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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)**

**RIGHTS ISSUE OF NOT LESS THAN 547,650,000 RIGHTS SHARES  
AT HK\$0.06 EACH ON THE BASIS OF ONE RIGHTS SHARE FOR  
EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE  
PAYABLE IN FULL ON ACCEPTANCE**

**Underwriter to the Rights Issue**

**FIRST GLORY HOLDINGS LIMITED**

The Company proposes to raise approximately HK\$32.9 million before expenses by way of a rights issue of one Rights Share at HK\$0.06 per Rights Share for every two existing Shares held on the Record Date.

The Company will grant Nil-paid Rights in respect of one Rights Share for every two existing Shares held by each Qualifying Shareholder on the Record Date. Fractional entitlements will not be allotted but will be aggregated and sold for the benefit of the Company. The Rights Issue may not be available to all Overseas Shareholders.

The proceeds from the Rights Issue (before expenses) will amount to approximately HK\$32.9 million. The net proceeds from the Rights Issue are intended to be used as (i) general working capital of the Group, (ii) capital to enhance its current network of F&B brands by opening new restaurants or upgrading existing restaurants, and (iii) capital to pursue new and appropriate business opportunities primarily in the F&B sector that compliment the existing platform of the Group.

First Glory, the controlling Shareholder of the Company, has irrevocably undertaken to the Company that, among others, (i) the Shares beneficially owned by it will remain so beneficially owned by it from the date of the Irrevocable Undertakings up to the Record Date; (ii) it will not exercise the subscription rights attaching to the Convertible Bonds up to and including 5:00 p.m. on the third Business Day following the Acceptance Date; and (iii) it will subscribe an aggregate of 316,422,645 Rights Shares which will be provisionally allotted to it as the holder of 632,845,290 existing Shares.

The Rights Issue will be fully underwritten by First Glory other than the Rights Shares that will be provisionally allotted to and have been undertaken to be taken up by First Glory pursuant to the Irrevocable Undertakings.

The last day of dealings in the Shares on a cum-rights basis is currently expected to be 20 October 2011. The Shares are currently expected to be dealt with on an ex-rights basis from 21 October 2011. To qualify for the Rights Issue, a Qualifying Shareholder's name must appear on the register of members of the Company on the Record Date, which is currently expected to be 28 October 2011. In order to be registered as members on the Record Date, any transfers of Shares (with the relevant share certificates) must be lodged for registration by 4:30 p.m. on 24 October 2011 (the share register is expected to be closed from 25 October 2011 to 28 October 2011, both days inclusive).

**The Rights Issue is subject to the satisfaction of certain conditions as described under the section headed "Conditions of the Rights Issue". In particular, the Rights Issue is subject to First Glory not terminating the Underwriting Agreement (see the section headed "Termination of the Underwriting Agreement" below).**

**Accordingly, the Rights Issue may or may not proceed.** Investors' attention is drawn to the statement "Warning of the risks of dealing in Shares and Nil-paid Rights" below.

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Nil-paid Rights and the Rights Shares on GEM.

The Company expects to send the Rights Issue Documents to all Qualifying Shareholders, on or before 28 October 2011.

The Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules. First Glory is the controlling Shareholder of the Company and is therefore a connected person of the Company. The charging of the underwriting commission under the Underwriting Agreement by First Glory therefore constitutes a connected transaction of the Company under the GEM Listing Rules. According to the applicable Percentage Ratios, the total underwriting commission that First Glory will charge under the Underwriting Agreement is less than 5% and is less than HK\$1,000,000, and therefore the charging of the underwriting commission under the Underwriting Agreement is exempted from the reporting, announcement and independent shareholders' approval requirements under Rule 20.31(2)(c) of the GEM Listing Rules. The Rights Issue will be carried out in compliance with Rule 10.31(1) of the GEM Listing Rules.

