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Always Profit Development Limited

*(Incorporated in the British Virgin Islands with
limited liability)*



EPI (Holdings) Limited

*(Incorporated in Bermuda with limited liability)
(Stock code: 0689)*

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL CASH OFFERS
BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED
FOR AND ON BEHALF OF ALWAYS PROFIT DEVELOPMENT LIMITED
TO ACQUIRE ALL OF THE OUTSTANDING SHARES
IN THE ISSUED CAPITAL OF
EPI (HOLDINGS) LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE
ACQUIRED BY ALWAYS PROFIT DEVELOPMENT LIMITED AND
THE PARTIES ACTING IN CONCERT WITH IT)
AND
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF
EPI (HOLDINGS) LIMITED**

Financial adviser to the Offeror



Financial adviser to EPI (Holdings) Limited



INTRODUCTION

The Offeror and EPI jointly announce that GTJA Securities will, for and on behalf of the Offeror, make voluntary conditional cash offers (i) to acquire all of the Shares in the entire issued share capital of EPI (other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it); and (ii) to cancel all the outstanding Options at appropriate prices in compliance with Rule 13 of the Takeovers Code.

THE OFFERS

The Share Offer

GTJA Securities will, for and on behalf of the Offeror, make a voluntary conditional cash offer to acquire all of the outstanding Shares in the entire issued share capital of EPI (other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) on the following terms:

For each Offer Share HK\$0.145 in cash

The Share Offer will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching to them as at the Closing Date or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the Closing Date.

The Share Offer Price of HK\$0.145 per Offer Share is equivalent to the closing price per Offer Share as quoted on the Stock Exchange on the Last Trading Date.

The Option Offer

GTJA Securities will, for and on behalf of the Offeror, make an appropriate offer to the Optionholders in accordance with Rule 13 of the Takeovers Code to cancel all the outstanding Options. As the exercise price payable for the underlying Shares on exercise of the Options is above the Share Offer Price, GTJA Securities will, for and on behalf of the Offeror, make a nominal cash offer, namely HK\$0.01 for each Option, for the cancellation of such Options.

The Optionholders will be entitled to exercise the Options for which the Option Offer is not accepted within one month from the Unconditional Date, after which the Options will lapse.

VALUE OF THE OFFERS

As at the date of this announcement, there are 4,367,121,822 Shares in issue. On the basis of the Share Offer Price of HK\$0.145 per Offer Share and assuming that no outstanding Options are exercised prior to the Closing Date, the entire issued share capital of EPI is valued at approximately HK\$633,232,664. As 809,658,000 Shares are held by the Offeror and the parties acting in concert with it, the Share Offer is valued at approximately HK\$515,832,254 based on the Share Offer Price and 3,557,463,822 Offer Shares. After taking into account the Irrevocable Undertaking given by each of the Covenantors as mentioned in the paragraph headed “Irrevocable Undertaking” in this announcement, pursuant to which City Smart and City Wise have irrevocably undertaken not to accept the Share Offer in respect of the Relevant Shares (i.e. 437,129,850 Shares in aggregate), the Share Offer is valued at HK\$452,448,426 based on the Share Offer Price and 3,120,333,972 Offer Shares.

As at the date of this announcement, there are a total of 10,556,460 Options outstanding carrying rights to subscribe for, pursuant to the Share Option Scheme, an aggregate of 10,556,460 Shares at an exercise price of HK\$1.3277 per Share.

Assuming none of the outstanding Options is exercised prior to the Closing Date, the total amount required to satisfy the cancellation of all the outstanding Options under the Option Offer is HK\$105,565.

Based on the above and assuming that no outstanding Options is exercised prior to the Closing Date, the Offers are valued at approximately HK\$515,937,819 in aggregate (on the basis of 3,557,463,822 Offer Shares) and at approximately HK\$452,553,991 in aggregate (on the basis of 3,120,333,972 Offer Shares and taking into account the Share Offer that will not be accepted in respect of the Relevant Shares pursuant to the Irrevocable Undertaking). Assuming all the outstanding Options are exercised in full by the Optionholders prior to the Closing Date, the maximum value of the Share Offer is approximately HK\$517,362,941 (on the basis of 3,568,020,282 Offer Shares) and approximately HK\$453,979,113 (on the basis of 3,130,890,432 Offer Shares and taking into account the Share Offer that will not be accepted in respect of the Relevant Shares pursuant to the Irrevocable Undertaking). In that case, no amount will be payable by the Offeror under the Option Offer.

CONDITIONS TO THE SHARE OFFER

The Share Offer is conditional on the satisfaction or waiver of the following conditions:

- (i) valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Offer Shares which, together with those Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights in EPI on a fully-diluted basis (after taking into account the new Shares that will be issued upon the exercise in full of the subscription rights attached to all outstanding Options) as at the Closing Date;
- (ii) the Shares remaining listed and traded on the Stock Exchange up to the Closing Date (or, if earlier, the Unconditional Date) save for any temporary suspension(s) of trading in the Shares pending issuance of any announcement(s) in relation to any inside information of the Company (if any) as a result of the Offers and no indication being received on or before the Closing Date (or, if earlier, the Unconditional Date) from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn, other than as a result of either of the Offers or anything done or caused by or on behalf of the Offeror or any party acting in concert with it;

