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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)

CONVERSION OF CONVERTIBLE BOND

Reference is made to the Company's announcement dated 28 June 2012 and the Company's circular dated 30 July 2012 in relation to, among other things, the issue of the Convertible Bond in the aggregate principal amount equivalent to HK\$80,000,000 issued by the Company, and the Company's announcements dated 8 July 2015, 10 July 2015 and 10 August 2015 and the Company's circular dated 25 July 2015 (the "**Circular**") in relation to the extension of the maturity date of the Convertible Bond. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

CONVERSION OF THE CONVERTIBLE BOND

On 6 October 2015 (after trading hours), the Company received a conversion notice from Mr. Tang (as the Bondholder) for the partial exercise of the conversion rights attaching to the Convertible Bond in respect of the principal amount of HK\$40,000,000 of the Convertible Bond at the Conversion Price of HK\$0.08 per Conversion Share. Upon such conversion of the Convertible Bond, a total of 500,000,000 Conversion Shares will be allotted and issued, credited as fully paid, to Mr. Tang. The 500,000,000 Conversion Shares, having an aggregate nominal value of HK\$5,000,000, represent about 22.29% and 18.23% of the issued share capital of the Company immediately before and after the issue of such Conversion Shares respectively. Immediately after the conversion, the outstanding principal amount of the Convertible Bond will amount to HK\$40,000,000, all of which are held by Mr. Tang as the Bondholder.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after the allotment and issue of the 500,000,000 Conversion Shares, assuming that there is no other change to the issued share capital of the Company save for the allotment and issue of such Conversion Shares.

Shareholders	Immediately before the allotment and issue of 500,000,000 Conversion Shares		Immediately after the allotment and issue of 500,000,000 Conversion Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. Tang	1,173,810,083 <i>(Note 1)</i>	52.33	1,673,810,083	61.02
Public shareholders	<u>1,069,139,917</u>	<u>47.67</u>	<u>1,069,139,917</u>	<u>38.98</u>
Total:	<u>2,242,950,000</u>	<u>100.00</u>	<u>2,742,950,000</u>	<u>100.00</u>

Note:

1. Mr. Tang is the founder and one of the beneficiaries of the Family Trust, a discretionary family trust for the benefit of certain family members of Mr. Tang. The 1,173,810,083 shares are held by First Glory which is wholly-owned by Glory Sunshine Holding Limited (“**Glory Sunshine**”). In turn, Glory Sunshine is wholly-owned by HSBC International Trustee Limited in its capacity as the trustee of the Family Trust. Mr. Tang is therefore deemed to be interested in the said 1,173,810,083 shares under Part XV of the SFO.

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

Hong Kong, 6 October 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.

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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