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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EPI (Holdings) Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

(Incorporated in Bermuda with limited liability)

(Stock Code: 689)

**SHARE CONSOLIDATION
AND
CHANGE IN BOARD LOT SIZE**

A notice convening the SGM of the Company to be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 June 2011 at 11:30 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed herein. Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 16 May 2011 in relation to the Share Consolidation and the change in board lot size
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	EPI (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on Main Board of the Stock Exchange (stock code: 689)
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 June 2011, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company upon the Share Consolidation becoming effective
“SGM”	a special general meeting of the Company to be convened to consider, and, if thought fit, to approve, the Share Consolidation
“Share Consolidation”	the proposed consolidation of every ten Existing Shares into one New Share
“Share Option(s)”	share option(s) granted under the terms and conditions of the share option scheme adopted by the Company on 6 November 2006

DEFINITIONS

“Shareholder(s)”	holder(s) of the Existing Shares or the New Shares (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation. The Company will notify the Shareholders of any significant changes to the expected timetable by way of announcement(s) as and when appropriate.

2011

Latest time for lodging form of proxy for the SGM 11:30 a.m., Monday, 20 June

SGM 11:30 a.m., Wednesday, 22 June

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation Thursday, 23 June

Dealings in the New Shares commence 9:00 a.m., Thursday, 23 June

Original counter for trading in Existing Shares in
board lots of 20,000 Existing Shares
(in the form of existing share certificates in beige)
temporarily closes 9:00 a.m., Thursday, 23 June

Temporary counter for trading in board lots of
2,000 New Shares (in the form of existing share
certificates in beige) opens 9:00 a.m., Thursday, 23 June

First day for free exchange of existing share certificates in
beige for new share certificates in light yellow 9:00 a.m., Thursday, 23 June

Original counter for trading in New Shares in board lots of
10,000 New Shares (in the form of new share certificates
in light yellow) re-opens 9:00 a.m., Friday, 8 July

Parallel trading in New Shares (in the form of
new share certificates and existing share certificates)
commences 9:00 a.m., Friday, 8 July

Designated broker starts to stand in the market to provide
matching services for odd lots of New Shares 9:00 a.m., Friday, 8 July

Temporary counter for trading in New Shares in board lots of
2,000 New Shares (in the form of existing share
certificates in beige) closes 4:00 p.m., Thursday, 28 July

Parallel trading in New Shares (in the form of
new share certificates and existing share
certificates) ends 4:00 p.m., Thursday, 28 July

EXPECTED TIMETABLE

Designated broker ceases to stand in the market to
provide matching services for odd lots of

New Shares 4:00 p.m., Thursday, 28 July

Last day for free exchange of share certificates in beige for

new share certificates in light yellow Monday, 1 August

LETTER FROM THE BOARD



(Incorporated in Bermuda with limited liability)
(Stock Code: 689)

Executive Directors

Mr. Wong Chi Wing, Joseph
Mr. Chu Kwok Chi, Robert
Mr. Hong Kin Choy

Independent non-executive Directors

Mr. Qian Zhi Hui
Mr. Zhu Tiansheng

Registered office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong*

Room 6303, 63/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

7 June 2011

*To the Shareholders and, for information only,
to the holders of the Share Options*

Dear Sir or Madam,

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

INTRODUCTION

The Company announced on 16 May 2011 that in view of the recent trading price of the Existing Shares, the Board proposes to implement the Share Consolidation involving the consolidation of every ten Existing Shares of HK\$0.01 each into one New Share of HK\$0.1. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders at the SGM.

The purpose of this circular is to provide you with (i) information regarding the Share Consolidation and the change in board lot size; and (ii) the notice of the SGM.

* For identification purpose only

LETTER FROM THE BOARD

THE SHARE CONSOLIDATION

The Board proposes to consolidate the ordinary share capital of the Company on the basis of every ten Existing Shares into one New Share. As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares, of which 20,708,775,885 Existing Shares are in issue. Upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$1,000,000,000 divided into 10,000,000,000 New Shares, of which 2,070,877,588 New Shares will be in issue.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing by the Shareholders at the SGM of an ordinary resolution approving the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the Share Consolidation.

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the New Shares. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Effects of the Share Consolidation

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or result in any change in the rights of the Shareholders, save for any fractional New Shares to which Shareholders may be entitled. The New Shares will rank pari passu in all respects with each other.

LETTER FROM THE BOARD

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded in board lots of 20,000 Existing Shares. As stated in the Announcement, in conjunction with the Share Consolidation, the Board intended to change the existing board lot size for share trading from 20,000 Existing Shares to 5,000 New Shares upon the implementation of the Share Consolidation. However, in light of the trading prices of the Existing Shares after the publication of the Announcement, the Board wishes to change the existing board lot size for share trading from 20,000 Existing Shares to 10,000 New Shares upon implementation of the Share Consolidation.

