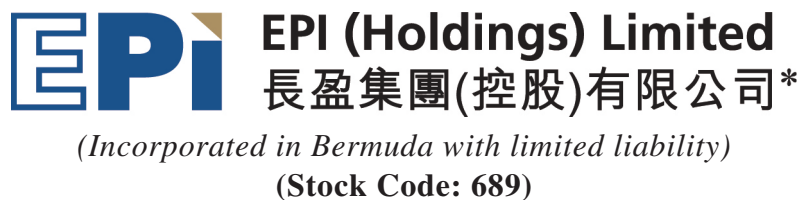


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**MEMORANDUM OF UNDERSTANDING
IN RELATION TO POSSIBLE ACQUISITION**

On 29 August 2018 (after trading hours), EPI Energy Holdings Limited (the “**Purchaser**”), a wholly owned subsidiary of EPI (Holdings) Limited (the “**Company**”), entered into a memorandum of understanding (“**MOU**”) with NuEnergy Gas Limited (the “**Seller**”), a company listed on the Australian Securities Exchange, under which the Purchaser has indicated that it wishes to acquire a certain percentage of shareholdings in Dart Energy (Indonesia) Holdings Pte. Ltd. (the “**Target Company**”), a wholly owned subsidiary of the Seller, for a consideration to be agreed between the parties (the “**Possible Acquisition**”).

The Target Company and three of its wholly owned subsidiaries (the “**Target Group**”) have entered into 3 production sharing contracts (the “**Production Sharing Contracts**”) with several Indonesia entities including Indonesian state-owned entities on the development of three respective areas (the “**Contract Areas**”) for exploration and exploitation of coalbed methane (CBM), a form of natural gas extracted from coal beds. CBM is formed during the process of coalification, the transformation of plant material into coal. It is considered a valuable and clean energy resource and has become an important source of energy in recent decades.

Two of the Contract Areas are located in South Sumatera, Indonesia with areas of approximately 250.2 and 687.9 square kilometres respectively and one of the Contract Areas is located in the East Kalimantan, Indonesia with an area of approximately 328.6 square kilometres. As referred to in the Production Sharing Contracts, the exploitation rights in respect of the Contract Areas will be ended on year 2039, 2040 and 2042 respectively.

* For identification purpose only

As of the date of the MOU, the Company has been informed by the Seller that the exploration stage on one of the Contract Areas located in South Sumatera has been completed and a plan of development for exploitation of coalbed methane for commercial purpose has been submitted to the Indonesian Government for approval. For the remaining two Contract Areas, certain exploratory works have been performed and further works have been planned to complete the exploration stage. The transaction contemplated under the MOU is subject to the entering into of a formal agreement between the parties. The Purchaser will conduct due diligence on the Target Group. The MOU is non-legally binding except for the confidentiality provisions. The MOU will be terminated at the earlier of (i) execution of a formal agreement in relation to the MOU; (ii) 45 days after execution of the MOU; or (iii) upon receipt of a written notice of termination given by one of the parties to another. Further announcement will be made by the Company if and when a formal agreement has been entered into in relation to the MOU.

The transaction contemplated under the MOU is subject to a number of conditions including the entering into of a formal agreement and due diligence satisfactory to the Purchaser and therefore may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in shares of the Company.

By Order of the Board
EPI (Holdings) Limited
Liu Zhiyi
Chairman and Chief Executive Officer

Hong Kong, 29 August 2018

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