

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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
IN RELATION TO THE ACQUISITION OF PROPERTIES**

THE PROVISIONAL AGREEMENT

The Board announces that on 4 May 2017, the Purchasers, being the indirect wholly-owned subsidiaries of the Company, have entered into the Provisional Agreement with the Vendor, an Independent Third Party, pursuant to which the Vendor has conditionally agreed to sell, and the Purchasers have conditionally agreed to acquire the Properties at a total consideration of HK\$25,000,000.

IMPLICATIONS UNDER THE GEM LISTING RULES

As some of the applicable percentage ratios calculated in respect of the Acquisition exceed 5% but are less than 25%, the entering into of the Provisional Agreement constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

THE PROVISIONAL AGREEMENT

The Board announces that on 4 May 2017, the Purchasers, being the indirect wholly-owned subsidiaries of the Company, have entered into the Provisional Agreement with the Vendor, an Independent Third Party, pursuant to which the Vendor has conditionally agreed to sell, and the Purchasers have conditionally agreed to acquire the Properties at a total consideration of HK\$25,000,000.

Set out below are the principal terms of the Provisional Agreement:

Date

4 May 2017

Parties

- (1) Vendor: Asset Wheel Limited, an Independent Third Party
- (2) Purchasers: Eternity Rise Property Limited and Eternity Rise Investment Limited, the indirect wholly-owned subsidiaries of the Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is an Independent Third Party.

Properties to be acquired

Pursuant to the Provisional Agreement, the Vendor has conditionally agreed to sell, and the Purchasers have conditionally agreed to acquire the Properties at CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong with a total gross floor area of approximately 2,433 sq. ft..

The Properties are subject to an existing lease agreement, which will be expired on 15 April 2020. The monthly rental is of approximately HK\$54,000.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the tenant is an Independent Third Party.

Consideration

Pursuant to the Provisional Agreement, the total Consideration for the sale and purchase of the Properties shall be HK\$25,000,000 payable in cash by the Purchasers to the Vendor in the following manners:

- (i) HK\$750,000 upon signing of the Provisional Agreement as an initial deposit;
- (ii) HK\$1,750,000 as a further deposit upon signing of the formal sale and purchase agreement on or before 26 May 2017;
- (iii) the balance of the total Consideration of HK\$22,500,000 to be paid on or before 17 July 2017 as at Completion.

The Consideration for the Acquisition was determined after arm's length negotiations among the Company, the Purchasers and the Vendor taking into account the prevailing market conditions of the property market in Hong Kong.

Conditions precedent

Completion is conditional upon the Purchasers having completed its due diligence investigation on the Properties in accordance with the terms of the Provisional Agreement.

Formal agreement

The Vendor and the Purchasers shall negotiate in good faith and enter into the formal agreement reflecting the terms and conditions of the Provisional Agreement; and prior to entering into the formal agreement, the Provisional Agreement remains valid and in full force and effect.

SOURCES OF FINANCING

Reference is made to the prospectus of the Company dated 27 April 2017 in relation to the Rights Issue. The Group intends to apply part of the net proceeds for funding the acquisition of a commercial property as its office. The Rights Issue is not completed as at the date the Provisional Agreement and this announcement, thus, the Group will settle the initial and further deposits of HK\$2,500,000 in aggregate by the general working capital of the Group.

Upon the completion of Rights Issue, part of the net proceeds from the Rights Issue will replenish the Group's general working capital used for the abovementioned purpose and be the source of funds for the remaining Consideration.

INFORMATION ON THE ASSETS TO BE ACQUIRED

The Properties are situated at CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong with a total gross floor area of approximately 2,433 sq. ft.. The Properties are subject to an existing lease agreement, which will be expired on 15 April 2020. The monthly rental is of approximately HK\$54,000.

INFORMATION ON THE VENDOR

The Vendor is a company incorporated in Hong Kong with limited liability and it is an investment holding company. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Vendor is an Independent Third Party.

INFORMATION ON THE PURCHASERS

The Purchasers are companies incorporated in Hong Kong with limited liability and are indirect wholly-owned subsidiaries of the Company.

REASONS FOR AND BENEFITS OF THE ACQUISITION

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.

As at the date of this announcement, a commercial unit in Wanchai was leased by the Group for office use. The Company decides to acquire for an office premises and considers that it is in the best interest of the Company and the Shareholders as a whole as (i) the acquisition of commercial property for its office use allows the Group to save rental costs from a long term perspective; and (ii) the commercial property will appreciate in the long run.

The Directors have used their best endeavours to identify suitable premises in Wanchai and considered a number of available properties as referred by realty agencies. The combined floor area of the Properties matches to the Company's original plan. Having considered the prevailing market condition, availability of office premises, the Group's business expansion plan in the long run and available financial resources, the Directors are of the view that the new office will be beneficial to the Group's business development.

IMPLICATIONS UNDER THE GEM LISTING RULES

As some of the applicable percentage ratios calculated in respect of the Acquisition exceed 5% but are less than 25%, the entering into of the Provisional Agreement constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

GENERAL

As the Completion is subject to the fulfilment of the conditions precedent as stipulated in the Provisional Agreement, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Acquisition” the acquisition of the Properties by the Purchasers from the Vendor pursuant to the Provisional Agreement

“Board”	the board of Directors
“Company”	Food Idea Holdings Limited (stock code: 8179), a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on GEM
“Completion”	completion of the Acquisition
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the total consideration in the amount of HK\$25,000,000 for the Acquisition
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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
“Properties”	the properties situated at CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong with a total gross floor area of approximately 2,433 sq. ft.
“Provisional Agreement”	the provisional agreement for sale and purchase dated 4 May 2017 entered into between the Vendor and the Purchasers in respect of the Acquisition

“Purchasers”	Eternity Rise Property Limited and Eternity Rise Investment Limited, companies incorporated in Hong Kong with limited liability and the indirect wholly-owned subsidiaries of the Company
“Rights Issue”	the issue of rights shares at the subscription price of HK\$0.14 on the basis of one (1) rights share for every one (1) Share held by the qualifying Shareholders at the close of business on 26 April 2017
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“sq. ft.”	square foot (feet)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Asset Wheel Limited, an Independent Third Party
“%”	per cent

By order of the Board
Fool Idea Holdings Limited
Wong Hoi Yu
Chairman and Executive Director

Hong Kong, 4 May 2017

As at the date of this announcement, the Board comprises 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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.foodidea.com.hk>.