## **RIGHTS ISSUE**

### **Issue Statistics**

<b>Number of Rights Shares to be issued</b>	Not less than 547,650,000 Rights Shares
<b>Amount to be raised</b>	Approximately HK\$32.9 million from the Rights Shares, before expenses
<b>Subscription Price and Acceptance Date</b>	HK\$0.06 per Rights Share payable in full on acceptance at or prior to 4:00 p.m. on a date which is currently expected to be Friday, 11 November 2011
<b>Basis of the Rights Issue</b>	One Rights Share for every two existing Shares held
<b>Status of the Rights Shares</b>	The Rights Shares, when issued and fully-paid, will rank pari passu in all respects with the then existing Shares in issue. Holders of Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the respective dates of issue and allotment
<b>Right of excess applications</b>	Qualifying Shareholders will have the right to apply for Rights Shares in excess of their provisional allotments
<b>Excluded Shareholders</b>	Nil-paid Rights which represent entitlements of the Excluded Shareholders will be sold for their benefit in the market, as soon as reasonably practicable after dealings in the Nil-paid Rights commence, if a premium, net of expenses, can be obtained, except that any amount less than HK\$100 will be retained for the benefit of the Company. Any such entitlements not sold in the market will be made available for application by Qualifying Shareholders under the excess applications
<b>Subscription by First Glory</b>	First Glory has irrevocably undertaken under the Irrevocable Undertakings to take up in full its entitlement under the Rights Issue amounting to 316,422,645 Rights Shares
<b>Underwriter and Number of Underwritten Shares</b>	First Glory, which will underwrite all Rights Shares other than those Rights Shares that will be provisionally allotted to and have been undertaken to be taken up by First Glory pursuant to the Irrevocable Undertakings

## **Rights Shares**

The number of Rights Shares which may be issued pursuant to the Rights Issue will be increased in proportion to any additional Shares which will be issued and allotted on or before the Record Date, being Shares which may be issued and allotted to holders of Share Options pursuant to an exercise of the subscription rights attaching to the Share Options. As at the date of this announcement, there were 17,000,000 outstanding Share Options, of which 11,000,000 Share Options are eligible for exercise on or before the Record Date to subscribe up to 11,000,000 Shares. If all of the subscription rights attaching to such Share Options are exercised and Shares are issued and allotted pursuant to such exercise on or before the Record Date, the number of issued Shares will be increased to 1,106,300,000 Shares and the number of Rights Shares which may be issued pursuant to the Rights Issue will be increased to 553,150,000 Rights Shares.

The number of Rights Shares may also be increased if First Glory would exercise the subscription rights attaching to the Convertible Bonds on or before the Record Date, but First Glory has already irrevocably undertaken to the Company under the Irrevocable Undertakings that it would not exercise the subscription rights attaching to the Convertible Bonds up to and including 5:00 p.m. on the third Business Day following the Acceptance Date.

As at the date of this announcement, save for the options that have been granted under the Share Option Scheme and the Convertible Bonds, the Group had no outstanding convertible securities, options (whether agreed conditionally or unconditionally) or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into Shares.

## **Qualifying Shareholders and Overseas Shareholders**

The Company will send the Rights Issue Documents to Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

- (i) be registered as a member of the Company at the close of business on the Record Date; and
- (ii) have on the register of members of the Company on the Record Date either an address in Hong Kong or an address which is not in a jurisdiction where, in the Directors' opinion, the making of the Rights Issue is not permitted under the laws of such jurisdiction or is otherwise inexpedient to extend the Rights Issue.

The Rights Issue Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. No grant of Nil-paid Rights and no issue and allotment of Rights Shares will be made to Shareholders with addresses outside Hong Kong unless the Directors consider that making the Rights Issue to them is permitted under the laws of such jurisdiction. The Company will send copies of the Prospectus to the Excluded Shareholders for their information only, but the Company will not send any PALs and EAFs to Excluded Shareholders.

Arrangements will be made for Nil-paid Rights (excluding fractional entitlements) which would otherwise have been granted to the Excluded Shareholders to be sold in the market as soon as practicable after dealings in the Nil-paid Rights commence, if a premium (net of expenses) can be obtained. The proceeds of sale, less expenses, of HK\$100 or more will be paid to the Excluded Shareholders in Hong Kong dollars as soon as practicable. Individual amounts of less than HK\$100 will not be paid and will be retained by the Company for the benefit of the Company.

In order to be registered as a member at the close of business on the Record Date, Shareholders must lodge any transfers of Shares (with the relevant share certificates) with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on the fourth Business Day immediately prior to the Record Date, which is currently expected to be 24 October 2011.

