

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



e p i c u r e a n | 惟 膳

WIN UNION INVESTMENT LIMITED

(Incorporated in the British Virgin Islands with limited liability)

EPICUREAN AND COMPANY, LIMITED

惟 膳 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

**JOINT ANNOUNCEMENT
DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFERS BY**



太平基業證券有限公司
Pacific Foundation Securities Limited

**FOR AND ON BEHALF OF WIN UNION INVESTMENT LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
EPICUREAN AND COMPANY, LIMITED
(OTHER THAN THOSE ALREADY OWNED BY WIN UNION INVESTMENT
LIMITED AND PARTIES ACTING IN CONCERT WITH IT) AND
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS**

Financial Adviser to the Offeror

**VEDA | CAPITAL
智 略 資 本**

Reference is made to (i) the joint announcement of the Company and the Offeror dated 14 September 2016 in relation to, among others, the Sale and Purchase Agreement and the Offers; and (ii) the composite offer and response document jointly issued by the Company and the Offeror dated 5 October 2016 (the “Composite Document”). Unless otherwise the context requires, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the expected timetable and the terms and conditions of the Offers; (ii) the letter from Pacific Foundation; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee; and (v) the letter from the Independent Financial Adviser, together with the Forms of Acceptance, has been despatched to the Shareholders and Optionholders on Wednesday, 5 October 2016 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offers will be opened for acceptance on and from Wednesday, 5 October 2016 and the latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 4 November 2016 (unless revised or extended in accordance with the Takeovers Code).

The expected timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all the time and date references contained in this joint announcement refer to Hong Kong local time and dates.

2016

Despatch date of the Composite Document and the Forms of Acceptance and commencement date of the Offers (<i>Note 1</i>)	Wednesday, 5 October
Latest time and date for acceptance of the Offers (<i>Notes 2 and 4</i>)	4:00 p.m. on Friday, 4 November
Closing Date (<i>Note 2</i>)	Friday, 4 November
Announcement of the results of the Offers to be posted on the Stock Exchange's website (<i>Note 2</i>)	not later than 7:00 p.m. on Friday, 4 November
Latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offers (<i>Notes 3 and 4</i>)	Tuesday, 15 November

Notes:

1. The Offers, which are unconditional, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date. Acceptances of the Offers shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed "Right of Withdrawal" in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance is at 4:00 p.m. on 4 November 2016 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be published on the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to extend the Offers and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those Independent Shareholders and Optionholders who have not accepted the Offers.

3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable in respect of acceptance of the Offers will be despatched to the accepting Shareholder(s) and/or Optionholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt of the duly completed Forms of Acceptance and all valid requisite documents in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day.

IMPORTANT

Shareholders and Optionholders are strongly advised to read the Composite Document and the Forms of Acceptance carefully, including the recommendation from the Independent Board Committee to the Shareholders and Optionholders and the advice from the Independent Financial Adviser to the Independent Board Committee, in respect of the Offers, before deciding whether or not to accept the Offers.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.

By order of the board of directors of WIN UNION INVESTMENT LIMITED Chan Kin Chun Victor <i>Sole Director</i>	By order of the Board of EPICUREAN AND COMPANY, LIMITED Tang Sing Ming Sherman <i>Chairman</i>
---	---

Hong Kong, 5 October 2016

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) 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 statements in this joint announcement misleading.

As at the date hereof, the sole director of the Offeror is Mr. Chan Kin Chun Victor.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group, the Vendors and parties acting in concert with each of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendors and parties acting in concert with each of them) 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 contained in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its publication and on the Company’s website at www.eacl.com.