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新煮意控股有限公司
FOOD IDEA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

**SHARE CONSOLIDATION
AND
CHANGE IN BOARD LOT SIZE**

SHARE CONSOLIDATION

The Board proposes to consolidate every ten (10) existing issued and unissued Shares of HK\$0.001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.01 each. The Share Consolidation is conditional upon (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Consolidation; and (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

CHANGE IN BOARD LOT SIZE

The Board proposes to change the board lot size for trading in the Consolidated Shares from 24,000 to 12,000 upon the Share Consolidation becoming effective.

GENERAL

An EGM will be convened and held for the Shareholders to consider and if, thought fit, approve the Share Consolidation. A circular, among other things, containing further information on the Share Consolidation and the Change in Board Lot Size, together with a notice to convene the EGM will be despatched to the Shareholders on or before 20 May 2016.

SHARE CONSOLIDATION

The Board proposes to consolidate every ten (10) existing issued and unissued Shares of HK\$0.001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.01 each. The Share Consolidation will become effective upon the fulfillment of the conditions set out in paragraph headed “Conditions of the Share Consolidation” below.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Consolidation; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

The Share Consolidation will become effective after the conditions of the Share Consolidation above are fulfilled.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company amounted to HK\$100,000,000 divided into 100,000,000,000 Shares of HK\$0.001 each, of which 6,528,000,000 Shares of HK\$0.001 each are issued and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or bought back prior thereto, the authorised share capital of the Company will become HK\$100,000,000 divided into 10,000,000,000 Consolidated Shares of HK\$0.01 each, of which 652,800,000 Consolidated Shares will be in issue, which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the articles of association of the Company. Other than the expenses, including the professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business operations, management or financial position of the Group or result in any change in the rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

Application for listing of the Consolidated Shares

Application will be made to the Stock Exchange for granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation and all necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS in the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Status of the Consolidated Shares

The Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Fractional Consolidated Shares

Any fractional Consolidated Share in the issued share capital of the Company that may arise as a result of the Share Consolidation will be cancelled but any fractional entitlements to the Consolidated Shares will be aggregated into whole Consolidated Shares and sold for the benefit of the Company.

Odd lot trading arrangement

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Change in Board Lot Size, the Company has agreed to engage Infast Brokerage Limited to arrange for matching services regarding the sale and purchase of odd lots of the Consolidated Shares between 9:00 a.m. and 4:00 p.m. from Wednesday, 13 July 2016 to Tuesday, 2 August 2016 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares may contact Mr. Pong Cheuk Pun of Infast Brokerage Limited (telephone number: (852) 28531078) at 18/F, No. 8 Lyndhurst Terrace, Central, Hong Kong during office hours in the aforesaid period. Shareholders should note that matching of the sale and purchase of odd lots of Consolidated Shares is on a best efforts basis and successful matching of the sale and purchase of such odd lots is not guaranteed. The Company will bear the costs relating to the matching of sale and purchase of odd lots of the Consolidated Shares. Any Shareholder who is in doubt about the odd lot trading arrangement is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 28 June 2016, being the next business day following the date of the EGM, Shareholders may on or after Tuesday, 28 June 2016 and until 4:00 p.m. on Thursday, 4 August 2016, (both days inclusive), submit their existing share certificates (in green colour) for the Shares to the Registrar for exchange of new share certificates (in blue colour) for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for exchange of new share certificates.

With effect from Tuesday, 28 June 2016, trading will only be in Consolidated Shares and only new share certificates will be issued. Existing share certificates for the Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

CHANGE IN BOARD LOT SIZE

As at the date of this announcement, Shares are traded in board lots of 24,000. Following the Share Consolidation, it is proposed that the Consolidated Shares will be traded in board lots of 12,000.

Based on the closing price of HK\$0.035 per Share as at the date of this announcement, the value of each board lot of 12,000, assuming the Share Consolidation had already been effective, would be HK\$4,200.

Reasons for the Share Consolidation and Change in Board Lot Size

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Board proposed to implement the Share Consolidation. The Share Consolidation together with the Change in Board Lot Size will also allow the value of each board lot to be increased to more than HK\$2,000 and enable the Company to avoid non-compliance with the trading requirements under the GEM Listing Rules.

Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company did not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares or the Consolidated Shares.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation, the Change in Board Lot Size and the associated trading arrangements.

(Hong Kong time and date)

(2016)

Despatch of circular (including the notice of the EGM) and
the related form of proxy to the Shareholders Friday, 20 May

Latest time for lodging the form of proxy for the EGM 11:30 a.m. Saturday, 25 June

Expected date and time of the EGM to
approve the Share Consolidation 11:30 a.m. Monday, 27 June

Announcement of results of EGM. Monday, 27 June

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in the paragraph headed “Conditions of the Share Consolidation” above.

Effective date of the Share Consolidation Tuesday, 28 June

Dealing in Consolidated Shares commences 9:00 a.m. Tuesday, 28 June

Original counter for trading in Shares in board lots
of 24,000 Shares temporarily closes 9:00 a.m. Tuesday, 28 June

Temporary counter for trading in Consolidated Shares
in board lots of 2,400 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. Tuesday, 28 June

First day for free exchange of existing share certificates
for new share certificates for the Consolidated Shares. Tuesday, 28 June

First day of operation of odd lot trading facility 9:00 a.m. Wednesday, 13 July

(Hong Kong time and date)
(2016)

Original counter for trading in Consolidated Shares
in board lots of 12,000 Consolidated Shares
(only new share certificates for the Consolidated Shares
can be traded at this counter) reopens 9:00 a.m. Wednesday, 13 July

Parallel trading in the Consolidated Shares
(in the form of existing share certificates and
new share certificates) commences 9:00 a.m. Wednesday, 13 July

Temporary counter for trading in board lots of 2,400
Consolidated Shares (in the form of
existing share certificates) closes. 4:00 p.m. Tuesday, 2 August

Parallel trading in the Consolidated Shares
(in the form of existing share certificates and
new share certificates) closes 4:00 p.m. Tuesday, 2 August

Last day of operation of odd lot trading facility 4:00 p.m. Tuesday, 2 August

Last day of free exchange of existing share certificates
for the Shares for new share certificates for the
Consolidated Shares 4:00 p.m. Thursday, 4 August

Note: All times refer to Hong Kong local times and dates in this announcement.

Date or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

GENERAL

An EGM will be convened and held for the Shareholders to consider and if, thought fit, approve the Share Consolidation. A circular, among other things, containing further information on the Share Consolidation and the Change in Board Lot Size, together with a notice to convene the EGM will be despatched to the Shareholders on or before 20 May 2016.

Shareholders and potential investors should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions precedent set out in the paragraph headed “Conditions of the Share Consolidation” above, and therefore may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, except where the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 24,000 Shares to 12,000 Consolidated Shares after the Share Consolidation becoming effective
“Company”	Food Idea Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the GEM
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately after the Share Consolidation having become effective
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of the Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Registrar”	Union Registrars Limited, the share registrar and transfer office of the Company in Hong Kong, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Share(s)”	existing share(s) of par value of HK\$0.001 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every ten (10) Shares of par value of HK\$0.001 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of par value of HK\$0.01 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Food Idea Holdings Limited
Wong Kwan Mo
Chairman and executive Director

Hong Kong, 17 May 2016

As at the date of this announcement, the Board comprises Mr. Wong Kwan Mo, Ms. Lau Lan Ying and Mr. Yu Ka Ho as executive Directors, and Mr. Li Fu Yeung, Mr. Kwan Wai Yin, William and Mr. Tam Lok Hang as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.foodidea.com.hk>.