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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 a stockbroker or other registered dealer in securities, 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 accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(Incorporated in Bermuda with limited liability)

(Stock Code: 689)

PLACING OF NEW SHARES WITH UNLISTED WARRANTS ATTACHED UNDER SPECIAL MANDATE

Financial Adviser



Odysseus Capital Asia Limited

Placing Agent



Lippo Securities Limited

A notice convening the SGM to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 February 2013 at 10:00 a.m. is set out on pages 16 to 18 of this circular.

Whether or not you are able to attend the SGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. 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.

* For identification purposes only

4 February 2013

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DEFINITIONS

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

“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (not being a Saturday) on which licensed banks in Hong Kong are generally open for business
“Company”	EPI (Holdings) Limited, a limited liability company incorporated in Bermuda and the issued Shares of which are listed on the Stock Exchange
“connected persons”	has the meanings as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Exercise Period”	a period of three years commencing from the date of the issue of the Warrants
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Latest Practicable Date”	30 January 2013
“Last Trading Date”	21 January 2013, being the last trading day for the Shares on the date of the Placing Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	institutional, professional and/or individual investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement

DEFINITIONS

“Placing”	the placing, on a best efforts basis, of 125,000,000 new Shares pursuant to the terms of the Placing Agreement
“Placing Agent”	Lippo Securities Limited
“Placing Agreement”	the conditional placing agreement dated 21 January 2013 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Completion”	completion of the Placing in accordance with the terms and conditions as set out in the Placing Agreement
“Placing Price”	HK\$0.18 per Placing Share
“Placing Shares”	125,000,000 new Shares to be placed under the Placing
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve, among others, the issue and allotment of the Placing Shares, the Warrants and the Warrant Shares under the Special Mandate
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares(s)
“Special Mandate”	the special mandate to be granted to the Directors by the Shareholders pursuant to an ordinary resolution to be passed at a special general meeting to be convened by the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases of Hong Kong
“Warrants”	an aggregate of 625,000,000 non-listed transferable warrants to be issued, on the basis of five Warrants for each Placing Share issued, at no initial issue price, entitling the holder of each Warrant to subscribe for one new Share at the exercise price of HK\$0.20 (subject to adjustment) at any time for a period of three years from the date of issue of each Warrant

DEFINITIONS

“Warrant Shares”

new Share(s) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants

“%”

per cent

LETTER FROM THE BOARD



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

Directors:

Mr. Chu Kwok Chi Robert
Mr. Hong Kin Choy
Mr. Cheung Yuk Ming*
Mr. Qian Zhi Hui*
Mr. Zhu Tiansheng*

* *Independent Non-executive Director*

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

Room 1401, 14/F.
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

4 February 2013

To Shareholders of the Company,

Dear Sir or Madam,

PLACING OF NEW SHARES WITH UNLISTED WARRANTS ATTACHED UNDER THE SPECIAL MANDATE

INTRODUCTION

On 21 January 2013, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company appointed the Placing Agent as its placing agent, on a best-effort basis, to procure not less than six Placees (who are Independent Third Parties) to subscribe for up to 125,000,000 Placing Shares at the Placing Price. In addition, the Company will issue up to 625,000,000 unlisted Warrants, constituted by a deed poll (the "Deed Poll"), on the basis of five Warrants for each Placing Share subscribed, at no initial issue price. Holders of the Warrants may exercise the subscription rights attached to the Warrants, in whole or in part, at any time during the Exercise Period to subscribe for the Warrant Shares at the exercise price of HK\$0.20 per Warrant Share (subject to adjustment). Each Warrant carries the right to subscribe for one Warrant Share.

The purpose of this circular is to provide you with further details of (i) the Placing Agreement, the Deed Poll, and the transactions contemplated thereunder; (ii) the issue and allotment of the Placing Shares, the Warrants and the Warrant Shares under the Special Mandate; and (iii) a notice convening the SGM at which resolutions will be proposed to consider, and if thought fit, approve, among other things, (a) the Placing Agreement, the

* *For identification purposes only*

LETTER FROM THE BOARD

Deed Poll, and the transactions contemplated thereunder; and (b) the allotment and issue of the Placing Shares, the issue of the Warrants and the allotment and issue of the Warrant Shares under the Special Mandate.

