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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)

- (1) RESIGNATION AND APPOINTMENT OF DIRECTORS;**
(2) CHANGE OF COMPANY SECRETARY;
(3) CHANGE OF AUTHORISED REPRESENTATIVES;
(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES;
(5) CHANGE OF CHAIRMAN;
AND
(6) CHANGE OF COMPLIANCE OFFICER

The Board announces the following changes to the Company with effect from 8 November 2016:

RESIGNATION AND APPOINTMENT OF DIRECTORS

- (1) the resignation of Mr. Tang Sing Ming Sherman as executive Director;
- (2) the resignation of Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter as independent non-executive Directors;
- (3) the appointment of Mr. Chan and Mr. Zheng as executive Directors; and
- (4) the appointment of Mr. Yip, Mr. Michael Chan and Mr. Deng as independent non-executive Directors.

CHANGE OF COMPANY SECRETARY

- (1) the resignation of Mr. Ho King Yee as Company Secretary; and
- (2) the appointment of Ms. Lam as Company Secretary.

CHANGE OF AUTHORISED REPRESENTATIVES

- (1) the resignation of Mr. Tang Sing Ming Sherman and Mr. Ho King Yee as Authorised Representatives; and

- (2) the appointment of Mr. Chan and Ms. Lam as Authorised Representatives.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

- (1) Mr. Deng has been appointed as the chairman of the Remuneration Committee and Mr. Chan and Mr. Michael Chan have been appointed as members of the Remuneration Committee;
- (2) Mr. Chan has been appointed as the chairman of the Nomination Committee and Mr. Yip and Mr. Michael Chan have been appointed as members of the Nomination Committee;
- (3) Mr. Yip has been appointed as the chairman of the Audit Committee and Mr. Michael Chan and Mr. Deng have been appointed as members of the Audit Committee; and
- (4) Mr. Michael Chan has been appointed as the chairman of the Corporate Governance Committee and Mr. Chan and Mr. Yip have been appointed as members of the Corporate Governance Committee.

Each of Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter has resigned from his respective positions in the board committees of the Company and is no longer the chairman (as the case may be) and/or a member of any board committees of the Company.

CHANGE OF CHAIRMAN OF THE COMPANY

Mr. Tang Sing Ming Sherman has resigned as the chairman of the Company with effect from 8 November 2016 and Mr. Chan has been appointed in his stead.

CHANGE OF COMPLIANCE OFFICER

Mr. Chan, an executive Director, has been appointed as the compliance officer of the Company with effect from 8 November 2016 in place of Mr. Tang Sing Ming Sherman.

References are made to the joint announcement of Epicurean and Company, Limited (the “**Company**”) and Win Union Investment Limited (the “**Offeror**”) dated 14 September 2016 and the composite offer and response document (the “**Composite Document**”) jointly issued by the Company and the Offeror dated 5 October 2016 in relation to mandatory unconditional cash offers by Pacific Foundation Securities Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned by the Offeror and parties acting in concert with it) and to cancel all the outstanding shares options of the Company. As disclosed in the Composite Document, it was intended that directors of the Company (the “**Directors**”) would resign and new Directors would be nominated with effect from the earliest time permitted for resignation and appointment of directors under the Code on Takeovers and Mergers of Hong Kong or such later date as the board of the Directors (the “**Board**”) then thought fit.

RESIGNATION OF DIRECTORS

The Board announces that Mr. Tang Sing Ming Sherman resigned as executive Director; and Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter resigned as independent non-executive Directors, all with effect on 8 November 2016.

Each of the resigning Directors has confirmed to the Board that he has no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to extend its sincere gratitude and appreciation to the resigning Directors for their valuable contribution towards the Company during their tenure of office.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, with effect from 8 November 2016, (i) Mr. Chan Kin Chun Victor (“**Mr. Chan**”) and Mr. Zheng Hua (“**Mr. Zheng**”) have been appointed as executive Directors; and (ii) Mr. Yip Tai Him (“**Mr. Yip**”), Mr. Chan Yee Ping, Michael (“**Mr. Michael Chan**”) and Mr. Deng Guozhen (“**Mr. Deng**”) have been appointed as independent non-executive Directors. Their respective biographical details are set out below:

Mr. Chan

Mr. Chan, aged 58, is an entrepreneur who has been engaging in the garment manufacturing industry for 27 years. The business of Mr. Chan is mainly located in Jiangxi province, the People’s Republic of China (the “**PRC**”). He is the sole director of the Offeror. Mr. Chan does not hold any other directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement, Mr. Chan has beneficial interest in 1,404,278,293 shares of the Company, representing approximately 50.56% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Mr. Zheng

