
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you have sold or transferred all your shares in E&P Global Holdings Limited, you should immediately hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



E&P Global Holdings Limited
能源及能量環球控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 1142)

PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the extraordinary general meeting of E&P Global Holdings Limited to be held at Conference Rooms R4 and R5, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 9 May 2023 (Tuesday) at 3:00 p.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 3:00 p.m. on 7 May 2023 (Sunday), which is no less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment (as the case may be) thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting (as the case may be) in person if you so wish.

24 April 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	E&P Global Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Conference Rooms R4 and R5, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 9 May 2023 (Tuesday) at 3:00 p.m. to consider and, if thought fit, to approve the proposed appointment of Prism as the auditor of the Company
“EGM Notice”	the notice convening the EGM as set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prism”	Prism Hong Kong and Shanghai Limited
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the ordinary share(s) of HK\$2.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



E&P Global Holdings Limited
能源及能量環球控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 1142)

Executive Directors:

Lee Jaeseong (*Chairman*)
Im Jonghak

Independent Non-executive Directors:

Chen Dai
Kim Sung Rae
Leung Yau Wan John

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Units A & B, 15th Floor
Chinaweal Centre
414-424 Jaffe Road
Causeway Bay
Hong Kong

24 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

References are made to the announcements of the Company dated 17 March 2023 and 12 April 2023 in relation to, respectively, the resignation of CCTH CPA Limited as auditor of the Company with effect from 17 March 2023 and the proposed appointment of Prism as auditor of the Company.

The purpose of this circular is to provide you with further information regarding, among other things, (i) the proposed appointment of Prism as the new auditor of the Company; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF AUDITOR

As set out in the announcement of the Company dated 12 April 2023, the Board proposed, at the recommendation of the audit committee of the Company, to appoint Prism as the new auditor of the Company to fill the casual vacancy following the resignation of CCTH CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the EGM. Pursuant to article 158 of the articles of association of the Company, the Company shall as soon as practicable convene an extraordinary general meeting for approving the proposed appointment of Prism and for fixing its remuneration.

The proposed appointment of Prism as auditor of the Company shall be approved by the Shareholders. As such, an ordinary resolution will be proposed at the EGM for the Shareholders to approve the proposed appointment of Prism as auditor of the Company with effect from the date of the EGM.

Prism is a registered firm of Certified Public Accountants in Hong Kong. As advised by Prism, Prism is committed to provide quality services to meet the needs of its clients, and it places strict standards and expectations on its professional staff so that its clients can be assured of a thorough process with efficient deliverables at reasonable cost.

The Board and the audit committee of the Company have confirmed that they are not aware of any other matters in respect of the resignation of CCTH CPA Limited as auditor of the Company and the proposed appointment of Prism as the new auditor of the Company that need to be brought to the attention of the Shareholders.

3. EGM

The notice of the EGM is set out on pages 5 to 6 of this circular.

As at the Latest Practicable Date, to the extent that the Directors are aware and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve, among other things, the proposed appointment of Prism as the new auditor of the Company at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote in the EGM, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company's Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event before 3:00 p.m. on 7 May 2023 (Sunday), which is no less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting thereof should you so wish.

An announcement will be made by the Company after the EGM of the results of the EGM.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 4 May 2023 to Tuesday, 9 May 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 May 2023.

5. LISTING RULES REQUIREMENT

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for the resolution put to the vote at the EGM in accordance with the articles of association of the Company. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://enp.todayir.com>) after the EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

Based on the above, the Directors consider that the proposed appointment of Prism is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolution in relation to the appointment of Prism to be proposed at the EGM.

Yours faithfully,
By Order of the Board
E&P Global Holdings Limited
Lee Jaeseong
Chairman

NOTICE OF EGM



E&P Global Holdings Limited
能源及能量環球控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 1142)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of E&P Global Holdings Limited (the “**Company**”) will be held at Conference Rooms R4 and R5, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 9 May 2023 (Tuesday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Prism Hong Kong and Shanghai Limited be and is hereby appointed as auditor of the Company following the resignation of CCTH CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorized to fix its remuneration.”

By Order of the Board
E&P Global Holdings Limited
Lee Jaeseong
Chairman

Hong Kong, 24 April 2023

Principal Place of Business:
Units A & B, 15th Floor
Chinaweal Centre
414-424 Jaffe Road
Causeway Bay
Hong Kong

NOTICE OF EGM

Notes:

1. A member of the Company entitled to attend and vote at the aforesaid extraordinary general meeting (the “EGM”) is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 3:00 p.m. on 7 May 2023 (Sunday), which is not later than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
3. In order to determine the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 4 May 2023 to Tuesday, 9 May 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 May 2023.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM.
5. The voting on the proposed resolution at the EGM will be conducted by way of poll.
6.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and Shareholders of the Company will be informed of the date, time and venue of the postponed EGM by a supplemental notice posted on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 4 hours before the time for holding of the EGM (i.e. at or before 11:00 a.m.) and where conditions permit, the EGM will be held as scheduled.
 - (c) The EGM will be held as scheduled if an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, the Shareholders of the Company should decide on their own whether or not they will attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.