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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)

**UPDATE ON SUSPENSION OF TRADING
AND
INSIDE INFORMATION**

This announcement is made by Epicurean and Company, Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to, Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 9 February 2015 (“**Rule 3.7 Announcement**”) in relation to Rule 3.7 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”) and the announcement of the Company dated 12 February 2015 in relation to the suspension of trading (“**Trading Suspension**”) in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 9:00 a.m. on 12 February 2015 pending the release of an announcement containing inside information of the Company and pursuant to the Takeovers Code.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the Company’s shareholders and potential investors of the current status of the Company and to provide update on the Trading Suspension.

The Board would like to inform the Company’s shareholders and potential investors that:

- (a) on 11 February 2015 (after trading hours), the Potential Purchaser (as defined in the Rule 3.7 Announcement), which is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules), entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with First Glory Holdings Limited (“**First Glory**”), the controlling shareholder of the Company, pursuant to which the Potential Purchaser conditionally agreed to purchase and First Glory conditionally agreed to sell the entire interest held by First Glory in the Company, representing approximately 74.63% of the total issued share capital of the Company as at the date of this announcement. The transactions contemplated under the Sale and Purchase Agreement, if materialise, will lead to a change in control of the Company and the Potential Purchaser will be required to make a mandatory general offer under the Takeovers Code in cash for all the shares and relevant securities of the Company (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert in it); and

- (b) on 11 February 2015 (after trading hours), the Company entered into a disposal agreement (the “**Disposal Agreement**”) with Simply Global Investments Limited (“**Simply Global**”), a company which is wholly-owned by Mr. Tang Sing Ming Sherman (“**Mr. Tang**”), the executive Director and chairman of the Company, pursuant to which the Company conditionally agreed to (i) sell to Simply Global the entire issued share capital of Marvel Success Limited, which is a wholly-owned subsidiary of the Company, and (ii) assign to Simply Global the outstanding loans owed by Marvel Success Limited to the Company accrued up to the completion date of the Disposal Agreement. The transactions contemplated under the Disposal Agreement, if materialise, will constitute a connected transaction and a very substantial disposal of the Company and a special deal under Rule 25 of the Takeovers Code.

The announcement (“**Announcement**”) in relation to, among other things, the Sale and Purchase Agreement and the Disposal Agreement will be published by the Company as soon as practicable.

Trading in the shares of the Company will remain suspended pending the publication of the Announcement.

There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.

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

Hong Kong, 27 February 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.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

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.

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 and on the Company’s website at www.eacl.com.