

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

UPDATE ON THE CURRENT STATUS OF THE COMPANY

This announcement is made by Epicurean and Company, Limited (the “**Company**”) pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to: (a) the First Announcement of the Company dated 9 February 2015; (b) the announcement of the Company dated 12 February 2015 in relation to the suspension of trading in the shares of the Company; (c) the Third Announcement of the Company dated 27 February 2015 in relation to the update on suspension of trading and inside information; (d) the announcement of the Company dated 9 March 2015 on the monthly progress update pursuant to Rule 3.7 of the Takeovers Code; and (e) the announcement of the Company dated 9 April 2015 (the “**Fifth Announcement**”) on the monthly progress update pursuant to Rule 3.7 of the Takeovers Code. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the First Announcement, the Third Announcement and the Fifth Announcement.

The Board wishes to update the Company’s shareholders and potential investors of the current status of the Company.

As mentioned in the Third Announcement, on 11 February 2015 (after trading hours), the Potential Purchaser entered into the Sale and Purchase Agreement with First Glory. The transactions contemplated under the Sale and Purchase Agreement, if materialise, will lead to a change in control of the Company and the Potential Purchaser will be required to make a mandatory general offer under the Takeovers Code in cash for all the shares and relevant securities of the Company (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it). On 11 February 2015 (after trading hours), the Company entered into the Disposal Agreement with Simply Global. The transactions contemplated under the Disposal Agreement, if materialise, will constitute a connected transaction and a very substantial disposal of the Company and a special deal under Rule 25 of the Takeovers Code.

After reviewing the structure of the proposed Disposal, the Stock Exchange has made some preliminary observations on the case. In response to such observations, the Company has been providing further information to the Stock Exchange to facilitate its review, including the relevant operational data relating to the remaining subsidiaries of the Company which will not be disposed under the proposed Disposal. As at the date of this announcement, the case is still under review by the Stock Exchange.

As the case is still under review by the Stock Exchange, the Rule 3.5 Announcement will not be published at this stage and the Company will publish the Rule 3.5 Announcement as soon as practicable. Further announcement(s) will be made by the Company as and when necessary in accordance with the GEM Listing Rules and the Takeovers Code.

Trading in the shares of the Company will remain suspended pending the publication of the Rule 3.5 Announcement.

There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated. Shareholders and potential investors of the Company are urged to exercise extreme 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, 27 April 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.

The Directors of the Company 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 statements 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 and on the Company's website at www.eacl.com.