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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)**

**CHANGE IN SHAREHOLDING**

The Company was informed by First Glory and the Family Trust that on 8 October 2012, the one issued share in the share capital of First Glory (which constitutes the entire issued share capital of First Glory) was transferred by Mr. Tang to Glory Sunshine, which is directly wholly owned by the Family Trust.

Immediately after the Transfer, the Family Trust (through its trustee and intermediate holding companies, namely, Glory Sunshine and First Glory) holds 1,673,810,083 Shares, representing approximately 74.63% of the total issued share capital of the Company.

As the Family Trust has acquired not less than 30% of the voting rights of the Company immediately after the Transfer, it is required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

**THE TRANSFER**

The Company was informed by First Glory and the Family Trust that on 8 October 2012, the one issued share in the share capital of First Glory (which constitutes the entire issued share capital of First Glory) was transferred by Mr. Tang to Glory Sunshine, which is directly wholly owned by the Family Trust.

The Family Trust was established on 5 October 2012 as a discretionary trust for the benefit of the Tang Family. HSBC Trustee (Cook Islands) Limited is the trustee of the Family Trust.

Immediately before the Transfer, First Glory was wholly owned by Mr. Tang, and First Glory was the controlling shareholder of the Company holding 1,673,810,083 ordinary shares, representing approximately 74.63% of the total issued share capital of the Company.

Immediately after the Transfer, the Family Trust (through its trustee and intermediate holding companies, namely, Glory Sunshine and First Glory) holds 1,673,810,083 Shares, representing approximately 74.63% of the total issued share capital of the Company.

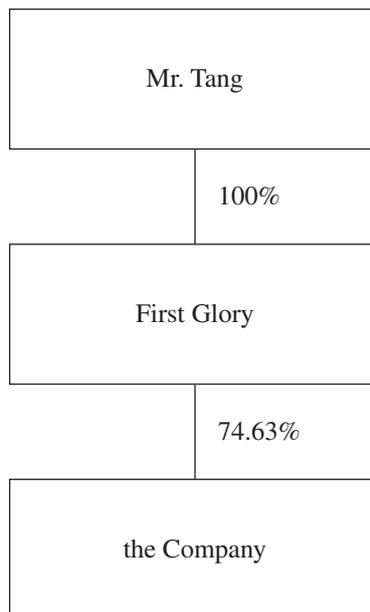
## **REASONS FOR THE TRANSFER**

The one issued share in the share capital of First Glory (which constitutes the entire issued share capital of First Glory) was transferred by Mr. Tang to Glory Sunshine, which is directly wholly owned by the Family Trust, at nil consideration for family wealth and succession planning purposes.

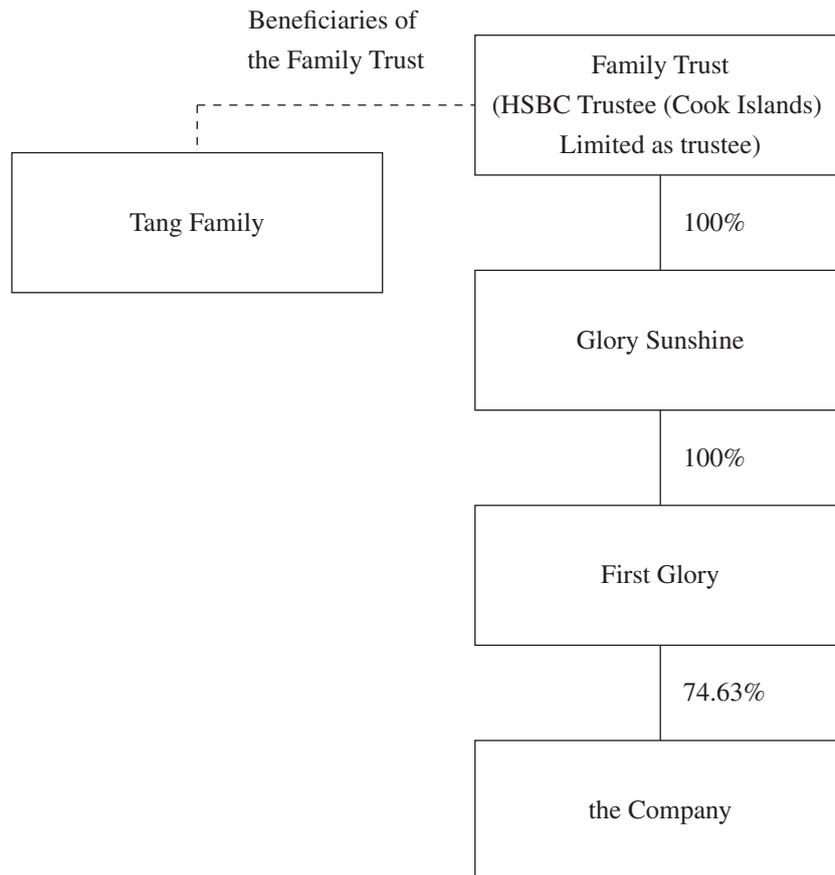
## **SHAREHOLDING STRUCTURE**

The following diagrams set out the shareholding structure in respect of the ownership and control of the Company before and immediately after the Transfer.

### **Immediately before the Transfer**



## Immediately after the Transfer



### IMPLICATIONS UNDER THE TAKEOVERS CODE

Immediately after the Transfer, the Family Trust (through its trustee and intermediate holding companies, namely, Glory Sunshine and First Glory) holds a total of 1,673,810,083 Shares, representing approximately 74.63% of the total issued share capital of the Company.

Mr. Tang, First Glory and the Family Trust are parties acting in concert for the purposes of the Takeovers Code. As the Family Trust has acquired not less than 30% of the voting rights of the Company immediately after the Transfer, it is required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

## DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

“Company”	Epicurean and Company, Limited ( 惟膳有限公司 ), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Growth Enterprise Market of the Stock Exchange under the stock code 8213
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission
“Family Trust”	a family trust established on 5 October 2012 for the benefit of the Tang Family
“First Glory”	First Glory Holdings Limited, a company incorporated in the British Virgin Islands
“Glory Sunshine”	Glory Sunshine Holding Limited, a company incorporated in the British Virgin Islands and is directly wholly owned by the Family Trust
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Tang”	Mr. Tang Sing Ming Sherman, an executive Director and the chairman of the board of Directors of the Company
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tang Family”	Mr. Tang and his certain family members
“Transfer”	the transfer of one issued share in the share capital of First Glory (which constitutes the entire issued share capital of First Glory) by Mr. Tang to Glory Sunshine at nil consideration

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

Hong Kong, 8 October 2012

*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 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.*

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