- (iii) (a) all Consents as are necessary for the consummation of the transactions contemplated in the Offers and in connection with, including, without limitation, any change in the direct or indirect shareholder(s) or ultimate controlling shareholder(s) of any member of the EPI Group that has been granted the Consents to carry out its operations having been obtained and remaining in full force and effect without material variation from any Relevant Authority(ies) and all conditions (if any) to such Consents having been fulfilled, (b) each member of the EPI Group possessing or having obtained all Consents from the Relevant Authority(ies) that are necessary to carry on its business and (c) all mandatory Consents from third parties having been obtained for the acquisition of the Offer Shares and/or Options under the Offers;
- (iv) no event having occurred which would make the Offers or the acquisition of any of the Offer Shares and/or cancellation of the Options under the Offers void, unenforceable or illegal or prohibit the implementation of the Offers;
- (v) no Relevant Authority(ies) in any jurisdiction having taken or instigated any action, proceeding, suit, investigation or enquiry, or enacted or made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order that would make the Offers or the acquisition of any of the Offer Shares and/or Options under the Offers void, unenforceable or illegal or prohibit the implementation of, or which would impose any material conditions, limitations or obligations with respect to the Offers (other than such items or events as would not have a material adverse effect on the legal ability of the Offeror to proceed with or consummate the Offers);
- (vi) since the date of the last audited consolidated financial statements of EPI, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or to cause a material adverse change in, the general affairs, management, financial position, business, prospects, conditions (whether financial, operational, legal or otherwise), earnings, solvency, current or future consolidated financial position, shareholders' equity or results of operations of the EPI Group as a whole, whether or not arising in the ordinary course of business;
- (vii) no dividend or other distribution (whether in cash or in kind) during the Offer Period having been declared, made or paid by EPI to the Shareholders; and
- (viii) there having been no frustrating action taken by EPI or any member of the EPI Group since the date of this announcement, unless with the consent of the Offeror.

The Offeror reserves the right to waive, in whole or in part, all or any of the Conditions either generally or in respect of any particular matter save that Conditions (i) and (ii) cannot be waived. If any of the Conditions is not satisfied or (where applicable) waived on or before 31 December 2016, the Share Offer will lapse. As at the date of this announcement, based on the information currently available to the Offeror and EPI, the Offeror and EPI understand that no Consent is required for the consummation of the Offers.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror should not invoke any of the Conditions (other than Condition (i)) so as to cause the Offers to lapse unless the circumstances which give rise to the right to invoke any such Condition are of material significance to the Offeror in the context of the Offers.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Share Offer becomes unconditional as to acceptances and when the Offers become unconditional in all respects. The Offers must also remain open for acceptance for at least fourteen (14) days after the Offers become unconditional in all respects.

CONDITION TO THE OPTION OFFER

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

WARNING: Shareholders, Optionholders and/or potential investors of EPI should note that the Share Offer is subject to the satisfaction or waiver (where applicable) of the Conditions, and the Option Offer is subject to, and conditional upon, the Share Offer becoming or being declared unconditional in all respects. Accordingly, the Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of EPI should therefore exercise caution when dealing in the securities of EPI (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

IRREVOCABLE UNDERTAKING

As at the date of this announcement, Mr. Wu is interested in a total of 437,129,850 Relevant Shares (representing approximately 10.01% of the existing issued share capital of EPI), of which 391,174,730 Shares are held by City Wise and 45,955,120 Shares are held by City Smart (both companies are wholly owned by Mr. Wu). On 4 August 2016, the Covenantors (i.e. City Wise, City Smart and Mr. Wu) executed the Irrevocable Undertaking in favour of the Offeror, pursuant to which (i) each of City Smart and City Wise has irrevocably undertaken to the Offeror that it will not accept the Share Offer in respect of the Relevant Shares; and (ii) Mr. Wu has irrevocably undertaken to procure the performance of the obligations of City Smart and City Wise as mentioned above.

INTENTIONS OF THE OFFEROR IN RELATION TO THE EPI GROUP

Following completion of the Offers, the Offeror will review the businesses of the EPI Group to consider and determine what changes, if any, would be necessary, appropriate or desirable, long term and short term, in order to best organise and optimise the businesses and operations of the EPI Group.

The Offeror intends that the EPI Group will continue to operate its business in substantially its current state. However, the Offeror reserves the right to make any changes that it deems necessary or appropriate to the EPI Group's businesses and operations to increase the value of the EPI Group.

MAINTAINING THE LISTING STATUS OF EPI

The Offeror does not intend to avail itself of any powers of compulsory acquisition in respect of EPI. The Offeror will, together with EPI, use reasonable endeavours to maintain the listing status of the Shares on the Stock Exchange and procure that not less than 25% of the entire issued share capital in EPI be held by the public in compliance with the Listing Rules. The sole director of the Offeror and the Directors will jointly and severally undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that such number of Shares as may be required by the Stock Exchange are held by the public within the prescribed time frame.

According to the Listing Rules, if, upon the close of the Offers, less than the minimum prescribed percentage applicable to EPI, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange may exercise its discretion to suspend trading in the Shares.

CONFIRMATION OF FINANCIAL RESOURCES

The Offeror intends to finance the consideration payable by the Offeror under the Offers by the credit facility provided by GTJA Securities. For the purpose of making the Offers, GTJA Securities has granted the Offeror a credit facility in the amount of HK\$460 million, which is to be used to finance the cash required for the Offers in full.

