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EPI **EPI (Holdings) Limited**
長盈集團(控股)有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 689)

BILLION EXPO
INTERNATIONAL LIMITED
(Incorporated in the British Virgin Islands with
limited liability)

JOINT ANNOUNCEMENT

CLOSE OF VOLUNTARY CONDITIONAL CASH OFFERS JOINTLY BY



結好證券有限公司
GET NICE SECURITIES LIMITED

AND



金融有限公司
OCTAL Capital Limited

**FOR AND ON BEHALF OF BILLION EXPO INTERNATIONAL 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 BILLION EXPO INTERNATIONAL LIMITED AND
THE PARTIES ACTING IN CONCERT WITH IT)
AND
TO CANCEL ALL THE OUTSTANDING OPTIONS OF
EPI (HOLDINGS) LIMITED**

Financial Adviser to the Offeror



金融有限公司
OCTAL Capital Limited

CLOSE AND RESULTS OF THE OFFERS

The Offeror and EPI jointly announce that the Offers were closed on Wednesday, 2 November 2016 and were not revised or further extended.

As at 4:00 p.m. on the Closing Date, the Offeror had received (i) valid acceptances in respect of a total of 1,248,130,501 Offer Shares under the Share Offer, representing approximately 28.58% of the entire issued share capital of EPI as at the date of this joint announcement; and (ii) there were no acceptances tendered for the Option Offer. As at 4:00 p.m. on the Closing Date, taking into account the valid acceptances in respect of 1,248,130,501 Offer Shares under the Share Offer, the

* For identification purpose only

Offeror and parties acting in concert with it would hold an aggregate of 2,535,285,620 Shares, representing approximately 58.05% of the entire issued share capital of EPI as at the date of this joint announcement.

References are made to (i) the announcement of Billion Expo International Limited (the “**Offeror**”) dated 31 August 2016; (ii) the offer document dated 21 September 2016 (the “**Offer Document**”) issued jointly by Get Nice Securities Limited and Octal Capital Limited for and on behalf of the Offeror; (iii) the response document dated 5 October 2016 issued by EPI (Holdings) Limited (i.e. the Offeree); and (iv) the announcement of the Offeror dated 19 October 2016. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

All time references contained in this joint announcement are to Hong Kong times.

CLOSE AND RESULTS OF THE OFFERS

The Offeror and EPI jointly announce that the Offers were closed on Wednesday, 2 November 2016 (the “**Closing Date**”) and were not revised or further extended.

As at 4:00 p.m. on the Closing Date, the Offeror had received (i) valid acceptances in respect of a total of 1,248,130,501 Offer Shares under the Share Offer, representing approximately 28.58% of the entire issued share capital of EPI as at the date of this joint announcement; and (ii) there were no acceptances tendered for the Option Offer.

Immediately before 4 August 2016 (being the commencement date of the Offer Period), the Offeror and parties acting in concert with it are not interested in any Shares. Between 24 August 2016 and 1 September 2016, the Offeror and parties acting in concert with it acquired a total of 1,287,155,119 Shares, representing approximately 29.47% of the entire issued share capital of EPI. As at 4:00 p.m. on the Closing Date, taking into account the valid acceptances in respect of 1,248,130,501 Offer Shares under the Share Offer, the Offeror and parties acting in concert with it would hold an aggregate of 2,535,285,620 Shares, representing approximately 58.05% of the entire issued share capital of EPI as at the date of this joint announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares before the Offer Period and up to the Closing Date; and (ii) has acquired or agreed to acquire any Shares or rights over Shares nor borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of EPI during the Offer Period and up to the Closing Date.

Upon the close of the Offers, 1,831,836,202 Shares, representing approximately 41.95% of the total issued Shares, are held by the public in terms of Rule 8.08(1)(a) of the Listing Rules. Accordingly, EPI complies with the minimum public float requirement under of Rule 8.08(1)(a) of the Listing Rules.

SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Offer Shares under the Share Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of the later of 19 October 2016 (being the date on which the Share Offer became unconditional in all respects) and the date of receipt of all the relevant documents by the Receiving Agent (in the case of the Share Offer) to render such acceptance under the Offers complete and valid in accordance with the Takeovers Code.

By Order of the Board of Directors
EPI (Holdings) Limited
Suen Cho Hung, Paul
Chairman

By Order of the sole director of
Billion Expo International Limited
Suen Cho Hung, Paul
Sole Director

Hong Kong, 2 November 2016

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

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

As at the date of this joint announcement, the Board of Directors comprises six Executive Directors, namely Mr. Suen Cho Hung, Paul (Chairman), Mr. Sue Ka Lok (Chief Executive Officer), Ms. Chan Yuk Yee, Mr. Yiu Chun Kong, Mr. Zhu Kai and Mr. Chan Shui Yuen; and three Independent Non-executive Directors, namely Mr. To Yan Ming, Edmond, Mr. Pun Chi Ping and Ms. Leung Pik Har, Christine.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.