

**IMPORTANT**

**重要提示**

Reference is made to the prospectus (the “**Prospectus**”) issued by Esprit Holdings Limited (the “**Company**”) dated 26 March 2021 in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

茲提述思捷環球控股有限公司(「**本公司**」)日期為二零二一年三月二十六日有關供股之供股章程(「**供股章程**」)。除文義另有所指，供股章程所界定詞彙與本表格所用者具相同涵義。

**THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON WEDNESDAY, 14 APRIL 2021 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AS MENTIONED IN THE SECTION HEADED “EXPECTED TIMETABLE” IN THE PROSPECTUS).**

此乃有價值及可轉讓之暫定配額通知書，敬請即時處理。本暫定配額通知書所載之要約連同額外申請表格於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，供股章程內「預期時間表」一節所述之有關較後日期)下午四時正截止。

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCK BROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問，或倘閣下已出售閣下之全部或部分本公司股份，應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the other Prospectus Documents, and (where applicable) the documents specified in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

本暫定配額通知書副本連同其他章程文件副本及(如適用)於供股章程內附錄三「送交香港公司註冊處處長之文件」一段所述之文件，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定經香港公司註冊處處長註冊。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何章程文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC 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.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對就本暫定配額通知書全部或任何部份內容所產生或倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款之供股股份獲准在聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，由未繳股款及繳足股款之供股股份各自在聯交所開始買賣日期或香港結算決定之該等其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行交易之交收須於其後第二個交易日在中央結算系統內進行。所有在中央結算系統之活動均須受不時生效之中央結算系統一般規則及中央結算系統運作程序規則所規限。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stock broker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份及未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益，諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

**TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS ORIGINAL PAL INTACT WITH THE REGISTRAR, TRICOR SECRETARIES LIMITED AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 14 APRIL 2021 (OR, UNDER THE BAD WEATHER CONDITIONS, SUCH LATER DATE AS MENTIONED IN THE SUBSECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF, AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES” IN THE SECTION HEADED “EXPECTED TIMETABLE” IN THE PROSPECTUS). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS. 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 “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 26**” AND CROSSED “**ACCOUNT PAYEE ONLY**”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

閣下如欲接納本暫定配額通知書所指定之全部供股股份暫定配額，須將本暫定配額通知書整份正本連同以港元繳付之下文丙欄所示之全數股款(以支票或銀行本票形式)，不遲於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，則於供股章程內「預期時間表」一節中「惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響」分節所提及之相關較後日期)下午四時正送交股份登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款必須以港元支付。支票或銀行本票須由香港之持牌銀行發出，註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 26**」，並劃線註明「**只准入抬頭人賬戶**」。有關轉讓及分拆之指示載於附頁。本公司將不會就該等股款發出收據。



**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 ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES  
HELD ON THE RECORD DATE  
AT THE SUBSCRIPTION PRICE OF HK\$0.75 PER RIGHTS SHARE**

按於記錄日期  
每持有兩(2)股股份獲發一(1)股供股股份的基準  
以每股供股股份0.75港元之認購價  
進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON WEDNESDAY, 14 APRIL 2021**

股款須不遲於二零二一年四月十四日(星期三)下午四時正接納時繳足

**PROVISIONAL ALLOTMENT LETTER**

暫定配額通知書

*Hong Kong branch share registrar and  
transfer office:*

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

香港股份過戶登記分處：

卓佳秘書商務有限公司  
香港  
皇后大道東 183 號  
合和中心 54 樓

*Registered office:*

註冊辦事處：  
Clarendon House,  
Church Street,  
Hamilton, HM11,  
Bermuda

*Principal place of business*

*in Hong Kong:*  
27th Floor  
China United Centre  
28 Marble Road  
North Point  
Hong Kong

香港主要營業地點：

香港  
北角  
馬寶道28號  
華滙中心27樓

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

Number of Shares registered in your name(s)  
on Thursday, 25 March 2021

於二零二一年三月二十五日(星期四)以閣下  
名義登記之股份數目

BOX A  
甲欄

Number of Rights Shares allotted to you subject  
to payment in full on acceptance by no later  
than 4:00 p.m. on Wednesday, 14 April 2021

