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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of EPI (Holdings) Limited (the “Company”) will be held at Zenith & Applause Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 June 2016 at 10:00 a.m. for the purpose of considering and, if though fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2015.
2. To approve the re-election of Mr. Ho King Fung, Eric as a non-executive Director, the terms of his appointment are set out in the Company’s circular to which this notice forms part (the “**Circular**”).
3. To approve the re-election of Mr. Tse Kwok Fai, Sammy as an executive Director, the terms of his appointment are set out in the Circular.
4. To approve the re-election of Mr. Chan Chi Hung, Anthony as an executive Director, the terms of his appointment are set out in the Circular.
5. To approve the re-election of Mr. Zou Feng as an executive Director, the terms of his appointment are set out in the Circular.
6. To approve the re-election of Mr. Phen Chun Shing Vincent as an non-executive Director, the terms of his appointment are set out in the Circular.
7. To approve the re-election of Mr. Qian Zhi Hui as an independent non-executive Director, the terms of his appointment are set out in the Circular.
8. To approve the re-election of Mr. Teoh Chun Ming as an independent non-executive Director, the terms of his appointment are set out in the Circular.
9. To approve the re-election of Mr. Zhu Tiansheng as an independent non-executive Director, the terms of his appointment are set out in the Circular.

* for identification purposes only

10. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2016 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.
11. To consider and re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.
12. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (to be defined in paragraph (d) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (to be defined in paragraph (d) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the number of issued shares of the Company as at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution), and the said approval shall be limited accordingly; and
 - (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

13. “**THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

14. “**THAT:**

conditional upon the passing of the ordinary resolutions numbered 12 and 13 in the notice convening the annual general meeting of the Company, the general mandate granted to the Directors in resolution numbered 12 and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by addition thereto of the number of shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such amount of shares, provided that such amount shall not exceed 10% of the issued shares of the Company as at the date of this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution).”

15. “**THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company which may fall to be allotted and issued pursuant to the exercise of options granted under the proposed share option scheme of the Company (the “**New Share Option Scheme**”) (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for identification purpose),

- (a) the rules of the New Share Option Scheme be and are hereby approved and the directors of the Company be authorised to grant options to subscribe for shares of the Company and to allot and issue shares of the Company pursuant to the exercise of any such options, in both cases, in accordance with the rules of the New Share Option Scheme, provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted pursuant to the authority granted hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed and that directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary and expedient in order to give effect to the Share Option Scheme; and
- (b) the existing share option scheme of the Company which was adopted by the shareholders of the Company on 6 November 2006 be terminated with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect.”

SPECIAL RESOLUTION

16. “**THAT** the new bye-laws of the Company in the form of the document marked “B” and produced to this meeting and for the purpose of identification initialed by the chairman of this meeting, a copy of which is set out in Appendix II to the circular of the Company dated 19 May 2016 be and are hereby approved and adopted as the bye-laws of the Company in place of all the existing bye-laws of the Company with immediate effect.”

Yours faithfully
For and on behalf of the Board
EPI (Holdings) Limited
Tse Kwok Fai, Sammy
Executive Director & CEO

Hong Kong, 19 May 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
Room 1108–09, 11/F
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so wish.
4. In order to determine the holders of the shares who are entitled to attend the AGM, the Company register of members will be closed from 20 June 2016 to 22 June 2016, both days inclusive, during which period no transfer of shares will be effected. Holders of shares who wish to attend the AGM must deposit the share certificates together with the transfer documents at the Company branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen Road East, Hong Kong, at or before 4:30 p.m. on 17 June 2016.

As at the date of this notice, the Board comprises:

Non-executive Chairman:

Mr. Ho King Fung, Eric

Executive Directors:

Mr. Tse Kwok Fai, Sammy (*Chief Executive Officer*)

Mr. Chan Chi Hung, Anthony

Mr. Zou Feng

Non-executive Director:

Mr. Pheng Chun Shing Vincent

Independent non-executive Directors:

Mr. Qian Zhi Hui

Mr. Teoh Chun Ming

Mr. Zhu Tiansheng