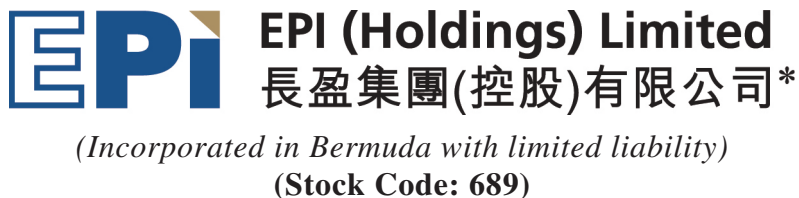


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## **DISCLOSABLE TRANSACTION IN RELATION TO PROVISION OF LOAN FACILITIES**

Further to the Lender, an indirect wholly-owned New Zealand subsidiary of the Company, entered into the Loan Agreement A with the Borrower A, the Mortgagor A and the Guarantor in relation to the provision of the Loan Facility A in the principal amount of NZD700,000 (approximately HK\$3,080,000) for a repayment term of six (6) months, the Board is pleased to announce that on 25 November 2025 (after trading hours), the Lender entered into the Loan Agreement B with the Borrower B, the Mortgagor B and the Guarantor, pursuant to which the Lender agreed to provide the Borrower B the Loan Facility B in the principal amount of NZD759,000 (approximately HK\$3,340,000) for a repayment term of twelve (12) months.

### **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rules 14.22 and 14.23 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all completed with same party or with parties connected or otherwise associated with one another within a 12-month period or were otherwise related. Given that the Borrowers are fellow subsidiaries under the common control of the same ultimate shareholder, the transactions above were aggregated in the calculation of the relevant percentage ratios to determine the classification of the transactions under the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the provision of the Loan Facility A and the Loan Facility B in aggregate exceeds 5% but is less than 25%, the provision of the Loan Facilities constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

\* For identification purpose only

Further to the Lender, an indirect wholly-owned New Zealand subsidiary of the Company, entered into the Loan Agreement A with the Borrower A, the Mortgagor A and the Guarantor in relation to the provision of the Loan Facility A in the principal amount of NZD700,000 (approximately HK\$3,080,000) for a repayment term of six (6) months, the Board is pleased to announce that on 25 November 2025 (after trading hours), the Lender entered into the Loan Agreement B with the Borrower B, the Mortgagor B and the Guarantor, pursuant to which the Lender agreed to provide the Borrower B the Loan Facility B in the principal amount of NZD759,000 (approximately HK\$3,340,000) for a repayment term of twelve (12) months.

## **THE LOAN FACILITY A**

Principal terms of the Loan Agreement A are set out as below:

Date:	26 August 2025
Lender:	EPI ESG Investment (New Zealand) Limited, an indirect wholly-owned New Zealand subsidiary of the Company
Borrower A and Mortgagor A:	Eastport Investments Limited
Guarantor:	Ms. Lin
Principal amount:	NZD700,000 (approximately HK\$3,080,000)
Interest rate:	8% per annum
Term:	Six (6) months with interest payment in monthly intervals
Maturity Date:	Six (6) months from the drawdown date
Collateral:	A first mortgage in respect of the Lands and Properties A located at 52 Savoy Road, Glen Eden, Auckland 0602, New Zealand
Guarantee:	The Guarantor executed the guarantee in favour of the Lender as one of the conditions precedent of the Loan Agreement A, pursuant to which the Guarantor as a separate and additional obligation unconditionally and irrevocably undertakes that if, for any reason, the Borrower A does not pay when due any guaranteed indebtedness, the Guarantor will pay such amount to the Lender, as a debt due upon demand

The Loan Facility A has been funded by internal resources of the Group.