閣下獲配發之供股股份數目。股款須不遲於二  
零二一年四月十四日(星期三)下午四時正接納  
時繳足

BOX B  
乙欄

Total subscription monies payable on  
acceptance in full

於接納時應全數繳足之認購股款總額

BOX C  
丙欄

HK\$港元

Contact Telephone no:  
聯絡電話號碼: \_\_\_\_\_

PAL No.  
暫定配額通知書編號

Name of bank on which cheque/  
cashier's order is drawn:  
支票/銀行本票的付款銀行名稱: \_\_\_\_\_

Cheque/cashier's order number:  
支票/銀行本票號碼: \_\_\_\_\_

Dealings in the Rights Shares in the nil-paid forms will take place from Tuesday, 30 March 2021 to Friday, 9 April 2021 (both days inclusive) on the Stock Exchange.

未繳股款之供股股份將於二零二一年三月三十日(星期二)至二零二一年四月九日(星期五)(包括首尾兩日在內)期間於聯交所進行買賣。

Each person accepting the provisional allotment specified in this PAL shall pay attention:

接納本暫定配額通知書所載之暫定配額的每位人士均須注意：

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed "TERMINATION OF THE UNDERWRITING AGREEMENT" in the Prospectus.

包銷商有權在包銷協議內所載若干情況下於最後終止時間前，隨時向本公司發出書面通知以終止包銷協議。包銷商有權終止包銷協議的情況詳情載於供股章程內「終止包銷協議」一節。

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. Any dealings in accordance with its terms in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Thursday, 15 April 2021), or in the Nil Paid Rights on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Please refer to the section headed "Conditions of the Rights Issue and the Undertaking Agreement" of the Prospectus for further details.

供股須待包銷協議成為無條件且並未被終止時，方可作實。倘供股並未成為無條件，供股將不會進行。截至供股的所有條件達成當日(目前預期為二零二一年四月十五日(星期四)下午四時正)止的任何股份買賣，或於未繳股款供股股份進行買賣的期間在聯交所買賣未繳股款供股權，將須承受供股可能不會成為無條件或不會進行之風險。有關進一步詳情請參閱供股章程內「供股及包銷協議的條件」一節。

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or Nil Paid Rights during these periods.

投資者如對彼等的狀況有任何疑問，應諮詢彼等的顧問有關於該等期間買賣股份或未繳股款供股權的專業意見。

**NO RECEIPT WILL BE GIVEN.**

本公司將不另發收據。

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IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓供股股份之認購權時，每一宗買賣均須繳付香港從價印花稅。饋贈或轉讓(並非以出售方式)實益擁有之權益亦須繳付香港從價印花稅。於登記任何轉讓本文件所指供股股份之權利之前，須出示已繳付香港從價印花稅之證明。

Form B  
表格乙

**FORM OF TRANSFER AND NOMINATION**  
**轉讓及提名表格**

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer his/her/its right(s) to subscribe for the Rights Share(s) comprised herein)

(僅供擬轉讓其／彼等於本暫定配額通知書所列供股股份認購權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,

I/We, as the Qualifying Shareholder(s) hereby transfer all my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the enclosed registration application form (Form C). I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等作為合資格股東，茲將本暫定配額通知書所列本人／吾等之供股股份認購權悉數轉讓予接受此權利並簽署隨附登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

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

**Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholders must sign)**  
**合資格股東簽署(所有聯名合資格股東均須簽署)**

Date 日期：\_\_\_\_\_

NOTE: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.  
附註：有關轉讓閣下之供股股份認購權須繳付香港印花稅。

**REGISTRATION APPLICATION FORM**  
**登記申請表格**

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)  
(僅供承讓供股股份認購權之人士填寫及簽署)

To: The Directors

**ESPRIT HOLDINGS LIMITED**

致：思捷環球控股有限公司  
列位董事

Dear Sirs,

I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same upon and subject to the terms set out in this PAL and the accompanying Prospectus and/or Prospectus Documents and subject to the Bye-laws of the Company. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列之供股股份數目登記於本人／吾等名下，本人／吾等同意依照本暫定配額通知書及隨附之供股章程及／或章程文件內所載條款並在貴公司之細則之限制下接納此等股份。本人／吾等已細閱附頁所載各項條件及申請手續，並同意受其約束。

			Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號 <input type="checkbox"/>	
To be completed in block letters in ENGLISH. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。				
Name in English 英文姓名	Family Name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名	
Full Name(s) of Joint Applicants 聯名申請人全名				
Address in English (joint applicants should give one address only) 英文地址 (聯名申請人只需填寫一個地址)				
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. 銀行賬戶號碼