PLACING OF 125,000,000 NEW SHARES WITH UNLISTED WARRANTS ATTACHED

The Placing Agreement

Date: 21 January 2013

Parties: (i) the Company: EPI (Holdings) Limited

(ii) Placing Agent: Lippo Securities Limited,
an Independent Third
Party, being the placing
agent

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees: The Placing Shares will be placed to not less than six Placees who and whose ultimate beneficial owners (i) are independent third parties to the Company; (ii) are not concert parties with the controlling shareholder(s) (if any) of the Company (as defined in the Takeovers Code); (iii) are not connected with any directors, chief executive or substantial shareholder of the Company or its subsidiaries and their respective associates; (iv) will not become substantial Shareholder(s) immediately after the Placing Completion; and (v) will not become substantial Shareholder(s) upon the Placing Completion and the issue of the Warrant Shares.

Placing Shares: Pursuant to the Placing Agreement, the Placing Agent agreed to procure, on a best effort basis, not less than six Placees to subscribe for 125,000,000 Placing Shares at the Placing Price, representing approximately 3.99% of the issued share capital of the Company as at the date of the Placing Agreement and approximately 3.84% of the Company's issued share capital as enlarged by the issue of Placing Shares upon the Placing Completion. The aggregate nominal value of the Placing Shares is HK\$12,500,000.

LETTER FROM THE BOARD

Placing Price: The Placing Price of HK\$0.18 per Placing Share represents:

- (i) a discount of approximately 5.26% to the closing price of HK\$0.19 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 3.74% to the average of the closing price of approximately HK\$0.187 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day; and
- (iii) a discount of approximately 8.63% to the closing price of HK\$0.197 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Placing Price was determined and negotiated on an arm's length basis between the Company and the Placing Agent with reference to the prevailing market price of the Shares. The Directors consider that the Placing Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Placing Commission: The Company shall pay the Placing Agent upon Placing Completion a placing commission of 2.5% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed by the Placing Agent. The placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent.

Condition Precedent: The Placing is conditional upon the fulfillment of the following conditions:

- (i) the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares and the Warrant Shares; and
- (ii) the obtaining by the Company and/or the Placing Agent of any other approval as may be required for the Placing (including, without limitation, the passing of a resolution by the Shareholders at a special general meeting of the Company to approve the issue of the Placing Shares, the Warrants and the Warrant Shares).

LETTER FROM THE BOARD

The Placing Agreement shall automatically cease and terminate if the conditions set forth above remain unfulfilled by 30 April 2013 or such other date as may be mutually agreed by both the Company and the Placing Agent in writing and in such event either party shall have no claim against each other, save for any antecedent breach arising prior to such termination.

Placing Completion:

The Placing Completion shall take place as soon as practicable by the 10th Business Day after the Placing Agreement having become unconditional (or any other date as the parties may agree in writing).

Ranking of the Placing Shares:

The Placing Shares shall rank *pari passu* in all respects among themselves and with the Shares in issue on the date of Placing Completion save that the Placing Shares shall not be entitled to any dividends and distributions declared by the Company the record date for entitlement of which shall fall on a date before the date of the Placing Completion.

Application for listing:

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares and the Warrant Shares.

Termination:

The Placing Agreement may be terminated by either party in its reasonable opinion without liability to the other party, if at any time before the date of Placing Completion, there occurs:

- (i) the introduction of any new law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence not reasonably predictable by either party which may, in the reasonable opinion of such party, materially and adversely affect the business or the financial or trading position or prospect of the Company; or

LETTER FROM THE BOARD

- (ii) the occurrence of any local or national event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local or national outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of such party, materially and adversely affect the business or the financial or trading position or prospects of the Company or adversely prejudices the success of the Placing of the Placing Shares to potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (iii) any significant change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the completion of the Placing of the Placing Shares to potential investor(s)) or otherwise in the reasonable opinion of Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or such party to proceed with the Placing; or
- (iv) the Company or the Placing Agent commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
- (v) any adverse change in the business, financial or trading position of the Company or the Placing Agent which is material to the Placing; or

LETTER FROM THE BOARD

- (vi) either party shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement by the other party was, when given, untrue or inaccurate in any material respect or would in any material respect be untrue or inaccurate, or if repeated such party shall determine in its reasonable opinion that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Company or will otherwise likely to have a material prejudicial effect on the Placing.