## THE LOAN FACILITY B

Principal terms of the Loan Agreement B are set out as below:

Date:	25 November 2025 (after trading hours)
Lender:	EPI ESG Investment (New Zealand) Limited, an indirect wholly-owned New Zealand subsidiary of the Company
Borrower B and Mortgagor B:	Southport Limited
Guarantor:	Ms. Lin
Principal amount:	NZD759,000 (approximately HK\$3,340,000)
Interest rate:	8% per annum
Term:	Twelve (12) months with interest payment in monthly intervals
Drawdown Date:	Available for drawdown upon fulfilment of all conditions precedent as set out in the Loan Agreement B
Maturity Date:	Twelve (12) months from the drawdown date
Collateral:	A first mortgage in respect of the Lands and Properties B located at 46 Gloria Avenue, Te Atatu Peninsula, Auckland 0610, New Zealand
Guarantee:	The Guarantor shall execute the guarantee in favour of the Lender as one of the conditions precedent of the Loan Agreement B, pursuant to which the Guarantor as a separate and additional obligation unconditionally and irrevocably undertakes that if, for any reason, the Borrower B does not pay when due any guaranteed indebtedness, the Guarantor will pay such amount to the Lender, as a debt due upon demand

The Loan Facility B will be funded by internal resources of the Group.

## **INFORMATION OF THE BORROWERS, THE MORTGAGORS AND THE GUARANTOR**

The Borrower A (which is also the Mortgagor A) is a company incorporated in New Zealand with limited liability and is engaged in real estate development business and currently holds several properties, including the Lands and Properties A. The Borrower A is wholly owned by Ms. Lin, being the Guarantor.

The Borrower B (which is also the Mortgagor B) is a company incorporated in New Zealand with limited liability and is engaged in real estate investment and development business and currently holds two properties, including the Lands and Properties B. The Borrower B is wholly owned by Ms. Lin, being the Guarantor.

The Guarantor is an individual who is a merchant and the sole director and sole shareholder of each of the Borrowers.

The Borrower A is a new customer of the Lender and has no previous business relationship with the Lender prior to the entering into of the Loan Agreement A. The Lender was approached by the Borrower A through its business network.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Borrowers, the Mortgagors and the Guarantor are Independent Third Parties.

## **INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN FACILITIES**

The provision of the Loan Facility A is collateralised by the Lands and Properties A. The collateral provided by the Borrower A for the Loan Facility A is sufficient as the loan-to-value ratio of the mortgaged Lands and Properties A for the Loan Facility A is not more than 60% based on the latest capital value of the mortgaged Lands and Properties A for the Loan Facility A as set out in the valuation website of the Auckland Council.

The provision of the Loan Facility B is collateralised by the Lands and Properties B. The collateral provided by the Borrower B for the Loan Facility B is sufficient as the loan-to-value ratio of the mortgaged Lands and Properties B for the Loan Facility B is not more than 60% based on the latest market value of the mortgaged Lands and Properties B for the Loan Facility B as set out in the valuation report prepared by an independent valuer.

The provision of the Loan Facilities is made on the basis of the Lender's credit assessments on (i) the collateral and guarantee provided by the Borrowers and the Guarantor; (ii) the credit searches on the Borrowers and the Guarantor noting that the risks of default are low; and (iii) the financial positions of the Borrowers and the Guarantor concluding that the repayment abilities are high. After taking into account of the credit assessments as disclosed above and the relatively short-term nature of the Loan Facilities, the Company considers that the risks involved in the provision of the Loan Facilities to the Borrowers are relatively low.

## **REASON FOR AND BENEFITS OF THE PROVISION OF THE LOAN FACILITIES**

The Group is principally engaged in the businesses of petroleum exploration and production, solar energy, money lending and investment in securities.

The Lender is a licensed money lender registered under Financial Services Providers (FSP) (Entity) in New Zealand and is principally engaged in provision of financial services, being a creditor under a credit contract. The provision of the Loan Facilities is a transaction carried out as part of the ordinary and usual course of business of the Group.

As mentioned in the interim report of the Company for the six months ended 30 June 2025, the Group commenced its money lending business in New Zealand through the Lender during June 2025. The Group intends to develop a stable source of loan deals from its business network and expand the source of income from the money lending business. The Group aims to make loans that could be covered by sufficient collateral, preferably properties and assets with good quality, and to borrowers with good credit history. The target customer groups of the money lending business are individuals and corporate entities that have short-term funding needs for business purpose and could provide sufficient collateral for their borrowings.

