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e p i c u r e a n | 惟膳
Epicurean and Company, Limited
惟膳有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8213)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE,
RULE 17.10 OF THE GEM LISTING RULES AND INSIDE INFORMATION
PROVISIONS UNDER PART XIVA OF
THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made by Epicurean and Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”), Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

After trading hours on 3 December 2015, the board of directors (“**Directors**”) of the Company was informed by both First Glory Holdings Limited (“**First Glory**”) and Mr. Tang Sing Ming Sherman (“**Mr. Tang**”), the controlling shareholders of the Company (the “**Controlling Shareholders**”), that they are in discussions with a potential purchaser (the “**Potential Purchaser**”) in relation to a possible acquisition of all the Controlling Shareholders’ shares in the Company by the Potential Purchaser (the “**Possible Transaction**”), which in turn may raise the possibility of a change in control of the Company and may lead to the obligation of the Potential Purchaser to make a mandatory general offer under Rule 26.1 of the Takeovers Code. No legally binding agreement or memorandum of understanding has been entered into in respect of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed.

As at the date of this announcement, Mr. Tang holds 500,000,000 Shares (as defined below) and First Glory holds the 1,173,810,083 Shares, representing approximately 18.00% and approximately 42.26% of the entire issued share capital of the Company respectively. Therefore, the Controlling Shareholders together hold 1,673,810,083 Shares, representing approximately 60.26% of the total issued share capital of the Company as at the date of this announcement. First Glory is wholly-owned by Glory Sunshine Holding Limited (“**Glory Sunshine**”). In turn, Glory Sunshine is wholly-owned by HSBC Trustee (Cook Islands) Limited in its capacity as the trustee of a discretionary family trust in which Mr. Tang, the executive Director and chairman of the Company, is the founder and one of the beneficiaries.

SECURITIES OF THE COMPANY

As at the date of this announcement, details of all classes of “relevant securities” (as defined in note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue are as follows:

- (a) a total of 2,777,450,000 ordinary shares in issue of par value HK\$0.01 each (the “Share”) in the share capital of the Company;
- (b) a total of 33,000,000 outstanding options granted under the share option schemes of the Company with rights to subscribe for a total of 33,000,000 Shares; and
- (c) a convertible bond in the principal amount of HK\$40,000,000 which is convertible into a total of 500,000,000 Shares upon full conversion at the conversion price of HK\$0.080 per Share.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 3 December 2015.

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“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 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. 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.

Intermediaries 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 intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

There is no assurance that any transaction mentioned in this announcement will materialize and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise caution when dealing in the Shares and/or other securities of the Company.

By order of the Board of
Epicurean and Company, Limited
Tang Sing Ming Sherman
Chairman

Hong Kong, 3 December 2015

As at the date of this announcement, the Company's executive Director is Mr. Tang Sing Ming Sherman; the independent non-executive Directors are Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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 in this announcement misleading.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting.