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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of EPI (Holdings) Limited (the “**Company**”) will be held at the Zenith & Applause Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 13 May 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:

- (a) every ten (10) issued shares of HK\$0.10 each in the existing share capital of the Company be consolidated (“**Share Consolidation**”) into one (1) share of HK\$1.0 each (“**Consolidated Shares**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share consolidation;
- (c) the par value of each of the then issued Consolidated Shares be and is hereby reduced from HK\$1.00 each to HK\$0.01 each (“**Adjusted Shares**”) by cancelling the capital paid up thereon to the extent of HK\$0.99 on each of the then issued Consolidated Shares, such that the par value of each issued Consolidated Share be reduced from HK\$1.00 to HK\$0.01 (together with sub-paragraph (b) above are hereinafter referred to as “**Capital Reduction**”);
- (d) each of the then authorised but unissued Shares of HK\$0.1 each be and is hereby subdivided into ten (10) new shares of HK\$0.01 each (“**Share Subdivision**”);

* for identification purpose only

- (e) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be cancelled (the “**Share Premium Reduction**”);
- (f) the credits arising from the Capital Reduction and the Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the directors of the Company (“**Directors**”) be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (g) the Directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to the Share Consolidation, the Capital Reduction, the Share Subdivision, the Share Premium Reduction and application of credit arising from the Capital Reduction and Share Premium Reduction (together, the “**Capital Reorganisation**”).”

ORDINARY RESOLUTION

“**THAT** the existing scheme mandate limit in respect of the granting of share options under the share option scheme of the Company adopted on 6 November 2006 be refreshed provided that the total number of ordinary shares in the capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other option scheme of the Company shall not exceed 5.10% of the ordinary shares of the Company in issue on the date of passing of this resolution (subject to adjustments on share consolidation or subdivision).”

Yours faithfully
On behalf of the Board
EPI (Holdings) Limited
Tse Kwok Fai, Sammy
Executive Director & CEO

Hong Kong, 20 April 2015

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Clarendon House
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Notes:

- (1) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect hereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so wish.

As at the date of this notice, the Board comprises:

Non-executive Chairman:

Mr. Ho King Fung, Eric

Executive Directors:

Mr. Tse Kwok Fai, Sammy (*Chief Executive Officer*)

Mr. Chan Chi Hung, Anthony

Independent non-executive Directors:

Mr. Qian Zhi Hui

Mr. Teoh Chun Ming

Mr. Zhu Tiansheng