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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)

**VERY SUBSTANTIAL ACQUISITION
AND CONNECTED TRANSACTION
ISSUE OF CONVERTIBLE BOND
PROPOSED GRANT OF SPECIFIC MANDATE
TO ISSUE CONVERSION SHARES**

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Epicurean and Company, Limited (the “Company”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on 14 August 2012 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the entering into the Sale and Purchase Agreement dated 25 June 2012 (“**Sale and Purchase Agreement**”) entered into between Strong Venture Limited (“**Vendor**”) as the vendor and Theola Limited (“**Purchaser**”) as the purchaser in relation to the sale and purchase of one (1) issued share in Mark Limited (“**Mark**”) (representing 100% of the issued share capital of Mark) and the shareholder’s loan (“**Shareholder’s Loan**”) due and owing by Mark to the Vendor at the total consideration of HK\$80,000,000.00; the assignment of the Shareholder’s Loan; the subscription agreement to be

entered into between the Company and the Vendor or its nominee(s) for the subscription of convertible bond(s) in the aggregate principal amount of HK\$80,000,000.00 (“**Convertible Bond**”) and the respective transactions contemplated thereunder (including but not limited to the Acquisition, the issue of the Convertible Bond, the grant of specific mandate to authorise the Directors to issue and allot the conversion shares (“**Conversion Shares**”) to the convertible bondholder (“**Convertible Bondholder**”) upon the exercise of the conversion rights attached to the Convertible Bond, and the issue of the Conversion Shares by the Company pursuant to the exercise of the conversion rights attached to the Convertible Bond) be hereby approved, confirmed and ratified; and

- (b) any one Director or the Company Secretary be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, the Assignment of Loan, the Subscription Agreement and the respective transactions contemplated thereunder, and to make or agree such variations of a non-material nature to any of the terms thereof as any Director may in his discretion consider to be desirable and in the interest of the Company.”

Terms defined in the circular of even date issued by the Company to its shareholders shall have the same meanings in this notice of EGM unless the context otherwise specified.

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

Hong Kong, 30 July 2012

Notes:

- (a) Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (c) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting should you so wish.

As at the date of this announcement, the Company’s executive directors are Mr. Tang Sing Ming Sherman and Mr. Lee Shun Hon, Felix; the independent non-executive directors are Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter.

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.