

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of EPI (Holdings) Limited (the “Company”) will be held at Room 3203, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 18 December 2009 at 10:30 a.m., Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) **“THAT,**

- (a) the sale and purchase agreement dated 19 November 2009 (“**Sale and Purchase Agreement**”), a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”, made between EPI Metals Limited as vendor (“**Vendor**”), Mr Wang Guang Xhao as the purchaser’s guarantor and Jolly Links Limited as purchaser (“**Purchaser**”) pursuant to which the Vendor agreed to sell and the Purchaser agreed to acquire the entire issued share capital of and shareholder’s loans due by Big Base Enterprises Limited from the Vendor at a consideration of HK\$5,670,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company (“**Board**”) be and is hereby authorised to do all such acts and things and sign all documents as it consider necessary or expedient or desirable in connection with or to give effect to the Sale and Purchase Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as is, in the opinion of the Board, in the interest of the Company.”

(2) **“THAT,**

- (a) the equity transfer agreement dated 19 November 2009 (“**Equity Transfer Agreement**”), a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “B”, made between EPI Metals Limited as vendor (“**Vendor**”), Mr Wang Guang Xhao as the purchaser’s guarantor and Jolly Links Limited as purchaser (“**Purchaser**”) pursuant to which the Vendor agreed to sell and the Purchaser agreed

to acquire 51% of the equity interest in Qingyuan JCCL EPI Copper Limited at a consideration of HK\$32,130,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the Board be and is hereby authorised to do all such acts and things and sign all documents as it consider necessary or expedient or desirable in connection with or to give effect to the Equity Transfer Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as is, in the opinion of the Board, in the interest of the Company.”

By Order of the Board,
EPI (Holdings) Limited
Wong Chi Wing, Joseph
Chairman

Hong Kong, 3 December 2009

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

Principal Place of Business in Hong Kong:
Room 6303, 63/F,
Central Plaza
18 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 registrars in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's 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.

As at the date of this notice, the Board comprises of two executive Directors, namely Mr. Wong Chi Wing, Joseph and Mr. Chu Kwok Chi, Robert, one non-executive Director, namely, Mr. Leung Hon Chuen and three independent non-executive Directors, namely, Mr. Zhu Tiansheng, Mr. Qian Zhi Hui and Mr. Poon Kwok Shin, Edmond.

* *for identification purpose only*