Mr. Zheng, aged 56, graduated from the Department of Geology of Northwest University (西北大學) with a major in petroleum and natural gas geology in January 1982. Mr. Zheng was qualified as a geologist by 青海石油管理局 (Qinghai Petroleum Management Bureau*) in April 1991. He was also qualified as a senior engineer by the Personnel and Labour Protection Office of Henan Province (海南省人事勞動廳) in March 1995. He acted as the chief executive officer from June 2013 to May 2015 of Beijing Enterprises Clean Energy Group Limited (formerly known as Jin Cai Holdings Company Limited) (Stock Code: 1250), the securities of which are listed on the main board of the Stock Exchange, in which Mr. Zheng was responsible for the general management and daily operation. Mr. Zheng has more than 16 years of experience in the paper packaging industry in the PRC. He was a director of a cigarette packaging company named Shenzhen Oceania Printing Company Limited (“**Shenzhen Oceania**”) in the PRC from November 2001 to August 2012 and has been the general manager of Shenzhen Oceania from August 2012 to November 2016, responsible for implementing the policy of the board of Shenzhen Oceania and the general management of Shenzhen Oceania.

Before joining Shenzhen Oceania in 2001, Mr. Zheng assumed various positions from 1982 to 1989, including being the assistant engineer of 石油部青海石油管理局鑽井公司辦公室 (Qinghai Petroleum Management Bureau Well-drilling Company Office, Ministry of Petroleum*) and the head of 青海省重工業辦公室 (Ministry of Heavy Industry Office, Qinghai Province*). From 1990 to 1995, Mr. Zheng was the project manager of 中國石油開發公司海南公司 (China Petroleum Exploration Company Hainan Company*) and 海南省燃化總公司 (Hainan Province Combustion Headquarter*). Mr. Zheng was the senior engineer and the manager of 南方石油勘探開發有限責任公司 (South Oil Exploration and Development Co., Ltd.*) from 1996 to 2001.

Mr. Yip

Mr. Yip Tai Him, aged 46, has been a practising accountant in Hong Kong since 1999. Mr. Yip is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Institute of Chartered Accountants in England and Wales. He has over 20 years of experience in accounting, auditing and financial management. Mr. Yip is currently an independent non-executive director of each of Excel Development (Holdings) Limited (stock code: 1372), China Communication Telecom Services Company Limited (stock code: 8206), GCL-Poly Energy Holdings Limited (stock code: 3800), Redco Properties Group Limited (stock code: 1622) and Sino Golf Holdings Limited (stock code: 361). The shares of these companies are listed on the Main Board or the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange.

Mr. Yip was an independent non-executive director of each of Vinco Financial Group Limited (stock code: 8340) from May 2008 to August 2016, Lajin Entertainment Network Group Limited (previously known as China Media and Films Holdings Limited) (stock code: 8172) from December 2008 to April 2015, iOne Holdings Limited (stock code: 982) from April 2009 to July 2014, Mega Medical Technology Limited (stock code: 876) from February 2001 to June 2014 and Larry Jewelry International Company Limited (stock code: 8351) from May 2014 to October 2014 and a non-executive director of Larry Jewelry International Company Limited (stock code: 8351) from April 2014 to May 2014. The shares of these companies are listed on the Main Board or GEM of the Stock Exchange.

Mr. Michael Chan

Mr. Michael Chan, aged 39, has more than ten years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He graduated from The Hong Kong Polytechnic University with an honour bachelor’s degree in accountancy. He is currently a director of MCI CPA Limited, a certified public accountant firm in Hong Kong. He is currently serving as an independent non-executive directors for two companies whose shares are listed on the Stock Exchange, namely China Sandi Holdings Limited (Stock Code: 910) and China Renji Medical Group Limited (Stock Code: 648). He also acts as a company secretary of two companies whose shares are listed on the Stock Exchange, namely China Sunshine Paper Holdings Company Limited (Stock Code: 2002) since 2013 and Northeast Electric Development Company Limited (Stock Code: 42) since 2012.

He also served as an independent non-executive director of Yueshou Environmental Holdings Limited (Stock Code: 1191) whose shares are listed on the Main Board of the Stock Exchange from October 2013 to July 2014. He also acted as a company secretary of Birmingham International Holdings Limited (Stock Code: 2309) whose shares are listed on the Main Board of the Stock Exchange from June 2015 to October 2016.

Mr. Deng

Mr. Deng, aged 62, graduated from 湖北廣播電視大學 (HuBei Radio and TV University*) in the PRC specialising in industrial and commercial enterprises management. Since April 2003, Mr. Deng has served as a director of a tax agency in the PRC. Mr. Deng does not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Each of Mr. Chan, Mr. Zheng, Mr. Yip, Mr. Michael Chan and Mr. Deng has entered into a service agreement with the Company for a term of 1 year, subject to the requirements for retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. Each of Mr. Chan and Mr. Zheng is entitled to a monthly salary of HK\$20,000, which is determined with reference to the prevailing market conditions, their duties and responsibilities to the Company. Each of Mr. Yip, Mr. Michael Chan and Mr. Deng is entitled to a monthly salary of HK\$15,000, which is determined with reference to the prevailing market conditions, their duties and responsibilities to the Company.