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 transfer of your rights to subscribe for Rights Shares.  
附註：有關轉讓閣下之供股股份認購權須繳付香港印花稅。





## ESPRIT HOLDINGS LIMITED

思捷環球控股有限公司

(Incorporated in Bermuda with limited liability)

STOCK CODE: 00330

26 March 2021

Dear Qualifying Shareholder(s),

Reference is made to the prospectus of Esprit Holdings Limited dated 26 March 2021 (the “**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you Rights Shares on the basis of one (1) Rights Share for every two (2) Shares registered in your name on the register of members of the Company as at the Record Date (that is, Thursday, 25 March 2021) at a subscription price of HK\$0.75 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Documents issued in connection with the Rights Issue have not been registered or filed under or conformed to any applicable securities legislation of any jurisdictions other than (i) Hong Kong and (ii) the PRC in accordance with the relevant requirements of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. No action has been taken in any territory or jurisdiction outside Hong Kong, to permit the offering of the Rights Shares or the distribution of any documents in connection with the Rights Issue, except for the distribution to the PRC Southbound Trading Investors. No person receiving the Prospectus or any of the PAL or EAF in any territory or jurisdiction outside Hong Kong may treat this as an offer or an invitation to apply for Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of anyone outside Hong Kong wishing to make an application for Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant territories and jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholder and/or resident in such territory or jurisdiction, thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the Nil Paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the Nil Paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction.

The Company reserves the right to refuse to accept any application for Rights Shares if it believes, or has reason to believe, that such acceptance would violate the applicable securities or other laws or regulations of any territory. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

The Rights Shares, when duly paid, allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

### PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment in full, you must lodge the whole of the original PAL intact with the Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. on Wednesday, 14 April 2021 (or, under bad weather conditions, such later date as mentioned in the subsection headed “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS/RIGHTS SHARES” in the section headed “EXPECTED TIMETABLE” in the Prospectus). All remittances must be made in Hong Kong dollars. 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 “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 26**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment on the terms of the PAL and the Prospectus and subject to the Bye-laws of the Company. No receipt will be given for such remittances.

It should be noted that unless the PAL duly completed, together with the appropriate remittance for the amount shown in Box C in Form A, has been physically received as described above by no later than 4:00 p.m. on Wednesday, 14 April 2021 (or, under bad weather conditions, such later date as mentioned subsection headed “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS/RIGHTS SHARES” in the section headed “EXPECTED TIMETABLE” in the prospectus) whether from the original allottee or any person in whose favour the rights have been validly transferred, the provisional allotment and all rights under the PAL will be deemed to have been declined and will be cancelled.

Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories and jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, will give or is subject to the above representation and warranty.

### EXCESS RIGHTS SHARES

If you, being a Qualifying Shareholder (but not a PRC Southbound Trading Investor), wish to apply for any Rights Shares in addition to your provisional allotment under the PAL, you must complete and sign the accompanying EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares being applied for at the Registrar by no later than 4:00 p.m. on Wednesday, 14 April 2021 (or, under bad weather conditions, such later date as mentioned in the subsection headed “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS/RIGHTS SHARES” in the section headed “EXPECTED TIMETABLE” in the prospectus). All remittances must be made in Hong Kong dollars. 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 “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 27**” and crossed “**Account Payee Only**”. The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and reasonable basis and as far as practicable according to the principal that any excess Rights Shares will be allocated to the Qualifying Shareholders (other than the PRC Southbound Trading Investors) who apply for them on a pro rata basis by reference to the number of excess Rights Shares applied for but no preference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate to each Qualifying Shareholder (other than a PRC Southbound Trading Investor) who applies for excess Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots. Please refer to the paragraphs headed “Application for Excess Rights Shares” in the section headed “LETTER FROM THE BOARD” in the Prospectus for further details. Qualifying Shareholders (other than the PRC southbound Trading Investors) are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

## TRANSFER

If you wish to transfer all of your rights to subscribe for Rights Shares provisionally allotted to you under the PAL, you must complete and sign the Form of Transfer and Nomination (Form B) and hand the PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the Registration Application Form (Form C) and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar so as to be received by no later than 4:00 p.m. on Wednesday, 14 April 2021 (or, under bad weather conditions, such later date as mentioned in the subsection headed "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS/RIGHTS SHARES" in the section headed "EXPECTED TIMETABLE" in the prospectus). All remittances must be made in Hong Kong dollars. 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 "**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 26**" and crossed "**Account Payee Only**". It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares.

## SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your right to subscribe for the Rights Shares provisionally allotted under the PAL or to transfer part of your rights to more than one person, the original PAL must be surrendered by no later than 4:30 p.m. on Thursday, 1 April 2021 to the Registrar who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed "TERMINATION OF THE UNDERWRITING AGREEMENT" in the Prospectus. If the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the Rights Issue will not proceed.

## CHEQUES AND CASHIER'S ORDERS

All cheques or cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of a PAL together with a cheque or cashier's order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

## SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND

It is expected that share certificates for the Rights Shares and/or excess Rights Shares in their fully-paid form will be despatched by ordinary post to those entitled at their own risk on Wednesday, 21 April 2021. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares and/or excess Rights Shares issued to you.

If the conditions of the Rights Issue (as set out in the paragraphs headed "Conditions of the Rights Issue and the Underwriting Agreement" in the section headed "LETTER FROM THE BOARD" in the Prospectus) are not fulfilled, the remittance received in respect of acceptances of the Rights Shares will be refunded to the Qualifying Shareholders (or such other persons to whom the Nil Paid Rights have been validly transferred) without interest, by means of cheques to be despatched by ordinary post to their registered addresses, and in the case of joint applicants to the registered address of the first-mentioned person who appears on the registers of members or the transfer form, at their own risk on or around Wednesday, 21 April 2021.

## FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

Fractional Rights Shares to which an individual Shareholder is entitled to will not be issued by the Company to such Shareholder. Any such fractional entitlements to the Rights Shares will be aggregated and sold and the proceeds therefrom will be retained for the benefit of the Company.

## EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF, AND PAYMENT FOR, THE RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES

The Latest Time for Acceptance of, and payment for, the Rights Shares and for application of, and payment for, excess Rights Shares will not take place if there is: (i) a tropical cyclone warning signal number 8 or above; or (ii) "extreme" conditions caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or (iii) a "black" rainstorm warning (a) is in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. In such event, the Latest Time for Acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (b) is in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. In such event, the Latest Time for Acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

## GENERAL

Lodgment of the PAL with, where relevant, the Form of Transfer and Nomination (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

The PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong laws.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong during normal business hours.

## PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying the PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 27th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,  
For and on behalf of  
**ESPRIT HOLDINGS LIMITED**  
**CHIU Christin Su Yi**  
*Acting Executive Chairman*



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：

茲提述思捷環球控股有限公司就供股於二零二一年三月二十六日刊發的供股章程(「供股章程」)。除文義另有指明外，供股章程所界定之詞彙與本函件所採用者具有相同涵義。根據供股章程所載條款，董事已按在記錄日期(即二零二一年三月二十五日(星期四))在本公司股東名冊登記於閣下名下每兩(2)股股份可獲發一(1)股供股股份之基準，按每股供股股份0.75港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份數目列於表格甲的甲欄，而閣下獲暫定配發之供股股份數目列於表格甲的乙欄。

就供股而刊發之文件並無根據或遵從(i)香港及(ii)中國(根據滬港通或深港通的相關要求)以外任何司法權區之任何適用證券法例登記或存案。在香港以外任何地區或司法權區亦無採取任何行動以批准提呈發售供股股份或派發有關供股之任何文件，惟向中國港股通投資者派發除外。於香港以外任何地區或司法權區接獲供股章程、任何暫定配額通知書或額外申請表格之任何人士，概不得將之視為申請供股股份之要約或邀請，除非於有關司法權區可在毋須遵照任何登記或其他法例或監管規定之情況下合法提出該項要約或邀請。位於香港以外之任何人士如欲為其本身申請供股股份，則有責任確保已就此遵守所有有關地區及司法權區之法例及規例，包括取得任何政府或其他同意，及就此繳納任何稅項及徵稅。本公司將不會負責核實該海外股東及／或居民於有關地區或司法權區之法律資格，因此，倘本公司因任何有關海外股東及／或居民未有遵從有關地區或司法權區之相關法例而蒙受任何損失或損害，該海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款之供股股份或繳足股款之供股股份不符合有關地區或司法權區之相關法例，則本公司並無義務向其發行未繳股款之供股股份或繳足股款之供股股份。

