

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

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

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING OF EPI (HOLDINGS) LIMITED TO BE HELD ON 27 MARCH 2013

I/We⁽¹⁾ _____ of _____
_____ being the
registered holder(s) of⁽²⁾ _____ shares of HK\$0.1 each in the capital of
EPI (Holdings) Limited (the “Company”) hereby appoint⁽³⁾ _____

_____ or failing
him, the Chairman of the Meeting as my/our proxy to attend and act for me/us at the special general meeting of the Company (the “Meeting”) to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27 March 2013 at 10:00 a.m. and at any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR⁽⁴⁾	AGAINST⁽⁴⁾
To approve the transactions contemplated under the subscription agreement dated 24 February 2013 between the Company and Lofty Sky Limited in respect of the issue by the Company of HK\$100,000,000 8% convertible notes due 2015, details of which are set out in the notice of Meeting.		

Dated this _____ day of _____ 2013 Signature⁽⁵⁾ _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. Please insert the number of shares of HK\$0.1 each in the Company to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “or failing him, the Chairman of the Meeting” and insert the full name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDER “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDER “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you under hand or your attorney duly authorized in writing, or in the case of a corporation, either under your seal or under the hand of your officer, attorney or other person duly authorized.
6. If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of such joint holding is entitled to vote at the Meeting.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
10. Any alteration made in this form of proxy must be initialled by the person who signs it.

* For identification purpose only