Details of the Warrants

Warrants:

625,000,000 non-listed transferable warrants to be issued, on the basis of five Warrants for each Placing Share issued, at no initial issue price, entitling the holder of each Warrant to subscribe for one new Share at the exercise price of HK\$0.20 (subject to adjustment) at any time for a period of three years from the date of issue of each Warrant.

Warrant Shares:

For each Warrant which is exercised, the Company shall allot and issue one Warrant Share. If all of the Warrants are exercised, the 625,000,000 new Warrant Shares will be equivalent to approximately 19.97% of the existing issued share capital of the Company and equivalent to approximately 16.11% of the issued share capital of the Company after the allotment and issue of the Placing Shares and Warrant Shares, assuming there are no further changes in the issued share capital of the Company prior to such exercise.

LETTER FROM THE BOARD

Exercise Price:	The exercise price of HK\$0.20 per Warrant, subject to adjustment, was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a premium of approximately 5.26% to the closing price of HK\$0.19 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of approximately 6.95% to the average closing price of approximately HK\$0.187 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares prior to the Last Trading Day; and (iii) a premium of approximately 1.52% to the closing price of HK\$0.197 per Share as quoted on the Stock Exchange on the Latest Practicable Date.
Exercise Period:	Three years commencing from the date of issue of the Warrants.
Transferability:	The Warrants are transferable in integral multiples of 25,000,000 Warrants to any person other than a connected person (as defined in the Listing Rules). In the event of a transfer of Warrants to a connected person (as defined in the Listing Rules), prior approval from the Company and the Stock Exchange should be obtained.
Warrantholders:	The Warrants shall be granted to the subscribers of the Placing Shares on the basis of five Warrants for each Placing Share.
Rights for the holders of the Warrants:	The holder of the Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being the holders of the Warrants. The holder of the Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

LETTER FROM THE BOARD

Rights of the holders of the Warrants on the liquidation of the Company

If the Company is wound up during the Exercise Period of the Warrants, all subscription rights attaching to the Warrants which have not been exercised shall lapse, save for in the event of a voluntary winding-up, the holders of the Warrants shall be entitled within 21 days after the passing of such a resolution approving the winding-up to exercise the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Warrants.

Other details

Placing Agent:

Lippo Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Placing Agent is an Independent Third Party. The Placing Agent will in aggregate receive a placing commission of 2.5% of the amount equal to the Placing Price per Placing Share multiplied by the number of Placing Shares successfully placed by the Placing Agent in accordance with the Placing Agreement.

Ranking of the Placing Shares and the Warrant Shares:

The Placing Shares and the Warrant Shares (as the case may be), when issued and fully paid up, will rank pari passu in all respects with the Shares in issue at the time of allotment and issue of the Placing Shares and the Warrant Shares (as the case may be).

Application for listing:

Application will be made to the listing committee of the Stock Exchange for listing of, and permission to deal in, the Placing Shares and the Warrant Shares on the Stock Exchange.

Mandate to issue the Placing Shares and the Warrant Shares:

The Placing Shares and the Warrant Shares will be allotted and issued under the Special Mandate to be sought at the SGM.

Exercise Price and Adjustment

The exercise price is HK\$0.20 per Warrant Share, subject to adjustment based on the prescribed formulas as set out in the instrument creating the Warrants for the happening of, among others, the following customary adjustment events:

- (i) an alteration of the nominal amount of each Share by reason of any consolidation or subdivision;

