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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of EPI (Holdings) Limited (the “Company”) will be held at Prestige & Leadership Meeting Room, Regus Business Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 7 April 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

**ORDINARY RESOLUTION**

**“THAT:**

the issue of up to 1,200,000,000 new shares of HK\$0.10 each in the share capital of the Company at a price not less than HK\$0.22 per share pursuant to the placing agreement dated 11 March 2014 between EPI Holdings Limited and Convoy Investment Services Limited (the “Placing Agreement”), a copy of which is initialled marked “A” having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved, and the board of directors be and is hereby authorised to do all such things and take all other steps which, in the opinion of the Board, may be necessary or desirable in connection with the issue of new shares and the implementation of the Placing Agreement, including any amendment thereto other than as to the maximum number of shares or the price at which the shares may be issued.”

By order of the Board  
**EPI (Holdings) Limited**  
**Tse Kwok Fai, Sammy**  
*Executive Director & Chief Executive Officer*

Hong Kong, 20 March 2014

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) A member may appoint more than one proxy on the same occasion. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

\* *for identification purpose only*

- (3) A form of proxy for use in connection with the SGM is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at #26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect of thereof.
- # The address of Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014.

*As at the date of this notice, 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.*