## **TERMS OF THE RIGHTS ISSUE**

### **Subscription price for the Rights Shares**

HK\$0.06 per Rights Share, payable in full when a Qualifying Shareholder accepts the relevant allotment of Rights Shares or applies for excess Rights Shares or when a renouncee of any grant or a transferee of Nil-paid Rights applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 25.00% to the closing price of HK\$0.08 per Share as quoted on the Stock Exchange on 7 October 2011, being the date of this announcement;
- (ii) a discount of approximately 17.81% to the theoretical ex-rights price of approximately HK\$0.073 per Share based on that closing price of HK\$0.08 per Share as at the date of this announcement; and
- (iii) a discount of approximately 25.00% to the average closing price of approximately HK\$0.08 per Share for the ten Trading Days prior to the date of this announcement.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the market price of the Shares under the prevailing market conditions. As the Rights Shares are issued to all Qualifying Shareholders, the Directors consider that the discount of the Subscription Price would encourage the Qualifying Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholding in the Company and participate in the future growth of the Group. The Directors consider terms of the Rights Issue are fair and reasonable and in the best interests of the Group and the Shareholders as a whole.

### **Basis of grant of Nil-paid Rights and allotment of Rights Shares**

One Nil-paid Right will be granted in respect of one Rights Share for every two existing Shares held by a Qualifying Shareholder on the Record Date.

## **Status of the Rights Shares**

When allotted, issued and fully paid, the Rights Shares will rank equally with the then existing Shares in issue and holders of such Rights Shares will receive all future dividends and distributions which are declared, made or paid after the date of issue of the Rights Shares.

## **Fractions of Rights Shares**

The Company will not grant fractions of Nil-paid Rights nor will it accept any application for any fraction of the Rights Shares. All fractions of Rights Shares will be aggregated and all Nil-paid Rights arising from such aggregation will be sold in the market for the benefit of the Company, if a premium net of expenses can be achieved.

## **Applications for excess Rights Shares**

Qualifying Shareholders shall be entitled to apply for any unsold entitlements of Excluded Shareholders, any unsold Rights Shares created by adding together fractions of Nil-paid Rights and any Nil-paid Rights granted but not accepted by Qualifying Shareholders. Application may be made by completing the form of application for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for.

The Directors will allocate the excess Rights Shares based on a sliding scale with reference to the number of the excess Rights Shares applied by them in pre-determined categories (i.e. Qualifying Shareholders belonging to pre-determined categories consisting of applications for smaller number of Rights Shares are allocated with a higher percentage of successful application but will receive less number of Rights Shares; whereas Qualifying Shareholders belonging to pre-determined categories consisting of applications for larger number of Rights Shares are allocated with a smaller percentage of successful application but will receive higher number of Rights Shares) and with the possibility of involving balloting which means some Qualifying Shareholders belonging to certain pre-determined categories may be allotted with more excess Rights Shares than others and those Qualifying Shareholders who are unsuccessful in the ballot may not receive any excess Rights Shares.

Investors with their Shares held by a nominee (or which are held in CCASS) should note that the Directors will regard the nominee (including HKSCC) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually. Beneficial owners with their Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date. Investors whose Shares are held by a nominee (or which are held in CCASS) and who would like to have their names registered on the register of members of the Company, must lodge all necessary documents with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company whose office is located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Monday, 24 October 2011 (the register of members of the Company will be closed from Tuesday, 25 October 2011 to Friday, 28 October 2011, both days inclusive).

## **Certificates for Rights Shares**

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are currently expected to be posted by 17 November 2011 to those who have accepted and (where applicable) applied for, and paid for the Rights Shares, at their own risk.

## **Share Option Scheme and Convertible Bonds**

Pursuant to the terms of the Share Option Scheme, adjustments to the subscription prices of the outstanding Share Options are required to be made upon the Rights Issue becoming unconditional.

Pursuant to the terms of the Convertible Bonds, adjustments to the conversion price of the Convertible Bonds are also required to be made upon the Rights Issue becoming unconditional.

## **Closures of Register of Members**

The register of members of the Company is expected to be closed from 25 October 2011 to 28 October 2011 (both days inclusive) for determining the entitlements of the Qualifying Shareholders for the Rights Issue, and accordingly no transfer of Shares will be registered during this period.

## **Application for Listing and Dealings**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Nil-paid Rights and the Rights Shares on GEM.

Dealings in Nil-paid Rights and fully-paid Rights Shares will be subject to the payment of stamp duties in Hong Kong.

