

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 –
DISPOSAL OF LISTED SECURITIES**

THE DISPOSALS

On 14 August 2017 and 28 February 2018, the Group disposed of 9,448,000 IEC Shares at approximately HK\$2.13 per IEC Shares and 1,052,000 IEC Shares at approximately HK\$1.87 per IEC Shares, respectively, in aggregate representing approximately 0.77% of the entire issued share capital of IEC (based on 1,369,157,235 IEC Shares in issue as at 28 February 2018, according to publicly available information), for the aggregate consideration of approximately HK\$22.04 million (excluding transaction costs).

IMPLICATIONS UNDER THE GEM LISTING RULES

The relevant applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First Disposal and the Second Disposal are less than 5% and therefore each of the First Disposal and the Second Disposal is not subject to any disclosure requirements pursuant to Chapter 19 of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the First Disposal and the Second Disposal shall be aggregated as if they were one transaction. As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Disposals exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction and subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE DISPOSALS

On 14 August 2017 and 28 February 2018, the Group disposed of 9,448,000 IEC Shares at approximately HK\$2.13 per IEC Shares and 1,052,000 IEC Shares at approximately HK\$1.87 per IEC Shares, respectively, in aggregate representing approximately 0.77% of the entire issued share capital of IEC (based on 1,369,157,235 IEC Shares in issue as at 28 February 2018, according to publicly available information), for the aggregate consideration of approximately HK\$22.04 million (excluding transaction costs).

As the Disposals were made in the open market, the Company is not aware of the identities of the purchaser(s) of the IEC Shares and accordingly, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the purchaser(s) of the IEC Shares and its/their respective ultimate beneficial owner(s) are Independent Third Parties.

ASSETS BEING DISPOSED OF

The Group disposed of a total of 10,500,000 IEC Shares, representing approximately 0.77% of the entire issued share capital of IEC (based on 1,369,157,235 IEC Shares in issue as at 28 February 2018, according to publicly available information). Prior to the Second Disposal, the Company held 1,052,000 IEC Shares.

CONSIDERATION

The aggregate consideration of the Disposals was approximately HK\$22.04 million (excluding transaction costs), which is receivable in cash on settlement. The consideration of the Disposals represented the then market value of the IEC Shares at the time of the Disposals.

INFORMATION ON IEC

IEC is an investment holding company. IEC and its subsidiaries are principally engaged in (i) hotel operations and (ii) leasing of investment properties equipped with entertainment equipment.

The following information is extracted from the annual report of IEC for the financial year ended 31 March 2017:

	Year ended 31 March	
	2016	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	330,939	290,714
Profit before taxation	57,745	93,130
Profit after taxation	45,212	66,110

The audited net assets of IEC as at 31 March 2017 was approximately HK\$597 million.

INFORMATION OF THE GROUP

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.

REASONS FOR AND BENEFITS OF THE DISPOSALS

The Group acquired the IEC Shares for investment purpose. The Directors considered that the Disposals would enable the Group to realise its investment in the IEC Shares.

As a result of the Disposals, the Group is expected to recognise a gain of approximately HK\$2 million which is calculated on the basis of the difference between the acquisition cost and the disposal price (excluding transaction costs). The Group intends to use the proceeds from the Disposals for the development of the Group's money lending business. The Disposals are made at the then market price and the Directors are of the view that the Disposals are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

The relevant applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First Disposal and the Second Disposal are less than 5% and therefore each of the First Disposal and the Second Disposal is not subject to any disclosure requirements pursuant to Chapter 19 of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the First Disposal and the Second Disposal shall be aggregated as if they were one transaction. As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Disposals exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction and subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

“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)
“Disposals”	collectively, the First Disposal and the Second Disposal
“Director(s)”	director(s) of the Company
“First Disposal”	the disposal of 9,448,000 IEC Shares by the Group on 14 August 2017
“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
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“IEC”	International Entertainment Corporation (stock code: 1009), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board
“IEC Shares”	shares of HK\$1 each in the share capital of IEC listed on the Main Board
“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
“Main Board”	The Main Board of the Stock Exchange

“Second Disposal”	the disposal of 1,052,000 IEC Shares by the Group on 28 February 2018
“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, 28 February 2018

As at the date of this announcement, the Board comprises Mr. Wong Hoi Yu and Mr. Yu Ka Ho as executive Directors, and Mr. Chu Sin Bun Jacky, 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>.