

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 23 November 2015

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:

(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)

Executive Director:

Mr. Tang Sing Ming Sherman

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>)	1,173,810,083
Tang Sing Ming Sherman (<i>notes 1 and 2</i>)	1,673,810,083
Glory Sunshine Holding Limited (<i>note 1</i>)	1,173,810,083
HSBC International Trustee Limited (<i>note 1</i>)	1,173,810,083

Notes:

1. First Glory Holdings Limited (“**First Glory**”) directly holds 1,173,810,083 ordinary shares of the Company (representing approximately 42.28% of the existing total issued share capital in the Company). First Glory is a wholly-owned subsidiary of 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 Piety Trust (“**Family Trust**”), a discretionary family trust for the benefit of certain family members of Mr. Tang Sing Ming Sherman (“**Mr. Tang**”). Mr. Tang is the founder and one of the beneficiaries of the Family Trust, and is deemed to be interested in the said 1,173,810,083 ordinary shares under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
2. Mr. Tang is also the sole legal and beneficial owner of a convertible bond (“**Convertible Bond**”) issued by the Company in the aggregate principal amount of HK\$40,000,000. Upon exercise of the conversion rights attaching to the Convertible Bond in respect of the principal amount of HK\$40,000,000 at the conversion price of HK\$0.080 per share (subject to adjustment), 500,000,000 ordinary shares of the Company will be allotted and issued to Mr. Tang.

Furthermore, Mr. Tang is entitled to 25,000,000 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, Ugland 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

Share registrar: *Principal Share Registrar:*
Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House,
24 Shedden Road,
George Town,
Grand Cayman KY1-1110,
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	:	2,775,950,000
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
<i>Conversion ratio:</i> <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>		Nil
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) Convertible Bond: Unlisted convertible bond issued by the Company and held by Mr. Tang Sing Ming Sherman in the outstanding principal amount of HK\$40,000,000, under which a total of 500,000,000 ordinary shares of the Company will be issued upon full exercise of the conversion rights attaching to the convertible bond at the conversion price of HK\$0.080 per share (subject to adjustment).
- (2) Share Options: Outstanding share options were granted by the Company under the Company's employee share option scheme to subscribe for 34,500,000 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:

Tang Sing Ming Sherman

Bhanusak Asvaintra

Chung Kwok Keung Peter

Chan Kam Fai Robert