CERTIFICATES FOR NEW SHARES

Subject to the Share Consolidation becoming effective, Shareholders may submit their existing share certificates for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange for new share certificates for the New Shares (on the basis of ten Existing Shares for one New Share). New share certificates are expected to be available for collection from the Company's branch share registrar in Hong Kong at the aforesaid address by the Shareholders within 10 business days (i.e. any day on which the Stock Exchange is open for the business of dealing in securities) after delivery of the existing share certificates to the Company's branch share registrar in Hong Kong for exchange purposes.

Unless otherwise instructed, certificates for the New Shares will be issued in board lots of 10,000 New Shares each. All existing share certificates for Existing Shares will cease to be valid for trading and settlement purpose after the parallel trading of the Existing Shares and the New Shares ends but will continue to be evidence of title to New Shares on the basis of every ten Existing Shares for one New Share and may be lodged for re-registration or exchanged for certificates for New Shares at any time. The expected timetable for the implementation of the Share Consolidation is set out in the section headed "EXPECTED TIMEABLE" on pages 3 and 4 of this circular.

ODD LOT ARRANGEMENT AND FRACTIONAL ENTITLEMENT

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company has appointed Tai Shing Stock Investment Co. Ltd. to provide matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Shareholders who wish to take advantage of this arrangement should contact Mr. Derek Wong at telephone number (852) 2542 1727 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Please refer to the section headed "EXPECTED TIMETABLE" on pages 3 and 4 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the New Shares.

LETTER FROM THE BOARD

Fractional New Shares will be disregarded and not issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Existing Share regardless of the number of share certificates held by such holder.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out on pages 3 and 4 of this circular.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Company is an investment holding company. Its subsidiaries are principally engaged in the trading of petroleum related products, and petroleum exploration and production in Argentina.

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting its securities. In view of the recent trading price of the Existing Shares, the Board proposes to implement the Share Consolidation and change in board lot size in order to comply with the trading requirements of the Listing Rules. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the New Shares. The Directors consider that the Share Consolidation and change in board lot size are in the interests of the Company and the Shareholders as a whole.

ADJUSTMENTS TO THE SHARE OPTIONS

As at the Latest Practicable Date, there are Share Options outstanding, entitling the holders thereof to subscribe for up to an aggregate of 126,800,000 Existing Shares at various exercise prices of HK\$0.642 per Existing Share, HK\$0.1564 per Existing Share and HK\$0.161 per Existing Share (all subject to adjustments).

Adjustments to the exercise price and number of the shares to which the outstanding Share Options are entitled may be required under the relevant terms of the share option scheme of the Company. The Company will appoint an independent financial adviser or its auditors to certify the necessary adjustments, if any, to the exercise price and number of the shares to which the outstanding Share Options are entitled. Further announcement will be made by the Company in this regard.

Save for the Share Options, there are no other outstanding convertible securities, options, or warrants in issue which confer any right to subscribe for, convertible or exchangeable into Existing Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

GENERAL

The SGM will be convened at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 June 2011 at 11: 30 a.m. to consider, and, if thought fit, to approve, the Share Consolidation. The notice of the SGM is set out on pages 10 to 11 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. The resolution put to vote at the SGM will be decided by way of poll. No Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation.

RECOMMENDATIONS

The Board is of the opinion that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the implementation of the Share Consolidation.

DIRECTORS' RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF THE SGM



(Incorporated in Bermuda with limited liability)
(Stock Code: 689)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of EPI (Holdings) Limited (the “**Company**”) will be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 June 2011 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon (i) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the Share Consolidation (as defined below) :

- (i) with effect from Thursday, 23 June 2011, every ten existing issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one share of HK\$0.1 (the “**New Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”), and such New Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company; and
- (ii) all fractional New Shares be aggregated and, if possible, sold for the benefits of the Company; and
- (iii) any Director be and is hereby authorised to do all things and acts and sign all documents which he considers necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”

For and on behalf of the Board
EPI (Holdings) Limited
Wong Chi Wing, Joseph
Chairman

Hong Kong, 7 June 2011

* For identification purpose only

NOTICE OF THE SGM

*Head office and principal place of
business in Hong Kong:*

Room 6303, 63/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

- (1) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) A form of proxy for use in connection with the SGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- (5) Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, voting on the ordinary resolution as set out above will be conducted by way of poll.
- (6) As at the date of this notice, the directors of the Company are Mr. Wong Chi Wing, Joseph, Mr. Chu Kwok Chi, Robert and Mr. Hong Kin Choy being the executive directors of the Company, and Mr. Zhu Tiansheng and Mr. Qian Zhi Hui being the independent non-executive directors of the Company.