## **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue is conditional upon, among other things, each of the following:

- (i) the registration of the Rights Issue Documents (with all the documents required to be attached thereto by Section 342C of the Companies Ordinance) (all having been duly authorised for registration by the Stock Exchange and signed by or on behalf of all Directors) by the Registrar of Companies in Hong Kong in compliance with the Companies Ordinance by no later than the Posting Date;
- (ii) the posting of the Rights Issue Documents to the Qualifying Shareholders on or before the Posting Date;
- (iii) all necessary approvals, permits, waivers, consents and authorisations having been obtained for the grant of Nil-paid Rights and the allotment of the Rights Shares as well as for the Rights Issue generally;

- (iv) the Listing Committee of the Stock Exchange having granted (subject only to grant of the Nil-paid Rights and/or allotment of the Rights Shares, the posting of the Prospectus and the despatch of certificates in respect of the Rights Shares and any other matters which are agreed between the Company and First Glory) the listing of and permission to deal in the Nil-paid Rights and the Rights Shares on GEM by no later than 11 November 2011 and such listing and permission to deal not being revoked prior to 4.00 p.m. on the third Business Day after the Acceptance Date; and
- (v) the obligations of First Glory under the Underwriting Agreement becoming unconditional and the Underwriting Agreement not being terminated by First Glory in accordance with the terms thereof.

**As the Rights Issue is subject to the above conditions, it may or may not proceed.**

In the event that the conditions of the Rights Issue are not fulfilled at or before 5:00 p.m. on 16 November 2011 (or such later date as, in its discretion, First Glory may extend, being no later than 27 November 2011), First Glory shall not have any rights or be subject to any obligations arising from the Underwriting Agreement and the Rights Issue will lapse.

## **IRREVOCABLE UNDERTAKINGS**

Pursuant to the Irrevocable Undertakings, First Glory, the controlling shareholder of the Company, has irrevocably undertaken to the Company that, among others, the 632,845,290 Shares beneficially owned by it will remain so beneficially owned by it from the date of the Irrevocable Undertakings up to the Record Date.

First Glory has further agreed, no later than the Acceptance Date, to (i) subscribe for 316,422,645 Rights Shares that would be provisionally allotted to it under the Rights Issue; and (ii) lodge the relevant application form together with remittance for the full amount payable on acceptance of subscription of such Rights Shares in accordance with the acceptance instructions contained in the Rights Issue Documents.

In addition, First Glory has also undertaken that, subject to the conditions including the Rights Issue not being terminated, it will not, without the prior written consent of the Company, transfer or otherwise dispose of (including without limitation creating any option, charge or other encumbrances or rights over or in respect of) or acquire (including any exercise of the subscription rights attaching to the Convertible Bonds but except for the Rights Shares that will be provisionally allotted to and taken up by First Glory or pursuant to the Underwriting Agreement) any Share or any interest therein at any time between the date of the Irrevocable Undertakings up to and including 5:00 p.m. on the third Business Day following the Acceptance Date.

## UNDERWRITING ARRANGEMENTS

### Underwriting Agreement

Date	:	7 October 2011
Underwriter	:	First Glory
Number of total Underwritten Shares	:	all Rights Shares other than those Rights Shares that will be provisionally allotted to and have been undertaken to be taken up by First Glory pursuant to the Irrevocable Undertakings, which are not less than 231,227,355 Underwritten Shares
Commission	:	2% of the aggregate Subscription Price of the total Underwritten Shares

Pursuant to the Underwriting Agreement, First Glory as underwriter has agreed to subscribe or procure subscribers to subscribe, for all Underwritten Shares that are not Taken Up, subject to terms and conditions set out in the agreement in particular the fulfilment of the conditions contained therein. First Glory is the controlling Shareholder holding 632,845,290 Shares as at the date of this announcement, representing approximately 57.78% of the issued Share capital of the Company.