倘本公司相信或有理由相信接納任何供股股份申請將違反任何地區適用之證券或其他法例或規例，則會保留拒絕接納該申請之權利。任何不合資格股東提出之供股股份申請一概不獲受理。

供股股份一經繳足股款而配發及發行，將與配發及發行供股股份當日之已發行股份在各方面享有同等權利，包括收取可能於供股股份之配發及發行日期或之後所宣派、作出或派付之一切股息及分派之權利。

#### 接納手續

閣下如欲全數接納暫定配額，須不遲於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，於供股章程內「預期時間表」一節中「惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響」分節所提及的相關較後日期)下午四時正前將暫定配額通知書整份正本連同表格甲的丙欄所示須於接納時繳付之全部股款，送交股份登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。全部款項須以港元支付。支票或銀行本票須由香港之持牌銀行發出，註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 26**」，並劃線註明「只准入抬頭人賬戶」。閣下繳付股款後即表示按照暫定配額通知書與供股章程之條款，並在本公司之細則之規限下接納暫定配額。本公司將不就股款另發收據。

務請注意，除非已填妥的暫定配額通知書連同表格甲的丙欄所示之應繳款項不遲於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，於供股章程內「預期時間表」一節中「惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響」分節所提及的相關較後日期)下午四時正前由原獲配發人或任何有效承讓權利之人士按上文所述交回，否則暫定配額及暫定配額通知書項下一切權利將視為予以放棄並將予以註銷。

任何人士如接納供股股份的要約，即被視為構成對本公司作出之保證及陳述，表明已經或將會就暫定配額通知書及接納任何暫定配額通知書全面遵守香港以外之所有相關地區及司法權區之一切登記、法定及監管規定。為釋疑起見，香港結算及香港中央結算(代理人)有限公司概不會作出上述任何聲明及保證，亦不受上述任何聲明及保證所規限。

#### 額外供股股份

閣下(為合資格股東，而並非中國港股通投資者)如擬申請認購暫定配額通知書項下閣下所獲暫定配額以外之任何供股股份，必須按隨附之額外申請表格上之指示填妥及簽署表格，連同就所申請額外供股股份須於申請時繳足之另一筆款項，不遲於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，於供股章程內「預期時間表」一節中「惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響」分節所提及的相關較後日期)下午四時正前一併交回股份登記處。所有款項必須以港元支付。支票或銀行本票須由香港之持牌銀行發出，註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 27**」，並劃線註明「只准入抬頭人賬戶」。董事將按公平合理的基準酌情分配額外供股股份(如有)，並在切實可行情況下遵照以下原則：任何額外供股股份將參考所申請的額外供股股份數目按比例分配予已申請認購額外供股股份的合資格股東(中國港股通投資者除外)，惟以暫定配額通知書提出申請的供股股份或合資格股東所持有的現有股份數目不會獲得優先處理。倘暫定配額通知書內不獲合資格股東認購的供股股份總數超過透過額外申請表格申請的額外供股股份總數，則董事將向每名申請認購額外供股股份的合資格股東(中國港股通投資者除外)分配所申請的全部股份數目。概不會優先處理碎股湊足完整買賣單位的事項。進一步詳情請參閱供股章程內「董事會函件」一節「申請額外供股股份」一段。概不保證合資格股東(中國港股通投資者除外)將獲配發全部或任何所申請之額外供股股份。



## 轉讓

閣下如欲將暫定配額通知書項下獲暫定配發之供股股份認購權全部轉讓他人，須填妥及簽署轉讓及提名表格(表格乙)，並將暫定配額通知書交予 閣下欲轉讓權利之人士或經手轉讓權利之人士。承讓人則須填妥及簽署登記申請表格(表格丙)，並將暫定配額通知書連同表格甲的丙欄所示須於接納時繳足之全部款項，不遲於二零二一年四月十四日(星期三)(或於惡劣天氣情況下，於供股章程內「預期時間表」一節中「惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響」分節所提及的相關較後日期)下午四時正前交回股份登記處。全部款項須以港元支付。支票或銀行本票須由香港之持牌銀行發出，註明抬頭人為「TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 26」，並劃線註明「只准入抬頭人賬戶」。務請注意，閣下於轉讓可認購有關供股股份之權利時須繳納香港印花稅。

