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NOTICE OF THE SGM

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

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.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wong Chi Wing, Joseph, Mr. Chu Kwok Chi, Robert and Mr. Hong Kin Choy, and two independent nonexecutive Directors, namely Mr. Zhu Tiansheng and Mr. Qian Zhi Hui.

** For identification purpose only*