LETTER FROM THE BOARD

- (ii) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution other than the issue of Shares to the Shareholders credited as fully paid or partly paid out of profits or reserves and issued in lieu of a cash dividend being made by the Company, pursuant to a reduction or redemption of share capital or otherwise;
- (iv) a grant by the Company to Shareholders (in their capacity as such) of rights to acquire for cash assets of the Company or any of its subsidiaries;
- (v) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe for new Shares, at a price which is less than 80% of the market price of the Shares on the date of the announcement of the terms of the offer or grant (whether or not such offer or grant is subject to the approval of the Shareholders or other persons) being made by the Company to the Shareholders;
- (vi) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share initially receivable for such securities is less than 80% of the market price of the Shares on the date of the announcement of the terms of issue of such securities (whether or not such issue is subject to the approval of the Shareholders or other persons), or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration is less than 80% of such market price;
- (vii) an issue of Shares being made wholly for cash at a price less than 80% of the market price of the Shares on the date of the announcement of the issue; and
- (viii) the purchase by the Company of Shares or securities convertible into Shares or any rights to acquire Shares (excluding any such purchase made on the Stock Exchange or any recognized stock exchange, being a stock exchange recognised for this purpose by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and the Stock Exchange) in circumstances where the Directors consider that it may be appropriate to make an adjustment to the exercise price.

Every adjustment to the exercise price shall be certified by the auditors of the Company or an approved merchant bank.

LETTER FROM THE BOARD

EFFECTS ON SHAREHOLDING

The shareholding structure of the Company as at the date of this circular and immediately after the Placing Completion is as follows:

Name of Shareholder	Shareholding immediately before the Placing Completion		Shareholding immediately after the Placing Completion		Shareholding immediately after the Placing Completion and assuming exercise of Warrants in full	
	<i>Approx.</i>		<i>Approx.</i>		<i>Approx.</i>	
	<i>% of</i>		<i>% of</i>		<i>% of</i>	
	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>
City Wise Investment Limited (<i>Note 1</i>)	398,232,975	12.72	398,232,975	12.23	398,232,975	10.26
City Smart International Investment Limited (<i>Note 2</i>)	7,466,856	0.24	7,466,856	0.23	7,466,856	0.19
Mr. Chu Kwok Chi Robert	33,852,938	1.08	33,852,938	1.04	33,852,938	0.87
Placees	–	–	125,000,000	3.84	750,000,000	19.33
Other Public Shareholders	2,690,824,819	85.96	2,690,824,819	82.66	2,690,824,819	69.35
	<u>3,130,377,588</u>	<u>100.00</u>	<u>3,255,377,588</u>	<u>100.00</u>	<u>3,880,377,588</u>	<u>100.00</u>

Notes:

- (1) City Wise Investment Limited is a substantial Shareholder of the Company and wholly-owned by South America Petroleum Investment Holdings Limited, a company beneficially wholly-owned by Mr. Wu Shaozhang.
- (2) City Smart International Investment Limited is a company beneficially wholly-owned by Mr. Wu Shaozhang.

REASONS FOR AND BENEFITS OF THE SHARE PLACING AND WARRANT ISSUE AND USE OF PROCEEDS

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.

The Directors consider the Placing offer good opportunities to raise further capital and broaden the shareholders base of the Company thereby increasing the liquidity of the Shares as well as to strengthen the financial position of the Group.

LETTER FROM THE BOARD

Assuming the Placing becomes unconditional, the aggregate gross proceeds of the Placing will be approximately HK\$22.50 million and the net proceeds will be approximately HK\$21.60 million after deducting all related expenses (including professional advisors fees and printing costs but excluding any exercise of the subscription rights attaching to the Warrants) and the net proceeds from the full exercise of the subscription rights attaching to the Warrants will amount to approximately HK\$123 million. The Company intends to apply the net proceeds from the Placing, together with the proceeds from the issue of the Warrant Shares upon full exercise of the subscription rights attaching to the Warrants, as general working capital of the Group, including HK\$10 million for the repayment of the Company's debts, HK\$6.60 million for the professional fees incurred in the merger and acquisition project(s), and the remainder for other items of general working capital. The net price to be raised per Share from Placing will be approximately HK\$0.173 per Share.

Based on the above, the Directors consider that the terms of Placing Agreement are fair and reasonable and the Placing is in the interests of the Company and its Shareholders as a whole.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this circular, the Warrant Shares does not exceed 20% of the issued share capital of the Company. As at the date of this circular, there are no other securities issued which confer any other subscription rights in the Shares.