As such, the Directors consider that the provision of the Loan Facilities by the Lender is in line with the Company's plan to generate a stable income and in the ordinary and usual course of the Group's money lending business. The terms of the Loan Agreements were arrived at by the parties after arm's length negotiations with reference to the prevailing commercial practices.

Having considered the results of due diligence on the financial background of the Borrowers, the Mortgagors and the Guarantor, the collateral provided by the Borrowers, the Mortgagors and the Guarantor, and the interest income to be received by the Group, the Directors consider that the terms of the Loan Agreements are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rules 14.22 and 14.23 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all completed with same party or with parties connected or otherwise associated with one another within a 12-month period or were otherwise related. Given that the Borrowers are fellow subsidiaries under the common control of the same ultimate shareholder, the transactions above were aggregated in the calculation of the relevant percentage ratios to determine the classification of the transactions under the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the provision of the Loan Facility A and the Loan Facility B in aggregate exceeds 5% but is less than 25%, the provision of the Loan Facilities constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“Board”	the board of Directors
“Borrower A” or “Mortgagor A”	Eastport Investments Limited, a company incorporated in New Zealand with limited liability, is the borrower and mortgagor under the Loan Agreement A, being an Independent Third Party
“Borrower B” or “Mortgagor B”	Southport Limited, a company incorporated in New Zealand with limited liability, is the borrower and mortgagor under the Loan Agreement B, being an Independent Third Party
“Borrowers” or “Mortgagors”	the Borrower A and the Borrower B
“Company”	EPI (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 689)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Ms. Man Lin (“ <b>Ms. Lin</b> ”), the guarantor under the Loan Agreements, being an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party(ies)”	third party(ies) who is/are independent of the Company and its connected person(s)
“Lands and Properties A”	the lands and properties located at 52 Savoy Road, Glen Eden, Auckland 0602, New Zealand
“Lands and Properties B”	the lands and properties located at 46 Gloria Avenue, Te Atatu Peninsula, Auckland 0610, New Zealand
“Lender”	EPI ESG Investment (New Zealand) Limited, a company incorporated in New Zealand with limited liability and an indirect wholly-owned subsidiary of the Company, registered under Financial Services Providers (FSP) (Entity) in New Zealand as a licensed money lender
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement A”	a term loan agreement dated 26 August 2025 entered into among the Lender, the Borrower A, the Mortgagor A and the Guarantor in respect of the Loan Facility A
“Loan Agreement B”	a term loan agreement dated 25 November 2025 entered into among the Lender, the Borrower B, the Mortgagor B and the Guarantor in respect of the Loan Facility B
“Loan Agreements”	the Loan Agreement A and the Loan Agreement B
“Loan Facilities”	the Loan Facility A and the Loan Facility B
“Loan Facility A”	a loan facility in the principal amount of NZD700,000 (approximately HK\$3,080,000) provided by the Lender to the Borrower A pursuant to the Loan Agreement A
“Loan Facility B”	a loan facility in the principal amount of NZD759,000 (approximately HK\$3,340,000) provided by the Lender to the Borrower B pursuant to the Loan Agreement B
“NZD”	New Zealand Dollars, the lawful currency of New Zealand
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“%” per cent.

*For the purpose of this announcement, unless otherwise indicated, the exchange rate of NZD1.00 =HK\$4.40 has been used, where applicable, for the purpose of illustration only.*

By Order of the Board  
**EPI (Holdings) Limited**  
**Chan Shui Yuen**  
*Executive Director*

Hong Kong, 25 November 2025

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Chan Shui Yuen, Mr. Bai Zhifeng and Mr. Wang Jinglu; and three independent Non-executive Directors, namely Mr. Pun Chi Ping, Mr. Khoo Wun Fat, William and Ms. Jiao Jie.*