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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



THE PLACING

On 28 February 2020 after trading hours, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Placing Shares. Pursuant to the Placing Agreement, the Company has conditionally agreed to place, through the Placing Agent on a best effort basis, up to 55,320,000 Placing Shares at the Placing Price of HK\$0.18 per Placing Share.

Assuming that there is no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares represent approximately 11.57% of the existing issued share capital of the Company of 477,931,214 Shares and approximately 10.37% of the issued share capital of the Company of 533,251,214 Shares as enlarged by the Placing Shares.

The Placing Price represents (i) a discount of approximately 1.64% to the closing price of HK\$0.183 per Share as quoted on the Stock Exchange on 28 February 2020, being the date of the Placing Agreement; and (ii) a premium of approximately 0.56% over the average closing price per Share of HK\$0.179 as quoted on the Stock Exchange for the last five consecutive trading days up to and including 27 February 2020, being the date immediately preceding the date of the Placing Agreement.

The Placing is conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares.

The maximum gross proceeds and net proceeds from the Placing will be approximately HK\$9.96 million and HK\$9.76 million respectively. The Company intends to apply the net proceeds from the Placing for (i) procurement of wine; and (ii) general working capital of the Group.

THE PLACING AGREEMENT

Date

28 February 2020 (after trading hours)

Parties

- (a) The Placing Agent; and
- (b) The Company

To the best of the Director's knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing

The Placing Agent has conditionally agreed with the Company to place the Placing Shares to not less than six Placees on a best effort basis. The Company will issue a further announcement upon completion of the Placing.

Placees

The Placees (and their respective ultimate beneficial owners) are expected to be Independent Third Parties. It is expected that none of the Placees will become a substantial Shareholder (as defined in the GEM Listing Rules) as a result of the Placing. If any of the Placees will become a substantial Shareholder after completion of the Placing, further announcement will be made by the Company.

Placing Shares

Assuming that there is no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of the Placing Shares represent approximately 11.57% of the existing issued share capital of the Company of 477,931,214 Shares and approximately 10.37% of the issued share capital of the Company of 533,251,214 Shares as enlarged by the Placing Shares. The aggregate nominal value of the Placing Shares will be HK\$5,532,000.

The Placing Shares will rank, upon issue, *pari passu* in all respect with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price represents (i) a discount of approximately 1.64% to the closing price of HK\$0.183 per Share as quoted on the Stock Exchange on 28 February 2020, being the date of the Placing Agreement; and (ii) a premium of approximately 0.56% over the average closing price per Share of HK\$0.179 as quoted on the Stock Exchange for the last five consecutive trading days up to and including 27 February 2020, being the date immediately preceding the date of the Placing Agreement.

The estimated expenses for the Placing are approximately HK\$200,000, comprising placing commission, and other professional fees and expenses. Assuming that all the Placing Shares could be successfully placed out, the net price to the Company of each Placing Share is approximately HK\$0.176 per Placing Share.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agent with reference to current market conditions, prevailing market price and liquidity of the Shares.

The Board also considers that the terms of the Placing Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Commission

The Placing Agent will be entitled to a commission of 1% of the amount equivalent to the Placing Price multiplied by the number of Placing Shares actually placed. Such placing commission was arrived at after arm's length negotiation between the Company and the Placing Agent by reference to the size and the current market conditions. The Directors are of the view that the placing commission payable under the Placing is fair and reasonable.

Condition Precedent of the Placing Agreement

The Placing is conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares.

If the foregoing condition is not fulfilled on or prior to 28 March 2020 (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall be terminated and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses (save for any prior breaches of the Placing Agreement).

Termination of the Placing

Notwithstanding anything contained in the Placing Agreement, if, at any time prior to 10:00 a.m. on the Completion Date, in the reasonable opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or might be adversely affected by:

- (i) any material breach of any of the representations, warranties and undertakings as provided by the Company to the Placing Agent under the Placing Agreement; or
- (ii) any of the following events:
 - (a) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
 - (b) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date thereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
 - (c) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
 - (d) a change or development involving a prospective change in taxation in Hong Kong, the Cayman Islands or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
 - (e) any change or deterioration in the conditions of local, national or international securities markets occurs,

then and in any such case, the Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company, provided that such notice is received prior to 10:00 a.m. on the Completion Date.

In the event that the Placing Agent terminates the Placing Agreement, all obligations of each of the parties under the Placing Agreement, shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any breach arising prior to such termination.

Completion of the Placing

Completion of the Placing shall take place on the Completion Date.

Mandate to Issue the new Shares

The Placing Shares will be issued pursuant to the General Mandate which was granted at the AGM and under which the Directors are allowed to allot and issue new Shares up to a maximum of 55,324,162 Shares (adjusted after the Share Consolidation became effective on 2 September 2019). As at the date of this announcement, the Company has not utilised the General Mandate. Therefore, the Company is allowed to issue up to 55,324,162 Shares under the General Mandate.