GTJA Capital, as the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration in respect of full acceptance of the Offers.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, which comprises all the non-executive Directors, namely Mr. Ho King Fung, Eric and Mr. Pheng Chun Shing Vincent; and all the independent non-executive Directors, namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng, has been established to make a recommendation to the Independent Shareholders as to whether the Share Offer is, or is not, fair and reasonable and as to its acceptance and to the Optionholders as to its views on the Option Offer.

An Independent Financial Adviser will be appointed (with the approval of the Independent Board Committee) to advise the Independent Board Committee in connection with the Offers. An announcement will be made by EPI as soon as possible after the Independent Financial Adviser has been appointed.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and EPI to combine the Offer Document with the Response Document in the Composite Document. The Composite Document containing, among other things, details of the Offers (including the expected timetable in relation to the Offers), a letter from the Independent Board Committee and a letter from the Independent Financial Adviser in relation to the Offers, together with the relevant forms of acceptance and transfer, will be despatched to the Independent Shareholders and the Optionholders as soon as practicable and in compliance with the requirements of the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Independent Shareholders and the Optionholders within 21 days from the date of this announcement. As the Interim Result is expected to be announced by EPI in late August 2016 and EPI intends to include the Interim Result in the Composite Document so as to allow the Independent Shareholders and the Optionholders to make an informed decision with respect to the Offers, additional time is required for the preparation of the Composite Document. The Offeror and EPI will apply to the Executive for an extension of time for despatch of the Composite Document. Further announcement(s) will be made by the Offeror and EPI in this regard as and when appropriate.

INTRODUCTION

The Offeror and EPI jointly announce that GTJA Securities will, for and on behalf of the Offeror, make voluntary conditional cash offers (i) to acquire all of the Shares in the entire issued share capital of EPI (other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it); and (ii) to cancel all the outstanding Options at appropriate prices in compliance with Rule 13 of the Takeovers Code.

As at the date of this announcement, there are 4,367,121,822 Shares in issue. The shareholding structure of EPI as at the date of this announcement is as follows:

	<i>Number of Shares</i>	<i>Approximate percentage of shareholding (%)</i>
The Offeror and parties acting in concert with it (<i>Note 1</i>)	809,658,000	18.54
City Wise (<i>Note 2</i>)	391,174,730	8.96
City Smart (<i>Note 2</i>)	45,955,120	1.05
Tse Kwok Fai Sammy (<i>Note 3</i>)	330,000	0.01
Public Shareholders	<u>3,120,003,972</u>	<u>71.44</u>
Total	<u>4,367,121,822</u>	<u>100.00</u>

Notes:

1. These Shares comprise 702,000,000 Shares held by the Offeror and 107,658,000 Shares held by Prestige Rich (both companies are wholly owned by Mr. Zhang).
2. Both City Wise and City Smart are wholly owned by Mr. Wu.
3. Mr. Tse Kwok Fai Sammy is an executive Director and chief executive officer of EPI.

As at the date of this announcement, there are outstanding Options granted under the Share Option Scheme carrying rights to subscribe for 10,556,460 new Shares at the exercise price of HK\$1.3277 per Share during the period from 25 February 2014 to 24 November 2016. The Offeror and the parties acting in concert with it do not hold any Options. On 22 June 2016, a new share option scheme was approved and adopted by EPI. As at the date of this announcement, no share option has been granted by EPI pursuant to such new share option scheme.

Save as disclosed herein, EPI has no other outstanding Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into Shares or other types of equity interest in EPI.

THE OFFERS

The Share Offer

GTJA Securities will, for and on behalf of the Offeror, make a voluntary conditional cash offer to acquire all of the Shares in the entire issued share capital of EPI (other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) on the following terms:

Consideration of the Share Offer

For each Offer Share HK\$0.145 in cash

The Share Offer will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching to them as at the Closing Date or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the Closing Date.

Comparisons of value

The Share Offer Price of HK\$0.145 per Offer Share represents:

- (i) the closing price of HK\$0.14500 per Share as quoted on the Stock Exchange on 3 August 2016, being the Last Trading Date;
- (ii) a premium of approximately 0.97% over the average closing price of approximately HK\$0.14360 per Share for the last 5 consecutive trading days immediately prior to and including the Last Trading Date;

- (iii) a premium of approximately 0.83% over the average closing price of approximately HK\$0.14380 per Share for the last 10 consecutive trading days immediately prior to and including the Last Trading Date;
- (iv) a premium of approximately 0.90% over the average closing price of approximately HK\$0.14370 per Share for the last 20 consecutive trading days immediately prior to and including the Last Trading Date;
- (v) a premium of approximately 0.83% over the average closing price of approximately HK\$0.14380 per Share for the last 30 consecutive trading days immediately prior to and including the Last Trading Date; and
- (vi) a discount of approximately 1.66% to the average closing price of approximately HK\$0.14745 per Share for the last 60 consecutive trading days immediately prior to and including the Last Trading Date.

Highest and lowest Share prices

During the six-month period preceding the Last Trading Date and including the Last Trading Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.239 on 29 February 2016 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.137 on 6 June 2016.

