

# FORMS RELATING TO LISTING

## FORM F

### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

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**Company name** : **Epicurean and Company, Limited**

**Stock code (ordinary shares)** : **8213**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 August 2012

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 March 2003

Name of Sponsor(s) : N/A

Names of directors : *Executive Director:*  
*(please distinguish the status of* Mr. Tang Sing Ming Sherman  
*the directors - Executive,*  
*Non-Executive or Independent*  
*Non-Executive)*

: *Independent Non- Executive Directors*  
Mr. Bhanusak Asvaintra  
Mr. Chan Kam Fai Robert  
Mr. Chung Kwok Keung Peter

Name(s) of substantial shareholder(s) : (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Number of ordinary shares
First Glory Holdings Limited ( <i>note 1</i> )	1,073,810,083
Tang Sing Ming Sherman ( <i>note 2</i> )	1,073,810,083

*Notes:*

1. First Glory Holdings Limited (“**First Glory**”) directly holds 1,073,810,083 ordinary shares of the Company (representing approximately 65.36% of the existing total issued share capital in the Company). First Glory also holds convertible bonds (“**FG Convertible Bonds**”) issued by the Company in the aggregate principal amount of HK\$39 million pursuant to which a total of 650,000,000 ordinary shares of the Company will be issued upon full conversion at the adjusted conversion price of HK\$0.060 per share.
2. Tang Sing Ming Sherman (“**Mr. Tang**”) is the sole legal and beneficial owner of First Glory. Accordingly, Mr. Tang is deemed to be interested, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), in the said 1,073,810,083 ordinary shares and the FG Convertible Bonds in the amount of HK\$39 million held by First Glory.

In addition, Mr. Tang is also the sole legal and beneficial owner of Strong Venture Limited (“**Strong Venture**”), which holds convertible bonds (“**SV Convertible Bonds**”) issued by the Company in the aggregate principal amount of HK\$80 million pursuant to which a total of 1,000,000,000 ordinary shares of the Company will be issued upon full conversion at the conversion price of HK\$0.080 per share. Accordingly, Mr. Tang is deemed to be interested, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), in the SV Convertible Bonds in the amount of HK\$80 million held by Strong Venture.

Furthermore, Mr. Tang is entitled to 15,000,000 share options of the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Nil

Financial year end date : 31 March

Registered address : PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

Head office and principal place of business : 8th Floor, Pedder Building, 12 Pedder Street, Central, Hong Kong

Web-site address (if applicable) : [www.eacl.com](http://www.eacl.com)

Share registrar : *Principal Share Registrar:*  
Butterfield Bank (Cayman) Limited  
Butterfield House, 68 Fort Street,  
P.O. Box 705, George Town,  
Grand Cayman, Cayman Islands.

*Hong Kong Branch Share Registrar and Transfer Office:*  
Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

Auditors : PKF  
Certified Public Accountants  
26th Floor, Citicorp Centre,  
18 Whitfield Road,  
Causeway Bay, Hong Kong

## **B. Business activities**

The Company and its subsidiaries are principally engaged in the food and beverage business.

## **C. Ordinary shares**

Number of ordinary shares in issue	:	1,642,950,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	10,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	Nil

## **D. Warrants**

Stock code	:	Nil
Board lot size	:	Nil
Expiry date	:	Nil
Exercise price	:	Nil
Conversion ratio	:	Nil
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>		
No. of warrants outstanding	:	Nil
No. of shares falling to be issued upon the exercise of outstanding warrants	:	Nil

## **E. Other securities**

Details of any other securities in issue.

- (1) FG Convertible Bonds: Unlisted convertible bonds issued by the Company and held by First Glory Holdings Limited in the aggregate principal amount of HK\$39 million pursuant to which a total of 650,000,000 ordinary shares of the Company will be issued upon full conversion at the adjusted conversion price of HK\$0.060 per share.
- (2) SV Convertible Bonds: Unlisted convertible bonds issued by the Company and held by Strong Venture Limited in the aggregate principal amount of HK\$80 million pursuant to which a total of 1,000,000,000 ordinary shares of the Company will be issued upon full conversion at the conversion price of HK\$0.080 per share.
- (3) Share Options: Outstanding share options were granted by the Company under the Company's employee share option scheme to subscribe for 48,500,000 ordinary shares of HK\$0.01 each in the share capital of the Company.

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Tang Sing Ming Sherman

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Bhanusak Asvaintra

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Chung Kwok Keung Peter

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Chan Kam Fai Robert