
IMPORTANT 重要提示

務請注意：股份已由二零一五年五月十五日(星期五)起按除權基準買賣，即股份將於公開發售之條件未達成前開始買賣。在公開發售之所有條件達成日期(預期為二零一五年六月十二日(星期五)下午五時正)前買賣股份之任何股東或其他人士須承擔公開發售不能成為無條件或不進行之風險。擬於該段期間買賣股份之任何股東或其他人士如對其狀況有任何疑問，應徵詢其專業顧問。

APPLICATION FORM
申請表格

Remittance enclosed
隨附股款
HK\$
港元

* for identification purpose only
* 僅供識別



EPI (Holdings) Limited

長盈集團(控股)有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock Code: 689)
(股份代號: 689)

To: EPI (Holdings) Limited
致: 長盈集團(控股)有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.50 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Offering Circular dated 26 May 2015 and this Application Form and subject to the memorandum of association and the bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send certificates in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人／吾等為本申請表格所列之合資格股東，現申請認購乙欄(或，倘若僅填妥丁欄，則指丁欄)指定之發售股份數目，並附上按每股發售股份0.50港元之價格計算須於申請時繳足之全數股款**。本人／吾等謹此根據二零一五年五月二十六日刊發之發售通函及本申請表格所載之條款及條件，以及貴公司之組織章程大綱及公司細則，接納及承諾接納有關數目之發售股份，而本人／吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人／吾等授權貴公司將本人／吾等之姓名列入貴公司之股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並請貴公司將有關證書按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholders must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date _____ 2015

日期: 二零一五年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目 (即丁欄或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total specified in Box C) 股款總額(即丁欄或(如未有填妥) 丙欄所列明之總額)	Name of bank on which cheque/ banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "EPI (Holdings) Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「EPI (Holdings) Limited — Open Offer Account」為抬頭人劃線開出(詳情請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數接納。倘上述各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收股款所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。該等股款不會獲發收據。

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CONDITIONS

1. No Non-qualifying Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name(s) of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Offering Circular.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/they to be registered as the holders of the Offer Shares which he/she/they has/have applied for subject to the memorandum of association and the bye-laws of the Company.
5. Completion and return of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form is liable to be rejected, and in that event the relevant entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Offering Circular or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Offering Circular).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.50). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of the Application Form, your application is liable to be rejected.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Tuesday, 9 June 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "**EPI (Holdings) Limited — Open Offer Account**" and crossed "**Account Payee Only**" for application for Offer Shares. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Tuesday, 9 June 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Wednesday, 17 June 2015 at your own risk. You will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

RESCISSION AND TERMINATION OF THE UNDERWRITING AGREEMENT

Shareholders should note that, if, prior to the Latest Time For Termination:

- (i) any material breach of any warranties or the undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriters, or there has been a material breach on the part of the Company of any other provision of the Underwriting Agreement; or
- (ii) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer after the signing of the Underwriting Agreement; or
- (iii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (iv) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole which is material in the context of the Open Offer; or
- (v) any event or circumstances in the nature of force majeure including but without limitation any act of God, war, riot, public disorder, civil commotion, fire, flood, terrorism or strike occurred after the signing of the Underwriting Agreement in or affecting Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (vi) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which is or might be material to the Group taken as a whole; or
- (vii) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Share generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (viii) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group); or
- (ix) any statement contained in the Offering Circular has become and been discovered to be untrue, incorrect, incomplete or misleading in any material aspect, or matters have arisen or have been discovered which would, if the Offering Circular was to be issued at the time, constitute a material omissions therefrom,

the effect of which events and circumstances referred to above, individually or in aggregate (in the reasonable opinion of the Underwriters after consultation with the Company):

- (a) is or would be reasonably likely to be materially adverse to, or prejudicially affects or would be reasonably likely to prejudicially affect, the Group as a whole or the success of the Open Offer; or
- (b) makes it inadvisable or inexpedient to proceed with the Open Offer,

the Underwriters will be entitled, by notice in writing to the Company served prior to the Latest Time For Termination, to terminate the Underwriting Agreement.

Any such notice shall be served by any of the Underwriters to the Company prior to the Latest Time For Termination. Upon termination or rescission of the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when allotted, fully paid and issued) will rank *pari passu* in all respects with the Shares then in issue. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the close of business on the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares are expected to be posted on or around Wednesday, 17 June 2015 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares by ordinary post at their own risks. Refund cheques in respect of the Offer Shares if the Open Offer is terminated are expected to be posted on or around Wednesday, 17 June 2015 by ordinary post to the applicants at their own risks.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

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(於百慕達註冊成立之有限公司)
(股份代號: 689)