### Conditions of the Underwriting Agreement

The obligations of the Underwriter under the Underwriting Agreement are conditional on the following, none of which can be waived, whether in whole or in part:

- (i) the registration of the Rights Issue Documents (with all the documents required to be attached thereto by Section 342C of the Companies Ordinance) (all having been duly authorised for registration by the Stock Exchange and signed by or on behalf of all Directors) by the Registrar of Companies in Hong Kong in compliance with the Companies Ordinance by no later than the Posting Date;
- (ii) the posting of the Rights Issue Documents to the Qualifying Shareholders on or before the Posting Date;
- (iii) all necessary approvals, permits, waivers, consents and authorisations having been obtained for the grant of the Nil-paid Rights and the allotment of the Rights Shares as well as for the Rights Issue generally; and
- (iv) the Listing Committee of the Stock Exchange having granted (subject only to grant of the Nil-paid Rights and/or allotment of the Rights Shares, the posting of the Prospectus and the despatch of certificates in respect of the Rights Shares and any other matters which are agreed between the Company and First Glory) the listing of and permission to deal in the Nil-paid Rights and the Rights Shares on GEM by no later than 11 November 2011 and such listing and permission to deal not being revoked prior to 4.00 p.m. on the third Business Day after the Acceptance Date.

If any of the conditions of the Underwriting Agreement set out above is not satisfied on or before the time and dates specified in the Underwriting Agreement (or in each case such later date as the Underwriter and the Company may agree), all liabilities of the parties to the Underwriting Agreement shall cease and determine and none of the parties shall have any claim against the other, save that the Company shall reimburse on demand the Underwriter such costs, charges and expenses of or incidental to the Rights Issue and the offer and issue of the Rights Shares and the matters contemplated by the Underwriting Agreement as agreed between the Company and the Underwriter in the Underwriting Agreement.

### **Termination of the Underwriting Agreement**

**The Underwriting Agreement contains provisions entitling First Glory, by notice in writing, to terminate its obligations thereunder on the occurrence of certain events. If at any time on or before 5:00 p.m. on the third Business Day after the Acceptance Date for the provisional allotments:—**

- (a) First Glory shall become aware of the fact that, or shall have reasonable cause to believe that, any of the warranties under the Underwriting Agreement is untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of First Glory) material in the context of the Rights Issue; or**
- (b) (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;**
- (ii) there is any change in local, national or international financial, political, industrial or economic conditions;**
- (iii) there is any change of an exceptional nature in local, national or international equity securities or currency markets;**
- (iv) there is any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;**
- (v) there is any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;**
- (vi) there is any suspension in the trading of the Shares on the Stock Exchange for a continuous period of ten (10) Business Days;**
- (vii) there is any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere which will or may materially and adversely affect the Group or a material proportion of the Shareholders in their capacity as such,**

**which event or events is or are in the reasonable opinion of First Glory:—**

- (1) likely to have a material adverse effect on the business or financial or trading position or prospects of the Group taken as a whole; or**
- (2) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be Taken Up; or**
- (3) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,**

**then and in such case First Glory may by notice in writing given to the Company on or before 5:00 p.m. on the third Business Day after the Acceptance Date for the Rights Shares rescind the Underwriting Agreement and thereupon all obligations of First Glory thereunder will cease and determine and no party will have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement and the Rights Issue will not proceed.**

### **IMPLICATIONS OF THE UNDERWRITING AGREEMENT UNDER THE GEM LISTING RULES**

The Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules. First Glory is the controlling Shareholder of the Company and is therefore a connected person of the Company. The charging of the underwriting commission under the Underwriting Agreement by First Glory therefore constitutes a connected transaction of the Company under the GEM Listing Rules. According to the applicable Percentage Ratios, the total underwriting commission that First Glory will charge under the Underwriting Agreement is less than 5% and is less than HK\$1,000,000, and therefore the charging of the underwriting commission under the Underwriting Agreement is exempted from the reporting, announcement and independent shareholders' approval requirements under Rule 20.31(2)(c) of the GEM Listing Rules. The Directors (including the independent non-executive Directors) are of the view that the terms of the Underwriting Agreement, including the provision of the underwriting commission thereunder, were negotiated on an arm's length basis between the parties and are on normal commercial terms and fair and reasonable and in the interests of the Company and its shareholders as a whole. The Rights Issue will be carried out in compliance with Rule 10.31(1) of the GEM Listing Rules.

## **WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS**

Existing Shares will be dealt with on an ex-rights basis from 21 October 2011. To qualify for the Rights Issue, a Qualifying Shareholder's name must appear on the Register of Members of the Company on the Record Date, which is currently expected to be 28 October 2011. In order to be registered as members on the Record Date, any transfers of Shares (with the relevant share certificates) must be lodged for registration by 4:30 p.m. on 24 October 2011.