The Option Offer

GTJA Securities will, for and on behalf of the Offeror, make an appropriate offer to the Optionholders in accordance with Rule 13 of the Takeovers Code to cancel all the outstanding Options. As the exercise price payable for the underlying Shares on exercise of the Options is above the Share Offer Price, GTJA Securities will, for and on behalf of the Offeror, make a nominal cash offer, namely HK\$0.01 for each Option, for the cancellation of such Options.

Following acceptance of the Option Offer, the relevant Options together with all rights attaching thereto will be entirely cancelled and renounced.

The Optionholders will be entitled to exercise the Options within one month from the Unconditional Date, after which the Options will lapse.

Holdings of Shares and Options by the Offeror and the parties acting in concert with it

As at the date of this announcement, Mr. Zhang, through the Offeror and Prestige Rich (both are wholly-owned by Mr. Zhang), holds an aggregate of 809,658,000 Shares, representing approximately 18.54% of the existing issued share capital of EPI.

GTJA Capital, being the financial adviser to the Offeror, together with the entities controlling, controlled by or under the same control as GTJA Capital (collectively the “GTJA Group”) are presumed to be parties acting in concert with the Offeror. As at the date of this announcement, neither GTJA Securities nor GTJA Capital is a beneficial owner or registered holder of any Shares.

Save as disclosed herein, the Offeror and the parties acting in concert with it do not hold, control or have direction over any other Shares nor have, control or have direction over any other interests in the issued share capital or voting rights of EPI.

As at the date of this announcement, the Offeror and the parties acting in concert with it do not hold any Options nor have, control or have direction over any outstanding options, derivatives, warrants or securities which are convertible into or exchangeable for securities of EPI.

Dealings in securities in EPI

The Offeror and the parties acting in concert with it have not dealt in the Shares, convertible securities, warrants, options or derivatives of EPI during the six-month period immediately prior to the date of this announcement.

Settlement of consideration

Provided that the Offers have become, or have been declared, unconditional in all respects, settlement of the consideration in respect of acceptances of the Offers will be made as soon as possible but in any event within seven (7) Business Days of (i) the date of receipt of duly completed and valid acceptances in respect of the Offers or (ii) the Unconditional Date, whichever is later.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder or an Optionholder (as the case may be) who accepts the Share Offer or the Option Offer (as the case may be) will be rounded up to the nearest cent.

VALUE OF THE OFFERS

As at the date of this announcement, there are 4,367,121,822 Shares in issue. On the basis of the Share Offer Price of HK\$0.145 per Offer Share and assuming that no outstanding Options are exercised prior to the Closing Date, the entire issued share capital of EPI is valued at approximately HK\$633,232,664. As 809,658,000 Shares are held by the Offeror and the parties acting in concert with it, the Share Offer is valued at approximately HK\$515,832,254 based on the Share Offer Price and 3,557,463,822 Offer Shares. After taking into account the Irrevocable Undertaking given by each of the Covenantors as mentioned in the paragraph headed “Irrevocable Undertaking” in this announcement, pursuant to which City Smart and City Wise have irrevocably undertaken not to accept the Share Offer in respect of the Relevant Shares (i.e. 437,129,850 Shares in aggregate), the Share Offer is valued at HK\$452,448,426 based on the Share Offer Price and 3,120,333,972 Offer Shares.

As at the date of this announcement, there are a total of 10,556,460 Options outstanding carrying rights to subscribe for, pursuant to the Share Option Scheme, an aggregate of 10,556,460 Shares at an exercise price of HK\$1.3277 per Share.

Assuming none of the outstanding Options is exercised prior to the Closing Date, the total amount required to satisfy the cancellation of all the outstanding Options under the Option Offer is HK\$105,565.

Based on the above and assuming that no outstanding Options is exercised prior to the Closing Date, the Offers are valued at approximately HK\$515,937,819 in aggregate (on the basis of 3,557,463,822 Offer Shares) and at approximately HK\$452,553,991 in aggregate (on the basis of 3,120,333,972 Offer Shares and taking into account the Share Offer that will not be accepted in respect of the Relevant Shares pursuant to the Irrevocable Undertaking). Assuming all the outstanding Options are exercised in full by the Optionholders prior to the Closing Date, the maximum value of the Share Offer is approximately HK\$517,362,941 (on the basis of 3,568,020,282 Offer Shares) and approximately HK\$453,979,113 (on the basis of 3,130,890,432 Offer Shares and taking into account the Share Offer that will not be accepted in respect of the Relevant Shares pursuant to the Irrevocable Undertaking). In that case, no amount will be payable by the Offeror under the Option Offer.

CONFIRMATION OF FINANCIAL RESOURCES

The Offeror intends to finance the consideration payable by the Offeror under the Offers by the credit facility provided by GTJA Securities. For the purpose of making the Offers, GTJA Securities has granted the Offeror a credit facility (the “Facility”) in the amount of HK\$460 million, which is to be used to finance the cash required for the Offers in full.

GTJA Capital, as the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration in respect of full acceptance of the Offers.

