

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 December 2011

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 Directors:
Mr. Tang Sing Ming Sherman
Mr. Lee Shun Hon, Felix

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	Name of shareholder	Approx. percentage of interest
	First Glory Holdings Limited <i>(note 1)</i>	65.36%
	Tang Sing Ming Sherman <i>(note 2)</i>	65.36%

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 (“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 price adjustment at HK\$0.060 per share after the completion of rights issue.
2. Tang Sing Ming Sherman (“Mr. Tang”) is the sole legal and beneficial owner of First Glory. 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 of the Company and the Convertible Bonds which First Glory is interested in. In addition, 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, 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:
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, provision of information solutions and designing, development and sale of application software packages.

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

*(Not applicable if the warrant is
denominated in dollar value of
conversion right)*

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 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 price of HK\$0.060 per share.
- (2) 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:

Tang Sing Ming Sherman

Lee Shun Hon, Felix

Bhanusak Asvaintra

Chan Kam Fai Robert

Chung Kwok Keung Peter