Accordingly, the Placing and the issue of Placing Shares are not subject to Shareholders' approval.

Reason for the Placing and Use of Net Proceeds

The Group is principally engaged in (i) catering services; (ii) production, sales and distribution of food products to supermarket chains in Hong Kong; (iii) investment in securities; (iv) money lending business; and (v) wine trading (the "**Wine Business**").

As disclosed in the third quarterly report of the Company for the nine months ended 30 September 2019, the Wine Business is a core business of the Group which is the second largest revenue stream of the Group and contributed over 55% segment profits to the Group's segment results.

The maximum gross proceeds and net proceeds (after deduction of commission and other expenses of the Placing) from the Placing will be approximately HK\$9.96 million and HK\$9.76 million respectively. The Company intends to apply the net proceeds from the Placing as to (i) approximately HK\$8 million for procurement of wine; and (ii) the remaining balance of approximately HK\$1.76 million for general working capital of the Group.

The Directors have considered various fund raising methods and believe that under the prevailing market conditions, the Placing represents a good opportunity to raise additional funds to facilitate core business development and as working capital of the Group. In addition, the Placing will broaden the Company's capital base and shareholders base without any interest burden. Moreover, the net proceeds of the Placing will strengthen the Group's financial position for future development of the Group. Accordingly, the Directors consider that the Placing is in the interest of the Company and its Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing, assuming that there is no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing:

Shareholders	As at the date of this announcement		Immediately after the completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate % (Note)</i>	<i>Number of Shares</i>	<i>Approximate % (Note)</i>
Huang Wei	63,835,200	13.36	63,835,200	11.97
Chow Yat Too	63,000,000	13.18	63,000,000	11.82
Placees	–	–	55,320,000	10.37
Other public Shareholders	351,096,014	73.46	351,096,014	65.84
Total	<u>477,931,214</u>	<u>100.00</u>	<u>533,251,214</u>	<u>100.00</u>

Note:

Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

DETAILS OF PREVIOUS FUND RAISING ACTIVITY IN THE PAST 12 MONTHS

Date of announcement	Fund raising activity	Net proceeds to be raised (approximately)	Proposed use of net proceeds	Actual use of net proceeds
11 June 2019 (completed on 20 August 2019)	Rights issue on the basis of one rights share for every two shares held on the record date at HK\$0.0248 per rights share	HK\$33.2 million	(i) approximately HK\$30.12 million for repayment of promissory note(s) of the Company; and	(i) Used as intended; and
			(ii) approximately HK\$3.08 million for the Group's general working capital purpose.	(ii) Used as intended.

Save for the fund raising activity disclosed above, the Company had not conducted any fund raising activities in the past 12 months immediately preceding the date of this announcement.

GENERAL

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Shareholders and potential investors should note that the completion of the Placing is subject to condition under the Placing Agreement to be fulfilled. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings ascribed to them respectively:

“AGM”	the annual general meeting of the Company held on 17 May 2019
“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday or public holiday) on which banks generally are open for business in Hong Kong
“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)
“Completion Date”	not later than the second Business Day following the satisfaction of the condition under the Placing Agreement (or such other date as the Company and the Placing Agent shall agree in writing)
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“General Mandate”	the general mandate granted to the Directors pursuant to the ordinary resolution passed by the Shareholders at the AGM to allot, issue and deal with up to a maximum of 55,324,162 Shares (adjusted after the Share Consolidation became effective on 2 September 2019)
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons
“Listing Committee”	The Listing Committee of the Stock Exchange
“Placee(s)”	any individual(s), corporation(s) and/or institutional or professional investor(s) procured by or on behalf of the Placing Agent or its agent(s) to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligation under the Placing Agreement
“Placing”	the placing of the Placing Shares to not less than six Placees on a best effort basis by the Placing Agent pursuant to the Placing Agreement
“Placing Agent”	Bradbury Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 28 February 2020 entered into between the Company and the Placing Agent in respect of the Placing
“Placing Price”	the placing price of HK\$0.18 per Placing Share
“Placing Shares”	up to 55,320,000 new Shares to be placed under the Placing
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company

“Share Consolidation”	the consolidation of every ten (10) issued and unissued ordinary shares of the Company of par value of HK\$0.01 each into one (1) Share of par value of HK\$0.10 each which was approved at the extraordinary general meeting of the Company held on 29 August 2019 and become effective on 2 September 2019
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Food Idea Holdings Limited
Huang Wei
Chairlady and executive Director

Hong Kong, 28 February 2020

As at the date of this announcement, the Board comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Li Lap Keung, Mr. So Yat Chuen and Dr. Wu Wing Kuen, B.B.S., 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 seven days from the date of its posting and on the Company’s website at <http://www.foodidea.com.hk>.