CONDITIONS TO THE SHARE OFFER

The Share Offer is conditional on the satisfaction or waiver of the following conditions:

- (i) valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Offer Shares which, together with those Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights in EPI on a fully-diluted basis (after taking into account the new Shares that will be issued upon the exercise in full of the subscription rights attached to all outstanding Options) as at the Closing Date;
- (ii) the Shares remaining listed and traded on the Stock Exchange up to the Closing Date (or, if earlier, the Unconditional Date) save for any temporary suspension(s) of trading in the Shares pending issuance of any announcement(s) in relation to any inside information of the Company (if any) as a result of the Offers and no indication being received on or before the Closing Date (or, if earlier, the Unconditional Date) from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn, other than as a result of either of the Offers or anything done or caused by or on behalf of the Offeror or any party acting in concert with it;
- (iii) (a) all Consents as are necessary for the consummation of the transactions contemplated in the Offers and in connection with, including, without limitation, any change in the direct or indirect shareholder(s) or ultimate controlling shareholder(s) of any member of the EPI Group that has been granted the Consents to carry out its operations having

been obtained and remaining in full force and effect without material variation from any Relevant Authority(ies) and all conditions (if any) to such Consents having been fulfilled, (b) each member of the EPI Group possessing or having obtained all Consents from the Relevant Authority(ies) that are necessary to carry on its business and (c) all mandatory Consents from third parties having been obtained for the acquisition of the Offer Shares and/or Options under the Offers;

- (iv) no event having occurred which would make the Offers or the acquisition of any of the Offer Shares and/or cancellation of the Options under the Offers void, unenforceable or illegal or prohibit the implementation of the Offers;
- (v) no Relevant Authority(ies) in any jurisdiction having taken or instigated any action, proceeding, suit, investigation or enquiry, or enacted or made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order that would make the Offers or the acquisition of any of the Offer Shares and/or Options under the Offers void, unenforceable or illegal or prohibit the implementation of, or which would impose any material conditions, limitations or obligations with respect to the Offers (other than such items or events as would not have a material adverse effect on the legal ability of the Offeror to proceed with or consummate the Offers);
- (vi) since the date of the last audited consolidated financial statements of EPI, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or to cause a material adverse change in, the general affairs, management, financial position, business, prospects, conditions (whether financial, operational, legal or otherwise), earnings, solvency, current or future consolidated financial position, shareholders' equity or results of operations of the EPI Group as a whole, whether or not arising in the ordinary course of business;
- (vii) no dividend or other distribution (whether in cash or in kind) during the Offer Period having been declared, made or paid by EPI to the Shareholders; and
- (viii) there having been no frustrating action taken by EPI or any member of the EPI Group since the date of this announcement, unless with the consent of the Offeror.

The Offeror reserves the right to waive, in whole or in part, all or any of the Conditions either generally or in respect of any particular matter save that Conditions (i) and (ii) cannot be waived. If any of the Conditions is not satisfied or (where applicable) waived on or before 31 December 2016, the Share Offer will lapse. As at the date of this announcement, based on the information currently available to the Offeror and EPI, the Offeror and EPI understand that no Consent is required for the consummation of the Offers.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror should not invoke any of the Conditions (other than Condition (i)) so as to cause the Offers to lapse unless the circumstances which give rise to the right to invoke any such Condition are of material significance to the Offeror in the context of the Offers.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Share Offer becomes unconditional as to acceptances and when the Offers become unconditional in all respects. The Offers must also remain open for

acceptance for at least fourteen (14) days after the Offers become unconditional in all respects. Independent Shareholders and Optionholders should note that Offeror does not have any obligation to keep the Offers open for acceptance beyond this 14-day period.

CONDITION TO THE OPTION OFFER

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

WARNING: Shareholders, Optionholders and/or potential investors of EPI should note that the Share Offer is subject to the satisfaction or waiver (where applicable) of the Conditions, and the Option Offer is subject to, and conditional upon, the Share Offer becoming or being declared unconditional in all respects. Accordingly, the Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of EPI should therefore exercise caution when dealing in the securities of EPI (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

IRREVOCABLE UNDERTAKING

As at the date of this announcement, Mr. Wu is interested in a total of 437,129,850 Relevant Shares (representing approximately 10.01% of the existing issued share capital of EPI), of which 391,174,730 Shares are held by City Wise and 45,955,120 Shares are held by City Smart (both companies are wholly owned by Mr. Wu). On 4 August 2016, the Covenantors (i.e. City Smart, City Wise and Mr. Wu) executed the Irrevocable Undertaking in favour of the Offeror, pursuant to which (i) each of City Smart and City Wise has irrevocably undertaken to the Offeror that it will not accept the Share Offer in respect of the Relevant Shares and (ii) Mr. Wu has irrevocably undertaken to procure the performance of the obligations of City Smart and City Wise as mentioned above.

Prior to the closing, lapsing or withdrawal of the Share Offer, each of City Smart, City Wise and Mr. Wu has undertaken not to sell or transfer (or cause the same to be done) or otherwise dispose of (or permit any such action to occur in respect of) any interest in any of the Relevant Shares.

The Irrevocable Undertaking will be terminated and the obligations of each of the Covenantors under the Irrevocable Undertaking shall lapse and terminate if (i) the Share Offer lapses or is withdrawn or (ii) the Share Offer has not become or been declared unconditional in all respects by 6:00 p.m. on 31 December 2016, whichever is earlier.

INFORMATION OF THE OFFEROR

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Zhang, who is a substantial Shareholder of EPI. Mr. Zhang, aged 44, is the Chairman and executive director of O Luxe Holdings Limited (stock code: 860). Mr. Zhang graduated from Guangzhou Foreign Language Institute (廣州外國語學院) with a bachelor's degree of Arts in 1994. From 2004 to 2006, he worked as a general manager for Guangdong Copper Alloy Material Company Limited (廣東銅合金屬材料有限公司). Mr. Zhang was an executive director of Synertone Communication Corporation (stock code: 1613), the shares of which are listed on the Stock Exchange, for the period from August 2012 to April 2014.

