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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of EPI (Holdings) Limited (“Company”) will 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. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the transactions contemplated under the subscription agreement dated 24 February 2013 entered into between the Company and Lofty Sky Limited (the “Subscriber”) (the “Subscription Agreement”, a copy of which having been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), including the issue by the Company pursuant to the Subscription Agreement of convertible notes (the “Convertible Notes”) with an aggregate principal amount of HK\$100,000,000 entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company (the “Conversion Shares”) at an initial conversion price of HK\$0.19 per Conversion Share (subject to adjustment) and the issue and allotment of the Conversion Shares upon an exercise of the conversion rights attaching to the Convertible Notes, be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Subscription Agreement including without limitation to:
 - (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Subscription Agreement, the issue of the Convertible Notes and the issue and allotment of the Conversion Shares; and

- (ii) the taking of all necessary actions to implement the transaction contemplated under the Subscription Agreement.”

By Order of the Board
EPI (HOLDINGS) LIMITED
Chu Kwok Chi Robert
Executive Director & Chief Executive Officer

Hong Kong, 11 March 2013

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 may appoint more than one proxy on the same occasion. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- (3) A form of proxy for use in connection with the SGM is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall 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 adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. 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) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect of thereof.

As at the date of this announcement, the Board comprises 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*