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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**” or “**Meeting**”) of EPI (Holdings) Limited (the “**Company**”) will be held with a combination of an in-room meeting at Room 2107, 21st Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via electronic facilities on Tuesday, 29 March 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (i) the asset purchase and sale agreement (the “**APA**”) dated 9 February 2022 entered into between EP Resources Corporation (“**EP Resources**”), an indirect wholly-owned subsidiary of the Company, as purchaser, and RockEast Energy Corp. (“**RockEast Energy**”) as vendor, pursuant to which EP Resources has agreed to acquire, at an initial consideration of Canadian dollars 22,500,000 subject to adjustments as described in the APA, all of RockEast Energy’s right, title, estate and interest in and to the properties and interests described in the APA, which mainly includes (i) petroleum and natural gas rights; (ii) facilities, pipelines, properties, apparatuses, plants, equipment, machineries and field inventories relating to exploitation of petroleum substances; and (iii) all of RockEast Energy’s right, title and interest in and to all property and rights that pertain directly to the petroleum and natural gas rights and tangibles under (i) and (ii) above (a copy of the APA has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purpose only

- (ii) any one or more of the directors of the Company be and is/are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the APA and the transactions contemplated thereunder.”

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

Hong Kong, 11 March 2022

Principal Place of Business in Hong Kong:
Room 2107, 21st Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 11 March 2022 (the “**Circular**”) (of which this notice forms part), the Company strongly encourages shareholders to exercise their rights to attend and vote at the Meeting via electronic facilities, if a shareholder (other than those who are required to attend the SGM physically to form a quorate meeting) wishes to vote on any resolution at the SGM by proxy, he/she/it should complete the proxy form and is strongly encouraged to appoint the chairman of the SGM as his/her/its proxy to exercise his/her/its right to vote at the SGM in accordance with his/her/its instructions.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. In order to be valid, you are requested to (a) deliver the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company (the “**Board**”) may require under the Bye-laws of the Company to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the proxy form electronically at <https://spot-emeeting.tricor.hk/#/689> in accordance with the instructions printed on the notification letter (the “**Notification Letter**”) as enclosed with the Circular, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy or submit the proxy form electronically shall not preclude a member of the Company from attending and voting at the Meeting or any adjournment thereof or upon the poll concerned via electronic facilities and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be attending the Meeting or by proxy, that one of the said persons so attend whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.
6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 March 2022.
7. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
8. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the Company’s website (www.epiholdings.com) or the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) for future announcements and update on the SGM arrangement.

SPECIAL ARRANGEMENTS FOR THE SGM

The Company does not in any way wish to diminish the opportunity available to shareholders to exercise their rights and to vote, but is conscious of the need to protect the SGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the SGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the SGM to minimise attendance in person, while still enabling shareholders to vote and ask questions. Details of the special arrangements for the SGM are set out below.

ATTENDING THE SGM BY MEANS OF ELECTRONIC FACILITIES

The SGM will be a hybrid meeting. The SGM will be held with the minimum number of persons present as is required under the Bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the SGM.

Given the above reasons, **NO other shareholder, proxy or corporate representative should attend the SGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the SGM.

The Company strongly encourages shareholders to attend, participate and vote at the SGM through online access by visiting the e-Meeting System provided by the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited. Shareholders participating in the SGM using the e-Meeting System will also be counted towards the quorum and they will be able to cast their vote and submit questions through the e-Meeting System.

The e-Meeting System permits a “split vote” on a resolution, in other words, a shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its shares in the same way (“**For**” or “**Against**”). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered shareholders and non-registered shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the SGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures.

Registered shareholders

Registered shareholders will be able to attend the SGM, vote and submit questions online through the e-Meeting System. Each registered shareholder’s personalised username and password will be sent to him/her/it under separate letter.

Non-registered shareholders

Non-registered shareholders whose shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the SGM, vote and submit questions online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the SGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the SGM arrangements including login details to access the e-Meeting System will be sent by the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, to the email address of the non-registered shareholders provided by the Intermediary. Any non-registered shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:00 a.m. on Monday, 28 March 2022 should reach out to Tricor Tengis Limited for assistance. Without the login details, non-registered shareholders will not be able to participate and vote using the e-Meeting System. Non-registered shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE SGM

Shareholders attending the SGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the SGM. Shareholders can also send their questions by email from 9:00 a.m. on Monday, 14 March 2022 to 6:00 p.m. on Friday, 25 March 2022 to enquiries@epiholdings.com. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the SGM and may decide, at their discretion, which questions to respond to.

APPOINTMENT OF PROXY

Shareholders are encouraged to submit their completed proxy forms and appoint the Chairman of the SGM as their proxy well in advance of the SGM. Return of a completed proxy form will not preclude shareholders from attending and voting by means of electronic facilities at the SGM or any adjournment thereof should they subsequently so wish. Shareholders are requested (a) to complete the proxy form as enclosed with the Circular in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or (b) to submit the proxy form electronically at <https://spot-emeeting.tricor.hk/#/689> in accordance with the instructions printed on the Notification Letter, in each case as soon as possible but in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Registered shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the SGM) for the proxy to receive the username and password to participate the online virtual meeting via the e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the SGM arrangements at short notice. Shareholders are advised to check the latest announcements published by the Company for future updates on the SGM arrangements.

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.