Mr. Zhang is also the sole director of the Offeror and Prestige Rich, and also owns the entire issued share capital of Prestige Rich. As at the date of this announcement, each of the Offeror and Prestige Rich was directly interested in 702,000,000 Shares and 107,658,000 Shares, respectively, representing approximately 16.07% and 2.47% of the issued share capital of EPI, respectively; and thus the Offeror and parties acting in concert with it were interested in an aggregate of 809,658,000 Shares in total (representing approximately 18.54% of the issue share capital of EPI).

Save as disclosed above, neither the Offeror nor parties acting in concert with it hold any Shares or any outstanding warrants, options or securities of EPI which are convertible into Shares, nor are there any outstanding derivative in respect of securities in EPI entered into by the Offeror or parties acting in concert with it as at the date of this announcement.

INFORMATION OF THE EPI GROUP

Principal activities

EPI is incorporated in Bermuda and is an investment holding company. Its subsidiaries are principally engaged in petroleum exploration and production and money lending business.

Financial Information

Set out below is a summary of the audited consolidated results of the EPI Group for each of the two financial years ended 31 December 2015 and 2014, as extracted from the accounts prepared in accordance with Hong Kong Financial Reporting Standards in EPI's 2015 annual report:

	For the year ended 31 December	
	2015	2014
	(audited)	(audited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	66,571	85,689
Loss before and after tax	(276,548)	(381,143)

As at
31 December
2015
(audited)
(HK\$'000)

Total assets	92,903
Total liabilities	(217,828)
Net liabilities	(124,925)

INTENTIONS OF THE OFFEROR IN RELATION TO THE EPI GROUP

Following completion of the Offers, the Offeror will review the businesses of the EPI Group to consider and determine what changes, if any, would be necessary, appropriate or desirable, long term and short term, in order to best organise and optimise the businesses and operations of the EPI Group.

The Offeror intends that the EPI Group will continue to operate its business in substantially its current state. However, the Offeror reserves the right to make any changes that it deems necessary or appropriate to the EPI Group's businesses and operations to increase the value of the EPI Group.

MAINTAINING THE LISTING STATUS OF EPI

The Offeror does not intend to avail itself of any powers of compulsory acquisition in respect of EPI. The Offeror will, together with EPI, use reasonable endeavours to maintain the listing status of the Shares on the Stock Exchange and procure that not less than 25% of the entire issued share capital in EPI be held by the public in compliance with the Listing Rules. The sole director of the Offeror and the Directors will jointly and severally undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that such number of Shares as may be required by the Stock Exchange are held by the public within the prescribed time frame.

Pursuant to the Listing Rules, if, upon the close of the Offers, less than the minimum prescribed percentage applicable to EPI, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange may exercise its discretion to suspend trading in the Shares.

FURTHER TERMS OF THE OFFERS

Acceptance of the Share Offer and the Option Offer

In addition to the Conditions set out in this announcement, the Share Offer is made on the basis that acceptance of the Share Offer by any person will constitute a warranty by such person or persons to the Offeror that the Offer Shares acquired under the Share Offer are sold by such person or persons free from all Encumbrances and together with all rights

attaching thereto as at the Closing Date or subsequently becoming attached to them, including the right to receive in full all dividends (whether final or interim) and other distributions, if any, declared, made or paid on or after the Closing Date.

Acceptance of the Option Offer by the Optionholders will result in the cancellation of those outstanding Share Options, together with all rights attaching thereto.

The Offers will be made in compliance with the Takeovers Code which is administered by the Executive.

Stamp Duty in Hong Kong

Sellers' ad valorem stamp duty arising in connection with acceptance of the Share Offer will be payable by each Accepting Shareholder at the rate of HK\$1.00 for every HK\$1,000 or part thereof of the consideration payable by the Offeror for such person's Offer Shares and will be deducted from the cash amount due to such Accepting Shareholder. The Offeror will pay the buyer's ad valorem stamp duty in relation to the Share Offer on its own behalf.

No stamp duty is payable in connection with the Option Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The EPI Board comprises eight Directors, three of whom (namely Mr. Tse Kwok Fai, Sammy, Mr. Chan Chi Hung, Anthony and Mr. Zou Feng) are executive Directors, two of whom (namely Mr. Ho King Fung, Eric and Mr. Phen Chun Shing Vincent) are non-executive Directors and the remaining three of whom (namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng) are independent non-executive Directors.

The Independent Board Committee, which comprises all the non-executive Directors, namely Mr. Ho King Fung, Eric and Mr. Phen Chun Shing Vincent; and all the independent non-executive Directors, namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng, has been established to make a recommendation to the Independent Shareholders as to whether the Share Offer is, or is not, fair and reasonable and as to its acceptance and to the Optionholders as to its views on the Option Offer.

An Independent Financial Adviser will be appointed (with the approval of the Independent Board Committee) to advise the Independent Board Committee in connection with the Offers. An announcement will be made by EPI as soon as possible after the Independent Financial Adviser has been appointed.

