十二時正至下午四時正期間任何時間並無懸掛上述任何警告信號之營業日下午四時正。

如接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間並非在截止接納日期當日,則本節所提及之日期可能會受影響。預期時間表如有任何變動,本公司將在實際可行情況下盡快以公佈方式通知股東。

### 終止包銷協議

謹請注意,包銷協議載有授予聯席包銷商於發生若干事件之情況下終止或等於包銷協議項下責任之權利,有關事件載於章程中「終止包銷協議」一節。倘包銷協議被聯席包銷商根據其條款終止或未能成為無條件,供股將不會進行。

### 買賣股份及未繳股款供股權之風險警告

謹請注意,現有股份已自二零一二年十月二十九日(星期一)起以除權基準買賣。未繳股款供股權預期將由二零一二年十一月七日(星期三)至二零一二年十一月十四日(星期三)(包括首尾兩日)期間進行買賣。倘供股之條件未能於二零一二年十一月二十二日(星期四)或之前(或本公司與聯席包銷商可能書面協定之較後時間及/或日期)獲達成,則供股不會進行。

直至供股條件獲全面達成當日買賣股份之任何人士,以及任何由二零一二年十一月七日(星期三)起至二零一二年十一月十四日(星期三)(分別為未繳股款供股權買賣之首日及最後日期)止期間買賣未繳股款供股權之人士,均因此須承擔供股或未能成為無條件及不一定進行之風險。

有意轉讓、出售或購買股份及/或未繳股款供股權之任何股東或其他人士於買賣股份及/或未繳股款供股權時務請審慎行事,如彼等對其情況有任何疑問,應諮詢其專業顧問。

### 支票及銀行本票

所有支票或銀行本票將於收訖後立即過戶,而有關股款所賺取之所有利息將撥歸本公司所有。填妥並交回本暫定配額通知書及繳付申請供股股份股款之支票或銀行本票將構成申請人保證有關支票或銀行本票將於首次提交時兌現。在不影響本公司就此的其他權利下,本公司保留權利拒絕受理任何涉及支票或銀行本票在首次提交時未能兌現之暫定配額通知書,而在此情況下,閣下之暫定配額及其項下所有權利及享有權將被視為放棄及予以取消。

### 供股股份之股票及退款支票

待供股條件達成後,預期繳足股款之供股股份股票將於二零一二年十一月二十六日(星期一)或前後以平郵方式寄予該等已就供股股份繳付股款及接納供股股份之人士,郵誤風險概由彼等自行承擔。本公司將就配發及發行予申請人之所有供股股份發出一張股票。

全部或部分不獲接納之額外供股股份申請之相關退款支票(如有),預期將於二零一二年十一月二十六日(星期一)或前後,以普通郵遞方式寄予申請人,郵誤風險概由申請人自行承擔。

### 一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書,即為交回上述文件之人士有權處理暫定配額通知書,並有權收取暫定配額分拆函件及/或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票或銀行本票)將以平郵方式寄發予收件人之登記地址,郵誤風險概由彼等自行承擔。

章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄,並按其詮釋。

載有供股詳情之章程可於二零一二年十一月十九日(星期一)或之前一般辦公時間內於股份登記處卓佳秘書商務有限公司可供查閱,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

本暫定配額通知書之所有時間及日期均指香港當地時間及日期。

列位合資格股東 台照

此致

代表董事會  
思捷環球控股有限公司  
柯清輝  
主席  
謹啟

二零一二年十一月五日

\* 僅供識別

IN THE EVENT OF A TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.  
在轉讓認購供股股份之權利時，每宗出售及購買均須繳納香港從價印花稅。餽贈或以出售方式以外轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件登記之前，須出示已繳納香港從價印花稅之證明。

## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

Form B

表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to the Rights Shares comprised herein)  
(僅供擬將其/彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors  
**Esprit Holdings Limited**  
致：思捷環球控股有限公司  
列位董事

Dear Sirs and Madams,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接納此權利並簽署以下登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期: \_\_\_\_\_

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.  
附註：轉讓 閣下可認購供股股份之權利須繳納香港印花稅。

## REGISTRATION APPLICATION FORM

### 登記申請表格

Form C

表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors  
**Esprit Holdings Limited**  
致：思捷環球控股有限公司  
列位董事

Dear Sirs and Madams,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the Bye-laws of the Company.

敬啟者：  
本人/吾等謹請 閣下將表格甲內乙欄所列供股股份數目以本人/吾等名義登記，本人/吾等同意按照本暫定配額通知書及章程所載之條款，並在 貴公司之組織章程大綱及公司細則限制下接納該等供股股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請於欄內填上「X」號

To be completed in block letters in **ENGLISH**. Joint applicants should provide one address only.  
請用英文大楷填寫。聯名申請人只須填報一個地址。

For Chinese applicant(s), please provide your name(s) in both English and Chinese.  
華裔申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏/公司名稱	Other names 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicants (if required) 續姓名及/或聯名申請人姓名 (如有需要)			
Address in English (joint applicants should provide one address only) 英文地址(聯名申請人只須填報一個地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼
	Account type 賬戶類別		For office use only 公司專用

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期: \_\_\_\_\_

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.  
附註：閣下接納可認購供股股份之權利須繳納香港印花稅。