FUND RAISING DURING THE PAST TWELVE MONTHS

Date of announcement	Fund raising activities	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
28 June 2012	Placing of 110,000,000 new Shares	HK\$16.4 million	To be used for general working capital of the Group	use as intended
28 June 2012	Top-up placing and subscription of 250,000,000 new Shares	HK\$37.2 million	To be used for general working capital of the Group	use as intended
25 April 2012	Top up placing and subscription of 330,000,000 new Shares	HK\$47 million	To be used for general working capital of the Group	use as intended

Save for the fund raising activities disclosed above, the Company had not carried out any equity fund raising activities in the past twelve months immediately preceding the date of the Placing Agreement.

LETTER FROM THE BOARD

SGM

The SGM will be convened to consider and, if thought fit, approve, among other things, (i) the Placing Agreement, the Deed Poll, and the transactions contemplated thereunder; and (ii) the issue and allotment of the Placing Shares, the Warrants and Warrant Shares under the Special Mandate. To the best knowledge of the Directors, none of the Shareholders have a material interest in the transactions contemplated under the Placing Agreement. Accordingly, no Shareholder will be required to abstain from voting at the SGM in respect of the resolution(s) relating to the Placing and the Special Mandate.

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 Company. 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.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Placing and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend that all Shareholders should vote in favour of the resolutions proposed at the SGM.

Yours faithfully
On behalf of the Board of
EPI (Holdings) Limited
Chu Kwok Chi Robert
Executive Director & CEO

NOTICE OF SPECIAL GENERAL MEETING



(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 8, Lower Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 February 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following ordinary resolutions:

ORDINARY RESOLUTION

“THAT

- (a) the conditional placing agreement (the “Placing Agreement”) dated 21 January 2013 entered into between EPI (Holdings) Limited (the “Company”) as issuer and Lippo Securities Limited as placing agent in relation to the placing of up to 125,000,000 new shares (the “Placing Shares”) of HK\$0.10 each in the capital of the Company for cash at a price of HK\$0.18 per Placing Share on a best efforts basis, a copy of which having been produced to the SGM and marked “A” and signed by the Chairman of the SGM for identification purpose, and the transactions contemplated thereunder, be and are hereby ratified, confirmed and approved; and the deed poll (the “Deed Poll”) by which up to 625,000,000 warrants at no initial issue price (the “Warrants”) (on the basis of five Warrants for every one Placing Share subscribed) will be constituted, a copy of which having been produced to the SGM and marked “B” and signed by the Chairman of the SGM for identification purpose be and is hereby approved and authorized to sign the Deed Poll on behalf of the Company, and the transactions contemplated under the Placing Agreement and the Deed Poll, be and are hereby confirmed and approved;
- (b) the allotment and issue of the Placing Shares, the issue of the Warrants and the allotment and issue of shares of HK\$0.10 each in the capital of the Company (the “Warrant Shares”) upon exercise of the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Placing Agreement and the Deed Poll be and is hereby approved and further that the directors (the “Directors”) of the Company be and are hereby granted a special mandate to exercise the powers of the Company to allot and issue the Placing Shares, to issue the Warrants and to allot and issue the Warrant Shares upon exercise of the subscription rights attaching to the Warrants pursuant to the terms of the Placing Agreement and the Deed Poll, such Placing Shares and the Warrant Shares upon exercise of the subscription rights attaching to the Warrants shall rank *pari passu* in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment of the Placing Shares and the Warrant Shares upon exercise of the subscription rights attaching to the Warrants,

* For identification purposes only

NOTICE OF SPECIAL GENERAL MEETING

save that the Placing Shares and the Warrants Shares shall not be entitled to any dividends and distributions declared by the Company the record date for entitlement of which shall fall on a date before the date of issue of the Placing Shares or the Warrant Shares (as the case may be). The special mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) the Directors, acting together, individually or by committee, be and are hereby authorized to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.”

By order of the Board
EPI (Holdings) Limited
Chu Kwok Chi Robert
Executive Director & CEO

Hong Kong, 4 February 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Room 1401, 14/F.
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

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.

NOTICE OF SPECIAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises of two executive Directors, namely, Mr. Chu Kwok Chi, Robert and Mr. Hong Kin Choy and three independent non-executive Directors, namely Mr. Cheung Yuk Ming, Mr. Qian Zhi Hui, and Mr. Zhu Tiansheng.