The Nil-paid Rights are expected to be dealt with from 1 November 2011 to 8 November 2011, both days inclusive. If First Glory terminates the Underwriting Agreement, or the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any person contemplating buying or selling any of the Shares from now up to the date on which all such conditions are fulfilled (which is expected to be 16 November 2011), and contemplating any buying or selling of Nil-paid Rights between 1 November 2011 and 8 November 2011 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and may not proceed.

Investors may want to obtain professional advice regarding dealings in Shares or Nil-paid Rights during these periods.

### **EXPECTED TIMETABLE:**

2011

Last day of dealings in existing Shares on a cum-rights basis .....	20 October
Commencement date of trading on ex-rights basis .....	21 October
Latest time for lodging transfers of Shares in order to qualify for the Rights Issue .....	4:30 p.m. on 24 October
Bookclose for the Rights Issue .....	from 25 October to 28 October
Record Date .....	28 October
Rights Issue Documents despatched on .....	28 October
First day of dealings in Nil-paid Rights .....	1 November
Latest time for splitting Nil-paid Rights .....	4:30 p.m. on 3 November
Latest time for dealings in Nil-paid Rights .....	4:00 p.m. on 8 November

Latest time for acceptance of, and payment for, Rights Shares and application for excess Rights Shares .....	4:00 p.m. 11 November
Latest time for termination of the Underwriting Agreement .....	5:00 p.m. 16 November
Rights Issue expected to become unconditional .....	16 November
Announcement of results of Rights Issue to appear on the GEM website on or before.....	16 November
Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares to be despatched on or before .....	17 November
Certificates for fully-paid Rights Shares expected to be despatched on or before .....	17 November
Dealings in fully-paid Rights Shares on the Stock Exchange to commence on .....	21 November

## **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR RIGHTS SHARES**

The latest time for acceptance of and payment for Rights Shares shall not take place at 4:00 p.m. on Friday, 11 November 2011 if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 11 November 2011. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 12:00 noon and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on Friday, 11 November 2011, the dates mentioned in this expected timetable may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as and when appropriate.

## **REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS**

The proceeds from the Rights Issue (before expenses) will amount to approximately HK\$32.9 million and the estimated net proceeds from the Rights Issue will amount to approximately HK\$31.5 million, representing a net subscription price of approximately HK\$0.058 per Rights Share. The net proceeds from the Rights Issue are intended to be used as (i) general working capital of the Group, (ii) capital to enhance its current network of F&B brands by opening new restaurants or upgrading existing restaurants, and (iii) capital to pursue new and appropriate business opportunities primarily in the F&B sector that compliment the existing platform of the Group.

The Group is principally engaged in the F&B business, provision of information solutions and designing, development and sale of application software packages.

As discussed in the annual report published by the Company on 24 June 2011 for the financial year ended 31 March 2011, the financial year 2010/11 was a breakthrough year for the Group as it had made its first attempt to tap into the F&B business. Since then, the Group has been taking a number of initiatives to develop its F&B business. The results from the F&B operation have been promising, and currently the F&B business is the most important core of the Group's business operation.

In order to ensure a reasonable profit margin and to maintain the competitiveness, the Group will continue to expand its existing F&B network and brand concept and to explore and identify appropriate business opportunities in the F&B sector in Hong Kong and PRC. The Group has been searching for opportunities in the F&B sector, including actively seeking potential partners to co-operate in developing new F&B business, that would further enhance the Group's income.

As an effort to further develop its F&B business and expand its existing F&B network and brand concept, the Group has recently entered into certain transactions. Attention of the Shareholders and investors is drawn to the announcement issued by the Company on 7 October 2011 in relation to the acquisition of the entire issued share capital of and related shareholder's loan to Rainbow Sky Enterprises Limited. This transaction constitutes a connected transaction of the Company exempted from independent Shareholders' approval, and a discloseable transaction, under the GEM Listing Rules and is therefore subject to reporting and announcement requirements only. This transaction is subject to conditions and may or may not proceed to completion.

Please also refer to the announcement issued by the Company on 6 October 2011 in relation to the licence agreement in respect of proprietary marks and know-how and discloseable transaction in relation to the formation of joint venture with Shirokuma & Co.

To achieve this continual development of the Group, it is anticipated that substantial requirements in financial resources will be needed by the Company in the near future. The Directors consider that it will be in the interests of the Group to secure additional source of finance so that the Group can be better equipped with steady and strong working capital to operate its existing business and pursue new opportunities. The Directors also consider that the Rights Issue will provide such a source of finance for the Group.