GENERAL MATTERS RELATING TO THE OFFERS

Availability of the Offers

The Offeror intends to make the Share Offer and the Option Offer available to all Independent Shareholders and Optionholders, respectively, including those who are not resident in Hong Kong. The making and the implementation of the Share Offer and the Option Offer to Independent Shareholders and Optionholders who are not resident in Hong Kong may be subject to the laws of the relevant overseas jurisdictions in which such

Independent Shareholders and Optionholders are located. Such Independent Shareholders and Optionholders should inform themselves about and observe any applicable requirements and restrictions in their own jurisdictions. Independent Shareholders and Optionholders who have registered addresses outside Hong Kong and wish to accept the Offers should satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes payable by such Accepting Shareholders and Optionholders in such jurisdiction).

In the event that the receipt of the Composite Document by overseas Shareholders or Optionholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Composite Document, subject to the Executive's consent, will not be despatched to such overseas Shareholders or Optionholders. The Offeror will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

Any arrangements for overseas Shareholders or Optionholders to collect the Composite Document will be set out in a further announcement.

Further agreements or arrangements

As at the date of this announcement:

- (i) save for the Irrevocable Undertaking given by the Covenantors in favour of the Offeror, the Offeror and the parties acting in concert with it have not received any other irrevocable commitment to accept or reject the Offers;
- (ii) save as disclosed in the sections headed "Introduction" and "Holdings of Shares and Options by the Offeror and the parties acting in concert with it" of this announcement, the Offeror and the parties acting in concert with it do not hold any Shares, convertible securities, warrants or options in EPI;
- (iii) the Offeror and the parties acting in concert with it have not acquired any voting rights in or otherwise dealt for value in the Shares or rights over the Shares during the 6-month period immediately prior to the date of this announcement;
- (iv) there is no outstanding derivative in respect of the securities in EPI which has been entered into by the Offeror or any party acting in concert with it;
- (v) save for the Options granted under the Share Option Scheme, there is no outstanding options, warrants, derivatives or securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares;
- (vi) save as disclosed in the section headed "Irrevocable Undertaking" of this announcement, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or EPI and which might be material to the Offers;

- (vii) save as disclosed in the section headed “Conditions to the Share Offer” of this announcement, there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a condition to the Offers; and
- (viii) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in EPI which the Offeror or any party acting in concert with it have borrowed or lent.

Close of the Offers

The latest time on which the Offeror can declare the Share Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the Composite Document (or such later date to which the Executive may consent).

If all the Conditions are satisfied (or, if permissible, waived), Shareholders and Optionholders will be notified as soon as possible by way of an announcement in accordance with the Takeovers Code and the Listing Rules.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, associates of EPI and the Offeror, including persons who own or control 5% or more of any class of relevant securities issued by EPI or the Offeror, are hereby reminded to disclose their dealings in the securities of EPI pursuant to the Takeovers Code.

For this purpose, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

The Offeror, its nominees or brokers or associates may from time to time make certain purchases of, or arrangements to purchase, Shares other than pursuant to the Share Offer, before or during the period in which the Share Offer remains open for acceptance in

compliance with the Takeovers Code. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be reported to the SFC and will be available on the website of the SFC at <http://www.sfc.hk/>.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and EPI to combine the Offer Document with the Response Document in the Composite Document. The Composite Document containing, among other things, details of the Offers (including the expected timetable in relation to the Offers), a letter from the Independent Board Committee and a letter from the Independent Financial Adviser in relation to the Offers, together with the relevant forms of acceptance and transfer, will be despatched to the Independent Shareholders and the Optionholders as soon as practicable and in compliance with the requirements of the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Independent Shareholders and the Optionholders within 21 days from the date of this announcement. As the Interim Result is expected to be announced by EPI in late August 2016 and EPI intends to include the Interim Result in the Composite Document so as to allow the Independent Shareholders and the Optionholders to make an informed decision with respect to the Offers, additional time is required for the preparation of the Composite Document. The Offeror and EPI will apply to the Executive for an extension of time for despatch of the Composite Document. Further announcement(s) will be made by the Offeror and EPI in this regard as and when appropriate.

WARNING: Shareholders, Optionholders and/or potential investors of EPI should note that the Share Offer is subject to the satisfaction or waiver (where applicable) of the Conditions, and the Option Offer is subject to, and conditional upon, the Share Offer becoming or being declared unconditional in all respects. Accordingly, the Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of EPI should therefore exercise caution when dealing in the securities of EPI (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

DEFINITIONS

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

“Accepting Shareholders”	the Independent Shareholders who accept the Share Offer
“acting in concert”	has the meaning given to it in the Takeovers Code
“associate(s)”	has the meaning given to it in the Takeovers Code

“Business Day”	a day (other than Saturday or Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which the Stock Exchange is open for the transaction of business
“City Smart”	City Smart International Investment Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and wholly owned by Mr. Wu
“City Wise”	City Wise Investment Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and wholly owned by Mr. Wu
“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Share Offer or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“Composite Document”	the Offer Document and the Response Document to be issued jointly by the Offeror and EPI in relation to the Offers and in accordance with the Takeovers Code
“Conditions”	the conditions to the Share Offer, as set out in the section headed “Conditions to the Share Offer” of this announcement
“Consents”	any consent, approval, authorisation, qualification, waiver, permit, grant, franchise, concession, agreement, licence, exemption or order of, registration, certificate, declaration or permission from, or filing with, or report or notice to, any Relevant Authority(ies) or third parties, including those required under or in relation to any concession rights or licences granted by the Relevant Authority(ies) or third parties to the EPI Group to carry out its operations, whether under applicable laws or regulations, any agreement or arrangement with such Relevant Authority(ies) or third parties, or otherwise
“Covenantors”	City Smart, City Wise and Mr. Wu
“Directors”	the directors of EPI
“Encumbrances”	mortgage, charge, pledge, lien, option, restriction, purchase right, right of first refusal, right of pre-emption, voting trust or agreement, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including a title transfer or retention arrangement) having similar effect

