

# EPI (Holdings) Limited 長盈集團(控股)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 689)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF EPI (HOLDINGS) LIMITED TO BE HELD ON 22 JUNE 2016

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of EPI (Holdings) Limited (the “Company”) hereby appoint<sup>(3)</sup> \_\_\_\_\_ or failing him,

the Chairman of the Meeting as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the “Meeting”) to be held at the Zenith & Applause Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 June 2016 at 10:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and approve the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2015.		
2.	To re-elect Mr. Ho King Fung, Eric as non-executive director of the Company.		
3.	To re-elect Mr. Tse Kwok Fai, Sammy as executive director of the Company.		
4.	To re-elect Mr. Chan Chi Hung, Anthony as executive director of the Company.		
5.	To re-elect Mr. Zou Feng as executive director of the Company.		
6.	To re-elect Mr. Phen Chun Shing Vincent as non-executive director of the Company.		
7.	To re-elect Mr. Qian Zhi Hui as independent non-executive director of the Company.		
8.	To re-elect Mr. Teoh Chun Ming as independent non-executive director of the Company.		
9.	To re-elect Mr. Zhu Tiansheng as independent non-executive director of the Company.		
10.	To authorise the board (the “Board”) of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2016 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.		
11.	To consider and re-appoint Deloitte Touche Tohmatsu as the Company’s auditor and authorise the board of directors of the Company to fix their remuneration.		
12.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the Company’s shares and to make or grant offers, agreements and options.		
13.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares.		
14.	To extend the mandate granted to the directors of the Company under the resolution no. 12 by adding the number of the shares repurchased by the Company.		
15.	(a) To approve and adopt the New Share Option Scheme; and (b) To terminate the share option scheme of the Company which was adopted by the Company on 6 November 2006. <sup>#</sup>		
SPECIAL RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
16.	To approve and adopt the new bye-laws of the Company in place of the existing bye-laws of the Company. <sup>#</sup>		

<sup>#</sup> The full text of the resolution is set out in the notice of the Meeting dated 19 May 2016.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature<sup>(5)</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of shares in the Company to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “or failing him, the Chairman of the Meeting” and insert the full name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDER “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDER “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you under hand or your attorney duly authorised in writing, or in the case of a corporation, either under seal or under the hand of your officer, attorney or other person duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of such joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
- Any alteration made in this form of proxy must be initialed by the person who signs it.

\* for identification purpose only