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## **NOTICE OF SPECIAL GENERAL MEETING**

**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, 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.

*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.*

\* *For identification purposes only*