
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Food Idea Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares or other securities of the Company.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM of the Company to be held at 11:00 a.m. on Thursday, 20 August 2020 at Unit 306-A201, 3/F, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hung Hom, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy is also enclosed.

Whether or not you intend to attend the EGM, you are advised to complete the form of proxy attached to the notice of the EGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the "Latest Company Announcements" page of the website of the GEM of The Stock Exchange of Hong Kong Limited at www.hkgem.com for at least 7 days from the date of its publication and on the Company's website at <http://www.foodidea.com.hk>.

27 July 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EGM	EGM-1

DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:–

“Board”	the board of Directors;
“Change of Company Name”	the change of the name of the Company from “Food Idea Holdings Limited” to “Palinda Group Holdings Limited” and the adoption of “百利達集團控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “新煮意控股有限公司”;
“Company”	Food Idea Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Thursday, 20 August 2020 at Unit 306-A201, 3/F, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong for the purpose of considering, and if thought fit, approving the Change of Company Name;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM as amended from time to time;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	22 July 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Share(s)”	ordinary share(s) with par value of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD

新煮意控股有限公司
FOOD IDEA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

Executive Directors:

Ms. Huang Wei (*Chairlady*)

Mr. Dou Sheng

Independent Non-executive Directors:

Mr. Li Lap Keung

Mr. So Yat Chuen

Dr. Wu Wing Kuen, *B.B.S.*

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place

of business in Hong Kong:

Unit 306-A201, 3/F.

Harbour Centre, Tower 1

1 Hok Cheung Street

Hunghom, Kowloon

Hong Kong

27 July 2020

To the Shareholders

Dear Sirs or Madams,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and to give you notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Food Idea Holdings Limited” to “Palinda Group Holdings Limited” and to adopt “百利達集團控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “新煮意控股有限公司”. The stock short name of the Company will be changed consequently.

LETTER FROM THE BOARD

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the Registrar of Companies in the Cayman Islands approving the Change of Company Name and the new names being entered in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names of the Company in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. Upon the Change of Company Name becoming effective, the Company will carry out the necessary filing procedures in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

Since the Group acquired 100% of the issued capital of Palinda Holding Group Limited and its subsidiary, which is principally engaged in trading of wine products in Hong Kong. In view of the positive results in the wine business segment and the prospects of the wine industry, the Group is optimistic about this business segment. The Board considers that the Change of Company Name will better reflect the business strategy and the further development of the Company. As such, the Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECTS ON THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificate for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company. The stock short name of the Company will be changed accordingly.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM in respect of the Change of Company Name, the effective date of the Change of Company Name, the new stock short name of the Company for trading of the Shares of the Company on the Stock Exchange.

LETTER FROM THE BOARD

EGM

The EGM will be held at Unit 306-A201, 3/F, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hungghom, Kowloon, Hong Kong on Thursday, 20 August 2020 at 11:00 a.m. for the Shareholders to consider and if thought fit, to approve the proposed Change of Company Name. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.45(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the Change of Company Name referred to in this circular is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

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

NOTICE OF EGM

新煮意控股有限公司 FOOD IDEA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Food Idea Holdings Limited (the “Company”) will be held at Unit 306-A201, 3/F, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong on Thursday, 20 August 2020 at 11:00 a.m., to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Food Idea Holdings Limited” to “Palinda Group Holdings Limited” and the new dual foreign name “百利達集團控股有限公司” be and is hereby adopted to replace the existing Chinese name of the Company “新煮意控股有限公司”, with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands and **THAT** any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the aforesaid change of name of the Company.”

By Order of the Board

Food Idea Holdings Limited

Huang Wei

Chairlady and executive Director

Hong Kong, 27 July 2020

NOTICE OF EGM

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 306-A201, 3/F.
Harbour Centre, Tower 1
1 Hok Cheung Street
Hunghom, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 17 August 2020 to Thursday, 20 August 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 14 August 2020.
6. As at the date of this notice, 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.
7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.foodidea.com.hk and on the "Latest Company Announcements" page of the GEM website at www.hkgem.com to notify Shareholders of the date, time and venue of the rescheduled meeting.