“EPI”	EPI (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 0689)
“EPI Board”	the board of Directors
“EPI Group”	EPI and its subsidiaries
“Executive”	the Executive Director of the Corporate Finance Division of the SFC and any of his delegates
“GTJA Capital”	Guotai Junan Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror
“GTJA Securities”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, being the agent making the Offers on behalf of the Offeror
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the EPI Board, comprising all the non-executive Directors, namely Mr. Ho King Fung, Eric and Mr. Pheng Chun Shing Vincent; and all the independent non-executive Directors, namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng, established for the purpose of making a recommendation to the Independent Shareholders and the Optionholders in relation to the Offers
“Independent Financial Adviser”	an independent financial adviser to be appointed by EPI for the purpose of advising the Independent Board Committee in relation to the Offers
“Independent Shareholders”	Shareholders other than the Offeror and the parties acting in concert with it
“Interim Result”	the EPI Group’s interim results for the six months ended 30 June 2016
“Irrevocable Undertaking”	the irrevocable undertaking dated 4 August 2016 given by the Covenantors in favour of the Offeror
“Last Trading Date”	3 August 2016, being the last full trading day immediately prior to the date of this announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wu”	Mr. Wu Shaozhang
“Mr. Zhang”	Mr. Zhang Jinbing who legally and beneficially owns the entire issued share capital of the Offeror and is the sole director of the Offeror, a party acting in concert with the Offeror
“Offer Document”	the document required to be issued by, or on behalf of, the Offeror to all the Independent Shareholders and Optionholders in accordance with the Takeovers Code, containing, among other things, details of the Offers and the terms and conditions of the Offers
“Offer Period”	has the meaning given to it in the Takeovers Code
“Offer Share(s)”	issued Share(s) other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it
“Offeror”	Always Profit Development Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Zhang
“Offers”	the Share Offer and the Option Offer
“Option Offer”	the offer proposed to be made by the Offeror in compliance with Rule 13 of the Takeovers Code to cancel all the outstanding Options in accordance with the terms and conditions set out in this announcement
“Optionholders”	the holders of the Options
“Options”	the 10,556,460 outstanding share options granted by EPI pursuant to the Share Option Scheme
“PRC”	the People’s Republic of China which, for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prestige Rich”	Prestige Rich Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Zhang, a party acting in concert with the Offeror

“Relevant Authorities”	any government, governmental, quasi-governmental, statutory or regulatory authority, body, agency, tribunal, court or institution in any jurisdiction that has the authority to grant permit, license or approval or accept registration or filing in relation to the Offers or otherwise
“Relevant Shares”	in respect of City Smart, the 45,955,120 Shares held by it as at the date of the Irrevocable Undertaking, representing approximately 1.05% of the entire issued share capital of EPI as at the date of this announcement; and in respect of City Wise, the 391,174,730 Shares held by it as at the date of the Irrevocable Undertaking, representing approximately 8.96% of the entire issued share capital of EPI as at the date of this announcement
“Response Document”	the document required to be issued by EPI to all the Independent Shareholders and Optionholders in accordance with the Takeovers Code containing, among other things, a letter from the EPI Board, a letter from the Independent Board Committee and a letter from the Independent Financial Adviser in relation to the Offers
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of EPI
“Share Offer”	the voluntary conditional cash offer to be made by GTJA Securities for and on behalf of the Offeror to acquire all of the outstanding Shares in the entire issued share capital of EPI (other than those Shares already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) in accordance with the terms and conditions set out in this announcement
“Share Offer Price”	the price at which the Share Offer will be made, being HK\$0.145 per Offer Share
“Share Option Scheme”	the share option scheme adopted by EPI on 6 November 2006
“Shareholder(s)”	registered holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning given to it in the Listing Rules

“Takeovers Code”	The Code on Takeovers and Mergers published by the SFC
“Unconditional Date”	the date on which the Offers become or are declared unconditional in all respects
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the sole director of
Always Profit Development Limited
Zhang Jinbing
Director

By order of the board of directors of
EPI (Holdings) Limited
Tse Kwok Fai, Sammy
CEO & Executive Director

Hong Kong, 4 August 2016

As at the date of this announcement, Mr. Zhang is the sole director of the Offeror.

As at the date of this announcement, the Board comprises the non-executive chairman, namely Mr. Ho King Fung, Eric; three executive directors, namely Mr. Tse Kwok Fai, Sammy (chief executive officer), Mr. Chan Chi Hung, Anthony and Mr. Zou Feng; a non-executive Director, namely Mr. Phen Chun Shing Vincent; and three independent non-executive directors, namely Mr. Qian Zhi Hui, Mr. Teoh Chun Ming and Mr. Zhu Tiansheng.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the EPI Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the EPI Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror and the parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror and the parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

* for identification purpose only