條件

1. 不合資格股東不得申請認購任何發售股份。
2. 概不會就已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份之股票將以平郵方式按表格所列地址寄予承配人(或倘屬聯名承配人，則寄予排名首位之承配人)，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳登捷時有限公司或其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據發售通函所述安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 填妥及交回本申請表格連同本表格所涉發售股份股款的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶即獲兌現的保證。所有的支票或銀行本票在收到後都會過戶作兌現，而所有在有關的金錢上得到的利息(如有)都歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格可能不獲受理，而在此情況下，發售股份的相關配額及一切有關權利將視為已遭拒絕而將予取消。
6. 本申請表格僅供本申請表格指明之人士使用，而其中申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，可接納或拒絕任何不符合本文件所載申請手續之發售股份認購申請。
8. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到發售通函或本申請表格之人士，概不得視為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法律及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有有關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，特此說明，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實(詳情見發售通函「董事會函件」內所載「公開發售之條件」一節)。
10. 如本申請表格的英文版和中文版之間有差異，概以英文版為準。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.50港元計算)。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列確切數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。倘 閣下申請超過申請表格乙欄所載 閣下獲保證配發之發售股份數目，則 閣下之申請可能不獲受理。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並最遲於二零一五年六月九日(星期二)下午四時正前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。申請認購發售股份之所有股款須以港元繳付，支票須由香港之持牌銀行賬戶開出，或銀行本票則須由香港之持牌銀行發出，以「EPI (Holdings) Limited — Open Offer Account」為抬頭人並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一五年六月九日(星期二)下午四時正前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期有關發售股份之股票將於二零一五年六月十七日(星期三)或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部獲配發及發行之繳足股款發售股份獲發一張股票。

撤銷及終止包銷協議

股東謹請注意，倘於最後終止時限前：

- (i) 包銷商得悉包銷協議所載任何保證或承諾遭嚴重違反，或本公司嚴重違反包銷協議任何其他條文；或
 - (ii) 於簽訂包銷協議後頒佈任何新法規或任何現行法例或法規(或其司法詮釋)有變，並將對本集團之整體業務或財務或經營狀況或前景構成重大不利影響，或對公開發售而言屬重大不利之影響；或
 - (iii) 發生屬政治、軍事、財務、經濟或其他性質，或性質為任何本地、國家或國際敵對行為或武裝衝突爆發或有關事態升級，或影響本地證券市場之任何本地、國家或國際事件或變動(不論是否構成於包銷協議簽訂後發生或於包銷協議簽訂後持續之一連串事件或變動之部分)，並將對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
 - (iv) 於簽訂包銷協議後，本集團之整體業務或財務或經營狀況出現任何對公開發售而言屬重要之重大不利變動；或
 - (v) 於簽訂包銷協議後，香港、中國或與本集團或本集團任何成員公司有關之其他司法權區發生或出現影響該等地區並屬不可抗力性質之任何事件或情況，包括但不限於任何天災、戰爭、暴動、擾亂公共秩序、內亂、火災、水災、恐怖主義活動或罷工，並將對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
 - (vi) 任何第三方於簽訂包銷協議後向本集團任何成員公司提出足以或可能對本集團整體而言構成重大影響之任何訴訟或索償；或
 - (vii) 基於特殊金融情況或其他原因而全面禁止、暫停或嚴格限制股份在聯交所之一般買賣；或
 - (viii) 市況出現任何重大不利變動(包括但不限於香港、中國或與本集團或本集團任何成員公司有關之其他司法權區之財政或貨幣政策或外匯或貨幣市場變動、證券買賣被暫停或受到限制或對上述地區實施經濟制裁)；或
 - (ix) 發售通函所載任何陳述於任何重大方面成為及被發現屬失實、不正確、不完整或有所誤導，或已發生或被發現任何事宜，而發售通函若於當時刊發將構成重大遺漏，而包銷商在諮詢本公司後合理認為上述事件及情況之影響個別或共同：
- (a) 對本集團整體或公開發售的成功屬或合理地可能屬重大不利，或已經或合理地可能產生負面影響；或
 - (b) 令繼續進行公開發售為不宜或不智，
- 則包銷商有權於最後終止時限前向本公司發出書面通知以終止包銷協議。
- 任何有關通知須由包銷商於最後終止時間前向本公司發出。終止或廢除包銷協議後，公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息(如有)將全部撥歸本公司所有。填妥及遞交本申請表格及附上支付接納之發售股份的支票或銀行本票即構成 閣下對支票或銀行本票在第一次過戶即獲兌現的保證。凡隨附之支票或銀行本票於第一次過戶時未能兌現，則任何接納可遭拒絕受理，而在此情況下，保證配額及一切有關權利將視為已遭拒絕而將予取消。

發售股份之地位

發售股份(於配發、繳足股款及發行後)將在各方面與當時之已發行股份享有同等地位。發售股份之持有人將有權收取於配發及發行發售股份當日營業時間結束時或之後所宣派、作出或派付之所有日後股息及分派。

股票

待公開發售條件獲達成後，除包銷協議另有訂明者外，繳足股款發售股份之股票預期將於二零一五年六月十七日(星期三)或相近日子，以平郵方式寄發予已申請及接納發售股份並支付股款之合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止，發售股份之退款支票預期將於二零一五年六月十七日(星期三)或相近日子，以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理申請表格及收取發售股份之有關股票之最終憑證。本申請表格及據此接納發售股份應受香港法例監管，並根據香港法例詮釋。

* 僅供識別