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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)

CONNECTED TRANSACTION
EXTENSION OF THE MATURITY DATE OF
THE CONVERTIBLE BOND

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Epicurean and Company, Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Monday, 10 August 2015 at 12:00 noon (or as soon as practicable immediately after the conclusion of the annual general meeting of the Company convened on the same day and at the same place at 11:00 a.m.) or any adjournment thereof for the purpose of considering and, if thought fit, pass with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the supplemental deed dated 8 July 2015 (“**Supplemental Deed**”) entered into between the Company and Strong Venture Limited in relation to the convertible bond issued by the Company on 15 August 2015 in an outstanding principal amount of HK\$80 million (the “**Convertible Bond**”) (a copy of the Supplemental Deed having been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) to extend the maturity date of the Convertible Bond for 36 months from the date falling on the third anniversary to the sixth anniversary of the date of issue of the Convertible Bond, and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Conversion Shares (as defined below), the grant of specific mandate to authorise the directors of the Company (“**Directors**”) to issue and allot new shares with a nominal value of HK\$0.01 each in the Company (“**Conversion Shares**”) upon exercise of the conversion rights attaching to the Convertible Bond be and is hereby approved and any one or more of the Directors be and is/are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the Conversion Shares; and

- (c) subject to the Stock Exchange consenting to the alteration to the terms and conditions of the Convertible Bond pursuant to the Supplemental Deed, any one or more of Directors of the Company be and is/are hereby authorised to exercise all the powers of the Company and take all steps as might in his/their opinion be desirable, necessary or expedient to give effect to or in connection with the Supplemental Deed including without limitation to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bond and taking of all necessary actions to implement the transactions contemplated under the Supplemental Deed.”

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

Hong Kong, 25 July 2015

Notes:

- (a) Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (c) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting should you so wish.

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.

This announcement, for which the directors (the “Directors”) of Epicurean and Company, Limited (the “Company”) 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 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.