Thus, the Directors consider that the Rights Issue is an appropriate means to strengthen the financial position and capability of the Company and to raise additional funds for the operation of its existing core business and the pursuit of new opportunities, including those described above.

## **FUND RAISING BY THE COMPANY IN THE PAST TWELVE MONTHS**

The Company has not conducted any fund raising exercises in connection with any issue of equity securities in the past 12 months immediately preceding the date of this announcement.

## SHAREHOLDERS' APPROVAL NOT REQUIRED

There is no requirement under the GEM Listing Rules for the Rights Issue to be approved by Shareholders in general meeting.

### GENERAL

The Rights Issue Documents are currently expected to be posted to the Qualifying Shareholders on 28 October 2011.

### DEFINITIONS

“Acceptance Date”	11 November 2011, being the last day for acceptance and payment of the Rights Shares, or such other date as the Company and the Underwriter may agree in writing
“Business Day”	a day (excluding Saturdays) on which banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Epicurean and Company, Limited 惟膳有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM (stock code: 8213)
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$39 million issued by the Company to First Glory pursuant to the subscription agreement dated 22 December 2009
“Directors”	the directors of the Company
“EAF(s)”	application form(s) for excess Rights Shares
“Excluded Shareholder(s)”	those Overseas Shareholder(s) to whom the extension of the Rights Issue, in the absence of compliance with relevant registration or other special formalities in their jurisdictions, be unlawful or impracticable, and compliance with the registration and other special formalities in these jurisdictions could in the opinion of the Directors be costly and/or time-consuming and therefore inexpedient to do so
“F&B”	food and beverage

“First Glory”	First Glory Holdings Limited, a company incorporated in the British Virgin Islands, the controlling shareholder of the Company which is wholly and beneficially owned by Mr. Tang Sing Ming Sherman, an executive Director
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Irrevocable Undertakings”	the irrevocable undertaking letter dated 7 October 2011 and executed by First Glory in favour of the Company
“Nil-paid Rights”	the rights to subscribe for and be issued and allotted with a Rights Share under the Rights Issue
“Overseas Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are in (a) place(s) outside Hong Kong
“PAL(s)”	provisional allotment letter(s) for the Rights Shares
“Percentage Ratios”	shall have the meaning as ascribed to it under Chapter 19 of the GEM Listing Rules
“Posting Date”	the date when the Prospectus, PAL and EAF are despatched by the Company to the Qualifying Shareholders, which is currently expected to be 28 October 2011
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Qualifying Shareholder(s)”	the Shareholder(s), other than the Excluded Shareholder(s), whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	28 October 2011, the record date for the determination of the entitlements of the Qualifying Shareholders for the Rights Issue

“Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company whose office is located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
“Rights Issue”	the issue of the Rights Shares on the basis of one Rights Share for every two existing Shares held on the Record Date at the Subscription Price
“Rights Issue Documents”	the Prospectus, the PALs and the EAFs
“Rights Shares”	not less than 547,650,000 new Shares to be issued under the Rights Issue
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme approved for adoption by the shareholders of the Company on 26 February 2003
“Share Options”	options granted by the Company to the directors and employees of the Group pursuant to the Share Option Scheme, conferring the holders thereof rights to subscribe in cash for new Shares at exercise prices determined in accordance with the Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price per Rights Share, being HK\$0.06
“Taken Up”	those Underwritten Shares in respect of which the relevant PALs and/or EAFs have been lodged and accompanied by cheques (which are not dishonoured) or other valid remittances for the full amount payable in respect thereof
“Trading Day”	a day on which the Stock Exchange is open for trading
“Underwriting Agreement”	the agreement dated 7 October 2011 entered into between the Company and First Glory relating to the underwriting and other arrangements in respect of the Rights Issue

“Underwritten Shares” all Rights Shares (other than those Rights Shares that will be provisionally allotted to and have been undertaken to be taken up by First Glory pursuant to the Irrevocable Undertakings) underwritten by First Glory on and subject to terms and conditions as set out in the Underwriting Agreement

“HK\$” Hong Kong dollars

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

Hong Kong, 7 October 2011

*As at the date of this announcement, the Company’s executive Directors are Mr. Tang Sing Ming Sherman, 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, 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.*