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EPI (Holdings) Limited
長盈集團(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 689)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 13 MAY 2015;
EFFECTIVE DATE OF CAPITAL REORGANISATION;
AND
ADJUSTMENTS IN RELATION TO SHARE OPTIONS,
CONVERTIBLE NOTES AND WARRANTS**

Reference is made to the circular of EPI (Holdings) Limited (the “**Company**”) dated 20 April 2015 (the “**Circular**”) in relation to the proposed Capital Reorganisation and the proposed refreshment of Scheme Mandate Limit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 13 MAY 2015

The Board is pleased to announce that each of the special resolution (“**Special Resolution**”) in respect of the Capital Reorganisation and the ordinary resolution (“**Ordinary Resolution**”) in respect of refreshment of the Scheme Mandate Limit proposed at the SGM held on 13 May 2015 was duly passed by the Shareholders by way of poll.

As at the date of the SGM, the total number of issued shares of the Company was 4,852,357,588 Shares.

No Shareholder was required to abstain from voting on the Special Resolution. Accordingly, there were a total of 4,852,357,588 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM entitling Shareholders to attend and vote on the Special Resolution at the SGM.

As disclosed in the Circular, holders of the Share Options were required to abstain from voting on the Ordinary Resolution. As at the date of the SGM, Tse Kwok Fai, Sammy, an executive Director and the Chief Executive Officer, who held outstanding Share Options and was interested in 2,200,000 Shares, representing 0.05% of Shares in issue, abstained from voting at the SGM in respect of the Ordinary Resolution. Accordingly, there were a total of 4,850,157,588 Shares, representing approximately 99.95% of the issued share capital of the Company as at the date of the SGM, entitling Shareholders to attend and vote on the Ordinary Resolution at the SGM.

* for identification purpose only

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder was required to abstain from voting on any of the proposed resolutions at the SGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolutions proposed at the SGM. None of the Shareholders has stated their intention in the Circular to vote against the resolution proposed or to abstain from voting at the SGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer of the vote-taking at the SGM. The poll results are as follows:

RESOLUTIONS	Number of votes (approximate % of total number of Shares voted)	
	FOR	AGAINST
SPECIAL RESOLUTION		
To approve the Capital Reorganisation involving the Share Consolidation, Capital Reduction, Share Subdivision, Share Premium Reduction and application of credit arising from Capital Reduction and Share Premium Reduction	901,441,707 (99.97%)	226,630 (0.03%)
ORDINARY RESOLUTION		
To approve the refreshment of the existing Scheme Mandate Limit	823,766,792 (91.36%)	77,901,545 (8.64%)

EFFECTIVE DATE OF CAPITAL REORGANISATION

As all of the conditions precedent to the Capital Reorganisation as stated in the Circular have been fulfilled as at the date of this announcement, the Capital Reorganisation will become effective on 14 May 2015. Shareholders can submit their existing certificates for the Shares in yellow colour in board lots of 10,000 Shares each to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificate(s) in pink colour in board lots of 5,000 Adjusted Shares each free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 14 May 2015 to Tuesday, 23 June 2015 (both dates inclusive) (both days inclusive). Further details of the trading arrangement in respect of the Capital Reorganisation are set out in the Circular.

ADJUSTMENTS TO SHARE OPTIONS, CONVERTIBLE NOTES AND WARRANTS

With reference to the provisions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the interpretation of Rule 17.03(13) of the Listing Rules, upon the Capital Reorganisation becoming effective, the exercise price of the outstanding Share Options and the number of shares that can be subscribed for upon the exercise of the outstanding Share Options will be adjusted in the following manner:

Date of grant	Exercise period	Before Capital Reorganisation becoming effective		After Capital Reorganisation becoming effective	
		Exercise price (HK\$)	Number of Shares that can be subscribed for upon exercise of the outstanding Share Options	Adjusted Exercise price (HK\$)	Number of Adjusted Shares that can be subscribed for upon exercise of the outstanding Share Options
11 April 2013	11 April 2013 to 10 April 2016	0.2550	128,000,000	2.5500	12,800,000
3 July 2013	3 July 2013 to 10 April 2016	0.2550	88,000,000	2.5500	8,800,000
16 September 2013	16 September 2013 to 29 July 2016	0.2060	147,500,000	2.0600	14,750,000
16 September 2013	16 September 2014 to 29 July 2016	0.2060	73,750,000	2.0600	7,375,000
16 September 2013	16 September 2015 to 29 July 2016	0.2060	73,750,000	2.0600	7,375,000
25 November 2013	25 November 2013 to 24 November 2016	0.2190	89,000,000	2.1900	8,900,000
25 November 2013	25 February 2014 to 24 November 2016	0.2190	64,000,000	2.1900	6,400,000
4 June 2014	4 June 2014 to 3 June 2017	0.1890	70,000,000	1.8900	7,000,000
17 July 2014	17 July 2014 to 16 July 2017	0.2000	470,000,000	2.0000	47,000,000

As a result of the Capital Reorganisation, the conversion price of the outstanding Convertible Notes will be adjusted in the following manner pursuant to the terms of the instrument constituting the Convertible Notes:

Date of issue	Before Capital Reorganisation becoming effective		After Capital Reorganisation becoming effective	
	Conversion price (HK\$)	Number of Shares that fall to be issued upon conversion of the outstanding Convertible Notes	Adjusted Conversion price (HK\$)	Number of Adjusted Shares that fall to be issued upon conversion of the outstanding Convertible Notes
11 April 2013	0.19	315,789,473	1.9	31,578,947

As a result of the Capital Reorganisation, the subscription price of the outstanding Warrants will be adjusted in the following manner pursuant to the terms of the instrument relating to the Warrants:

Date of issue	Before Capital Reorganisation becoming effective		After Capital Reorganisation becoming effective	
	Subscription price (HK\$)	Number of Shares that can be subscribed for upon exercise of the outstanding Warrants	Adjusted Subscription price (HK\$)	Number of Adjusted Shares that can be subscribed for upon exercise of the outstanding Warrants
1 March 2013	0.2	625,000,000	2.0	62,500,000

The above adjustments have been certified by an independent financial adviser appointed by the Company.

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

Hong Kong, 13 May 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.