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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)

**DISCLOSEABLE TRANSACTION –
ACQUISITIONS OF LISTED SECURITIES**

THE ACQUISITIONS

On 11 August 2016 and 25 August 2016, an indirect wholly-owned subsidiary of the Company acquired 287,056,000 Listed Shares and 446,888,000 Listed Shares, respectively, for an aggregate purchase price of approximately HK\$24.77 million (excluding transaction costs).

IMPLICATIONS UNDER THE GEM LISTING RULES

The relevant applicable percentage ratios (as defined under the GEM Listing Rules) for the First Acquisition are less than 5% and therefore the First Acquisition itself is not subject to any disclosure requirements pursuant to Chapter 19 of the GEM Listing Rules. As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Second Acquisition exceeds 5% but all the percentage ratios are less than 25%, the Second Acquisition constitutes a disclosure transaction and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the First Acquisition and the Second Acquisition shall be aggregated as if they were one transaction. As the relevant applicable percentage ratios (as defined under the GEM Listing Rules) for the Acquisitions exceed 5% but is less than 25%, the Acquisitions constitute a discloseable transaction and subject to the notification and announcement requirements under the GEM Listing Rules.

THE ACQUISITIONS

On 11 August 2016 and 25 August 2016, an indirect wholly-owned subsidiary of the Company acquired 287,056,000 Listed Shares and 446,888,000 Listed Shares, respectively, in aggregate representing, approximately 2.867% of the entire issued share capital of the GEM Listco (based on 25,600,000,000 Listed Shares in issue as at 23 August 2016, accordingly to publicly available information), for an aggregate purchase price of approximately HK\$24.77 million (excluding transaction costs).

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the seller(s) and its/their respective ultimate beneficial owner(s) under the Second Acquisition is an Independent Third Party.

CONSIDERATION

The aggregate consideration of the Acquisitions was approximately HK\$24.77 million (excluding transaction costs), which was payable in cash on settlement and financed by the Group's internal resources. The consideration of the Second Acquisition was determined by the market price of the Listed Shares on the date of the acquisition. The Directors are of the view that the Acquisitions are fair and reasonable and are on normal commercial terms and in the interests of the Company and its shareholders as a whole.

INFORMATION ON GEM LISTCO

The GEM Listco is a company incorporated in the Cayman Islands with limited liability whose shares are listed on GEM. The GEM Listco is principally engaged in the manufacturing and selling of pure cashmere apparel and other apparel products.

The following information is extracted from the annual report of the GEM Listco for the financial year ended 31 March 2016:

	Year ended 31 March	
	2015	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	350,386	210,354
Loss before taxation	(16,435)	(26,107)
Loss after taxation	(18,391)	(29,302)

The audited net assets of the GEM Listco as at 31 March 2016 was approximately HK\$93.76 million.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Group is principally engaged in (i) catering services; (ii) production, sales and distribution of food products to supermarket chains in Hong Kong; (iii) investments in securities; and (iv) money lending business.

The Group acquired the Listed Shares for investment purpose. The Directors consider that the Acquisitions can provide the Group an opportunity to balance its securities investment portfolio.

IMPLICATIONS UNDER THE GEM LISTING RULES

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Pursuant to Rule 19.22 of the GEM Listing Rules, the First Acquisition and the Second Acquisition shall be aggregated as if they were one transaction. As the relevant applicable percentage ratios (as defined under the GEM Listing Rules) for the Acquisitions exceed 5% but is less than 25%, the Acquisitions constitute a discloseable transaction and subject to the notification and announcement requirements under the GEM Listing Rules.

DEFINITIONS

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

“Acquisitions”	collectively, the First Acquisition and the Second Acquisition
“Board”	the board of Directors
“Company”	Food Idea Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on GEM (stock code: 8179)
“Directors”	director(s) of the Company
“First Acquisition”	the acquisition of 287,056,000 Listed Shares on 11 August 2016
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listco”	L & A International Holdings Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability whose shares are listed on GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Listed Shares”	ordinary share(s) with a nominal value of HK\$0.002 each in the share capital of the GEM Listco
“Second Acquisition”	the acquisition of 446,888,000 Listed Shares on 25 August 2016
“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 Hoi Yu
Chairman and executive Director

Hong Kong, 25 August 2016

As at the date of this announcement, the Board comprises Ms. Lau Lan Ying, Mr. Wong Hoi Yu 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>.