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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of EPI (Holdings) Limited (the “Company”) will be held at Room 3203, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 24 August 2009 at 10:30 a.m., Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

(1) **“THAT,**

- (a) the placing agreement dated 10 July 2009 and the supplemental placing agreement dated 28 July 2009 (collectively, the “Placing Agreement”) (copies of which, signed by the Chairman of the meeting for the purposes of identification, have been produced to the meeting marked “A”) entered into between Advanced Grade Investments Limited (the “Vendor”), a wholly owned subsidiary of the Company, and Emperor Securities Limited (the “Placing Agent”), the terms and conditions thereof and the transactions contemplated thereunder, including the disposal by the Vendor of 200,000,000 shares of HK\$0.10 each in the share capital of Vision Tech International Holdings Limited (the “Placing Shares”) pursuant to the Placing Agreement at HK\$0.42 per Placing Share and the execution of the Placing Agreement be and are hereby approved, ratified and confirmed; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things as it consider necessary or expedient or desirable in connection with or to give effect to the Placing Agreement and to implement the transactions contemplated thereunder.”

By Order of the Board  
**EPI (Holdings) Limited**  
**Wong Chi Wing, Joseph**  
*Chairman*

Hong Kong, 7 August 2009

\* *For identification purpose only*

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*  
Room 6303, 63/F,  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*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 thereof.
- (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 registrars in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 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 of directors of the Company comprises of three executive Directors, namely, Mr. Wong Chi Wing, Joseph, Mr. Cheng Hairong and Mr. Chu Kwok Chi, Robert, one non-executive Director, namely Mr. Leung Hon Chuen and three independent non-executive Directors, namely Mr. Qian Zhi Hui, Mr. Xu Mingshe and Mr. Poon Kwok Shin, Edmond.*