Save as disclosed above, each of Mr. Chan, Mr. Zheng, Mr. Yip, Mr. Michael Chan and Mr. Deng (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other directorship and position in the Company and its subsidiaries or in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three year; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matter relating to the appointment of Mr. Chan, Mr. Zheng, Mr. Yip, Mr. Michael Chan and Mr. Deng that need to be brought to the attention of shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The Board would like to take this opportunity to welcome Mr. Chan, Mr. Zheng, Mr. Yip, Mr. Michael Chan and Mr. Deng to the Board.

CHANGE OF COMPANY SECRETARY

The Board announces that Mr. Ho King Yee has tendered his resignation as the company secretary of the Company (the “**Company Secretary**”) with effect from 8 November 2016.

Mr. Ho King Yee has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Ms. Lam Kit Yan (“**Ms. Lam**”) has been appointed as the Company Secretary with effect from 8 November 2016.

Ms. Lam, aged 41, is a fellow member of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser and is a fellow member of The Taxation Institute of Hong Kong. She obtained a degree of bachelor of business administration from The Chinese University of Hong Kong and has worked for international audit firms and various companies with extensive experience in financial reporting, auditing, mergers and acquisitions, compliance and initial public offerings. She had been the company secretary, chief financial officer and the authorised representative of Beijing Enterprises Clean Energy Group Limited (formerly known as Jin Cai Holdings Company Limited) (stock code: 1250) the issued shares of which are listed on the Main Board of the Stock Exchange from June 2013 to May 2015. From January 2016 to February 2016, Ms. Lam has been appointed as an executive director and company secretary of Aurum Pacific (China) Group Limited (Stock code: 08148), whose shares are listed on the GEM of the Stock Exchange.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that Mr. Tang Sing Ming Sherman and Mr. Ho King Yee have tendered their resignation as authorised representatives of the Company (the “**Authorised Representatives**”) under Rule 5.24 of the GEM Listing Rules and an authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) with effect from 8 November 2016.

Mr. Tang Sing Ming Sherman and Mr. Ho King Yee have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Stock Exchange or the shareholders of the Company in relation to their resignation.

Following the resignation of Mr. Tang Sing Ming Sherman and Mr. Ho King Yee, the Board is pleased to announce that Mr. Chan and Ms. Lam have been appointed as the Authorised Representatives under Rule 5.24 of the GEM Listing Rules and the Authorised Representatives for accepting service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance with effect from 8 November 2016.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that, all with effect from 8 November 2016:

- (1) Mr. Deng has been appointed as the chairman of the remuneration Committee of the Company (the “**Remuneration Committee**”); and Mr. Chan and Mr. Michael Chan have been appointed as members of the Remuneration Committee. Mr. Chan Kam Fai Robert has resigned as chairman of the Remuneration Committee; and Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra and Mr. Chung Kwok Keung Peter have resigned as members of the Remuneration Committee;
- (2) Mr. Chan has been appointed as the chairman of the nomination committee of the Company (the “**Nomination Committee**”); and Mr. Yip and Mr. Michael Chan have been appointed as members of the Nomination Committee. Mr. Chung Kwok Keung Peter has resigned as chairman of the Nomination Committee; and Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra and Mr. Chan Kam Fai Robert have resigned as members of the Nomination Committee;

- (3) Mr. Yip has been appointed as the chairman of the audit committee of the Company (the “**Audit Committee**”); and Mr. Michael Chan and Mr. Deng have been appointed as members of the Audit Committee. Mr. Bhanusak Asvaintra has resigned as chairman of the Audit Committee; and Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter have resigned as members of the Audit Committee; and
- (4) Mr. Michael Chan has been appointed as the chairman of the corporate governance committee of the Company (the “**Corporate Governance Committee**”); and Mr. Chan and Mr. Yip have been appointed as members of the Corporate Governance Committee. Mr. Tang Sing Ming Sherman has resigned as chairman of the Corporate Governance Committee; and Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter have resigned as members of the Corporate Governance Committee.

CHANGE OF CHAIRMAN

Mr. Tang Sing Ming Sherman has resigned as the chairman of the Company with effect from 8 November 2016 and Mr. Chan has been appointed in his stead.

CHANGE OF COMPLIANCE OFFICER

Mr. Chan, an executive Director, has been appointed as the compliance officer of the Company with effect from 8 November 2016 in place of Mr. Tang Sing Ming Sherman.

By order of the Board
EPICUREAN AND COMPANY, LIMITED
Chan Kin Chun Victor
Chairman

Hong Kong, 8 November 2016

As at the date of this announcement, the Company’s executive Directors are Mr. Chan Kin Chun Victor and Mr. Zheng Hua; and the independent non-executive Directors are Mr. Yip Tai Him, Mr. Chan Yee Ping, Michael and Mr. Deng Guozhen.

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 GEM 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.

* *for identification purpose only*