## 拆細

閣下如僅接納部分暫定配額或將 閣下根據暫定配額通知書獲暫定配發認購供股股份之部分權利轉讓，或向超過一名人士轉讓 閣下所持之部分權利，則原有暫定配額通知書須不遲於二零二一年四月一日(星期四)下午四時三十分前交回股份登記處，而股份登記處將註銷原有暫定配額通知書及按所要求之股份數目發出新暫定配額通知書，新暫定配額通知書可於交回原有暫定配額通知書後第二個營業日上午九時正後於股份登記處領取。

## 終止包銷協議

供股須待包銷協議成為無條件及未被終止之情況下，方可作實。倘供股未能成為無條件，則不會進行供股。包銷商有權根據包銷協議在包銷協議所載之若干情況下，於最後終止時間之前隨時透過向本公司發出書面通知終止包銷協議。包銷商有權終止包銷協議之情形之詳情載於供股章程內「終止包銷協議」一節。倘若包銷協議並未成為無條件或根據其項下之條款被終止，則不會進行供股。

## 支票及銀行本票

所有支票或銀行本票均將於收訖後即時過戶，而該等款項所賺取之全部利息將撥歸本公司所有。填妥及交回暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。在不會對其有關其他權利造成損害之情況下，本公司保留在有關支票或銀行本票於首次兌現時未獲兌現時拒絕任何暫定配額通知書之權利，而在此情況下，該暫定配額及其下所有權利及配額將被視為已被拒絕並將予註銷。

## 供股股份之股票及退款

預期繳足股款供股股份及／或額外供股股份之股票將於二零二一年四月二十一日(星期三)以平郵方式寄發予有權收取之人士，郵誤風險概由彼等自行承擔。閣下(香港中央結算(代理人)有限公司除外)將就所獲發行之全部供股股份及／或額外供股股份獲發一張股票。

倘供股的條件(載於供股章程內「董事會函件」一節「供股及包銷協議之條件」一段)未獲達成，則就接納供股股份所收取的股款將於二零二一年四月二十一日(星期三)或前後不計利息以支票方式退還予合資格股東(或獲有效轉讓未繳股款供股權的相關其他人士)或，如屬聯名申請人，則名列股東名冊或轉讓表格首位之人士，支票將以平郵方式寄往彼等的登記地址，郵誤風險概由彼等承擔。

## 供股股份的零碎配額

本公司將不會向個別股東發行該股東有權享有的零碎供股股份。供股股份之任何該等零碎配額將予以合併及出售，而相關所得款項將撥歸本公司所有。

## 惡劣天氣及／或極端情況對接納供股股份與繳付股款及申請額外供股股份之截止時間之影響

如出現以下情況，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)八號或以上熱帶氣旋警告信號；或(ii)如香港特別行政區政府所公佈超強颱風導致之「極端」情況；或(iii)「黑色」暴雨警告信號(a)於截止接納日期在香港之本地時間中午十二時正之前生效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(b)於截止接納日期在香港之本地時間中午十二時正至下午四時正期間生效。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營業日下午四時正，而該營業日上午九時正至下午四時正期間任何時間並無任何警告信號生效。

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。

## 一般資料

一併交回暫定配額通知書及(如適用者)轉讓及提名表格(表格乙)(已由獲發本暫定配額通知書之人士簽署)後，即確實證明交回上述文件之人士有權處理本暫定配額通知書，並有權收取拆細後之配額函件及／或股份之股票。

暫定配額通知書及任何接納當中所載要約之事宜須受香港法例管轄並按其詮釋。

載述供股詳情之供股章程之副本可於一般辦公時間內在股份登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)索取。

## 收集個人資料－暫定配額通知書

填妥、簽署及交回暫定配額通知書隨附表格，即表示 閣下同意向本公司、股份登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關 閣下或 閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或股份登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料(私隱)條例》，本公司及股份登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之香港主要營業地點(地址為香港北角馬寶道28號華匯中心27樓)或根據適用法例不時通知之地址，交予本公司秘書；或(視情況而定)寄往股份登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)，交予私隱條例事務主任。

此致

列位合資格股東 台照

代表  
思捷環球控股有限公司  
代理執行主席  
邱素怡  
謹啟

二零二一年三月二十六日