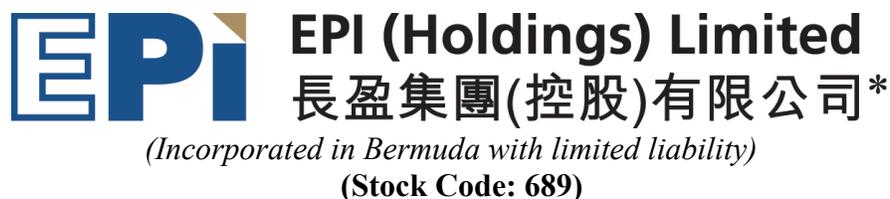


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



**VOLUNTARY ANNOUNCEMENT
SECOND SUPPLEMENTAL AGREEMENT TO
THE MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE POSSIBLE ACQUISITION**

This announcement is made by EPI (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis. References are made to (i) the announcement of the Company dated 27 July 2021 in relation to the entering into of the MOU regarding the possible acquisition of the entire issued share capital of the Target Company which is principally engaged in upstream operations in the exploration, development and production of crude oil and gas in Canada; and (ii) the announcement of the Company dated 27 October 2021 in relation to the entering into of the Supplemental Agreement, pursuant to which the Group has the right to continue the legal, financial, commercial and technical due diligence investigations that it may consider necessary or desirable with respect to the Target Company until 31 January 2022 (the “**Announcements**”). Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcements.

THE SECOND SUPPLEMENTAL AGREEMENT

Possible acquisition of the Target Assets

Upon further negotiation, the parties to the MOU (as amended by the Supplemental Agreement) agreed that it is more desirable and commercially beneficial for the parties to change the structure of the transaction that the Company as the buyer would acquire from the Target Company (the “**Seller**”) an operating oil field which comprises the petroleum and natural gas rights, the facilities and pipelines, and all other properties and assets located in Alberta, Canada (the “**Target Assets**”).

On 13 December 2021 (Hong Kong time) (after the trading hours), the Company, the Seller and the Shareholders’ Representative entered into a second supplemental agreement (the “**Second Supplemental Agreement**”), pursuant to which the Group intends to acquire and the Seller intends to dispose of the Target Assets, and accordingly further extend the Due Diligence Period and grant the Company exclusivity in respect of the acquisition of the Target Assets.

Extension of the Due Diligence Period

The Group has the right to continue the legal, financial, commercial and technical due diligence investigations that it may consider necessary or desirable with respect to the Target Assets starting from the date of the Second Supplemental Agreement and ending on 13 February 2022. Each of the Shareholders' Representative and the Seller shall provide the Company with all reasonable assistance and cooperation in this respect.

Exclusivity period

In consideration of the substantial time and expenses that the Company has incurred or will further incur in connection with the Possible Acquisition / acquisition of the Target Assets during the Due Diligence Period, the Seller and its agents or representatives will not, without the prior written consent of the Company directly or indirectly (a) negotiate or enter into any discussion or sign, with any party, any memorandum of understanding, letter of intent, agreement or understanding or arrangements (whether legally binding or not) or continue or permit to continue any such negotiations or arrangements with any person relating to any transaction similar to the acquisition of the Target Assets; and (b) accept, solicit, entertain or consider any offer or offers, in each case in respect of the sale, transfer, assignment of or otherwise deal with the ownership or interests of the Seller in the Target Assets (whether direct or indirect), or any arrangement that is similar to the acquisition of the Target Assets.

Save for the clauses relating to confidentiality, governing law and dispute resolution and exclusivity, the MOU (as amended by the Supplemental Agreement and the Second Supplemental Agreement) is not legally binding.

GENERAL

The Directors believe that the acquisition of the Target Assets, if materializes, will be a valuable and attractive business opportunity for the Group to leverage on its strength and resources. The Directors consider the terms of the Second Supplemental Agreement are fair and reasonable, on normal commercial terms and believe that the acquisition of the Target Assets will be in the best interest of the Company and its shareholders as a whole.

If the acquisition of the Target Assets materializes, it may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

The acquisition of the Target Assets is subject to signing of the formal agreement. As such, the acquisition of the Target Assets may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
EPI (Holdings) Limited
Sue Ka Lok
Executive Director

Hong Kong, 13 December 2021

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Sue Ka Lok, Mr. Yiu Chun Kong and Mr. Chan Shui Yuen; and three Independent Non-executive Directors, namely Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Kwong Tin Lap.

** For identification purpose only*