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SUPPLEMENTAL AGREEMENT TO UNDERWRITING AGREEMENT

Reference is made to the announcement of the Company dated 31 March 2015 (the “**Announcement**”) in respect of, among other things, the proposed Capital Reorganisation and the Open Offer. Unless otherwise stated, terms defined in the Announcement have the same meanings when used in this announcement.

As at the date of this announcement, there are 1,204,000,000 outstanding Share Options. At the annual general meeting of the Company held on 10 June 2014, the Shareholders passed an ordinary resolution enabling the Directors to grant Share Options to participants of the Share Option Scheme to subscribe for up to 485,235,758 Shares (the “**Scheme Mandate Limit**”), representing 10% of the Shares in issue as at 10 June 2014. As a result of the Open Offer, it is expected that there will be adjustments to the exercise price of the outstanding Share Options and the number of Shares to which such Share Options relate, and that the adjusted number of shares that may fall to be issued upon exercise of the outstanding Share Options will exceed the Scheme Mandate Limit.

In this connection, on 17 April 2015, the Company and the Underwriters entered into a supplemental agreement to the Underwriting Agreement (the “**Supplemental Agreement**”) to include a condition precedent that the Shareholders (other than those who are required to abstain from voting pursuant to the Listing Rules) having approved at a general meeting the refreshment of the existing Scheme Mandate Limit to the extent that the total number of shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme will not exceed 5.10% of the shares in issue as at the date of the general meeting (subject to adjustments on share consolidation or subdivision).

Save as disclosed above, other provisions of the Underwriting Agreement remain unchanged and in full force and effect.

A circular containing, among other things, details of the proposed refreshment of the existing Scheme Mandate Limit and a notice convening the SGM, will be despatched to the Shareholders.

* for identification purpose only

As holders of the outstanding Share Options have a material interest in the proposed resolution approving the refreshment of the Scheme Mandate Limit, they will be required to abstain from voting on the relevant resolution in the SGM.

By Order of the Board
EPI (Holdings) Limited
Tse Kwok Fai, Sammy
Executive Director & CEO

Hong Kong, 17 April 2015

As at the date of this announcement, the Board comprises the non-executive chairman, namely Mr. Ho King Fung, Eric, two executive Directors, namely Mr. Tse Kwok Fai, Sammy (chief executive officer) and Mr. Chan Chi Hung, Anthony, and three independent non-executive Directors, namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng.