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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

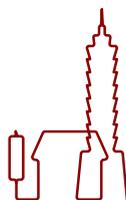
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional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

**If you have sold or transferred** all your shares in Snack Empire Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Snack Empire Holdings Limited**

**快餐帝國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1843)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2023 AGM to be held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Thursday, 31 August 2023 at 11:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use in connection with the 2023 AGM is enclosed with this circular. If you are not able to attend or do not intend to attend the 2023 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or its adjournment should you so wish. If you attend and vote in person at the 2023 AGM, the authority of your proxy will be revoked.

This circular will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.snackemp.com](http://www.snackemp.com).

28 July 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2022 AGM”	the AGM held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Monday, 29 August 2022
“2023 AGM”	the AGM to be held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Thursday, 31 August 2023 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company in force from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Brilliant Stride”	Brilliant Stride Limited (翹邁有限公司), a company incorporated in the British Virgin Islands on 21 November 2017 with limited liability and owned as to 50% and 50% by Mr. Daniel Tay and Mr. Melvyn Wong
“Chairman”	Mr. Fok Chee Khuen, the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Snack Empire Holdings Limited (快餐帝國控股有限公司), an exempted company incorporated in the Cayman Islands under the Companies Act with limited liability on 2 February 2018 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 17 May 2018
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company as at the Latest Practicable Date, means Mr. Daniel Tay, Mr. Melvyn Wong and Brilliant Stride, which are a group of Controlling Shareholders
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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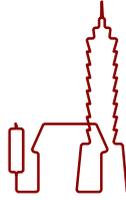
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, Hong Kong branch share registrar and transfer office of the Company
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2023 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	21 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	23 October 2019, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange in force from time to time
“Mr. Daniel Tay”	Mr. Daniel Tay Kok Siong, an executive Director and a Controlling Shareholder
“Mr. Melvyn Wong”	Mr. Wong Chee Tat (黃志達), the chief executive officer, an executive Director and a Controlling Shareholder
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2023 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate

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## DEFINITIONS

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“S\$” or “SGD”	Singapore dollars, the lawful currency of Singapore
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 March 2023
“%”	per cent



**Snack Empire Holdings Limited**

**快餐帝國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1843)**

*Executive Directors:*

Mr. Daniel Tay

Mr. Melvyn Wong (*Chief Executive Officer*)

*INEDs:*

Mr. Jong Voon Hoo

Ms. Tan Chiu Yang

Mr. Fok Chee Khuen (*Chairman*)

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal place of  
business in Singapore:*

10 Anson Road

#21-02, International Plaza

Singapore

079903

*Principal place of business  
in Hong Kong:*

57th Floor, The Center

99 Queen's Road Central

Hong Kong

28 July 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The Directors will propose at the 2023 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditors.

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2023 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2022 AGM will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Issue Mandate to the Directors. Based on 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 160,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2023 AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2022 AGM will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2023 AGM, the Company will be allowed to repurchase a maximum of 80,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2023 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Daniel Tay and Mr. Melvyn Wong; and three INEDs, namely Mr. Jong Voon Hoo (“**Mr. Jong**”), Ms. Tan Chiu Yang and Mr. Fok Chee Khuen.

Article 84(1) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years.

Accordingly, Mr. Daniel Tay and Mr. Jong shall retire from office by rotation at the 2023 AGM. Both of them, being eligible, will offer themselves for re-election at the 2023 AGM.

The Nomination Committee had assessed and reviewed each of the INEDs’ written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Jong, remain independent. In addition, the Nomination Committee had evaluated the performance of Mr. Daniel Tay and Mr. Jong during the Year based on the nomination policy of the Company (the “**Nomination Policy**”) and found their respective performance satisfactory. With the recommendation of the Nomination Committee, the Board has proposed that Mr. Daniel Tay and Mr. Jong stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of Mr. Daniel Tay and Mr. Jong abstained from voting at the relevant Board meeting on the proposition of their respective recommendations for re-election by the Shareholders at the 2023 AGM. The Board believes that the continuous appointments of Mr. Daniel Tay and Mr. Jong contribute to the stability and diversity of the Board.

The details of Mr. Daniel Tay and Mr. Jong to be re-elected at the 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

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## LETTER FROM THE BOARD

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### RE-APPOINTMENT OF AUDITORS

Mazars LLP will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Mazars LLP as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### NOTICE OF THE 2023 AGM

The Company will convene the 2023 AGM at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Thursday, 31 August 2023 at 11:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditors. The notice convening the 2023 AGM is set out on pages 16 to 21 of this circular.

### FORM OF PROXY

A form of proxy for use in connection with the 2023 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.snackemp.com](http://www.snackemp.com)). If you are not able or do not intend to attend the 2023 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the 2023 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2023 AGM, the instrument appointing the proxy will be deemed to have been revoked.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2023 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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 (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditors as set out in the notice of the 2023 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2023 AGM as set out in the notice of the 2023 AGM on pages 16 to 21 of this circular.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Saturday, 26 August 2023 to Thursday, 31 August 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2023 AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 August 2023.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Snack Empire Holdings Limited**  
**Fok Chee Khuen**  
*Chairman and Independent Non-executive Director*

*The following are the details of the Directors who are proposed to be re-elected at the 2023 AGM.*

## **EXECUTIVE DIRECTOR**

### **Mr. Daniel Tay**

Mr. Daniel Tay, aged 45, is the co-founder of the Group and has been with the Group since 4 June 2003. He was appointed as a Director on 2 February 2018. On 11 September 2018, Mr. Daniel Tay was re-designated as an executive Director and appointed as the Chairman. On 1 April 2023, Mr. Daniel Tay ceased to be the Chairman and remained as an executive Director. He is also a member of the Remuneration Committee. Mr. Daniel Tay is a director of Brilliant Stride, a Controlling Shareholder. He is also a director of all of the Company's subsidiaries. Mr. Daniel Tay is responsible for the overall management, financial performance and business development of the Group.

Mr. Daniel Tay obtained a Bachelor of Arts degree in August 2002 and completed a Bachelor of Social Sciences in Economics degree programme in June 2003, both from The National University of Singapore. Upon graduation, Mr. Daniel Tay co-founded the Group with Mr. Melvyn Wong in June 2003 and has been the Group's director for business development.

Mr. Daniel Tay was a director of the following entities at the time or within 12 months from the time of their respective dissolution. The relevant details are as follows:

<b>Company name</b>	<b>Place of incorporation</b>	<b>Nature of business prior to dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>
Blue Squid Pte. Ltd.	Singapore	Wholesale trade; value added logistics providers	3 September 2011	Struck off
Asset Foundry Pte. Ltd.	Singapore	Real estate activities; letting and operating of self-owned real estate except food courts, coffee shops and eating houses	11 March 2015	Struck off
Big Shot Holdings Pte. Ltd.	Singapore	Real estate activities	12 September 2014	Struck off
IP Asset Management Pte. Ltd.	Singapore	Real estate activities	4 September 2019	Struck off

Mr. Daniel Tay confirmed that each of the above dissolved companies was solvent immediately prior to their respective dissolution. He further confirmed that there was no fraudulent act or misfeasance on his part leading to the dissolution of each of such companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of each of such companies.

Mr. Daniel Tay is a director, and owns 50% of the issued shares, of Brilliant Stride which holds 600,000,000 Shares, representing 75% of the issued Shares. Mr. Daniel Tay has entered into an executive Director service contract with the Company, the term of which is three years commencing on the Listing Date and will continue thereafter until terminated in accordance with the terms of the service contract. Mr. Daniel Tay's annual salary from the Group is S\$1,079,169 per annum plus discretionary bonus.

## INED

### Mr. Jong Voon Hoo (楊文豪)

Mr. Jong Voon Hoo, aged 50, was appointed as an INED on 23 September 2019. He is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee, providing independent judgement on issues of strategy, policy, accountability and standard of conduct. Mr. Jong has been a director of Global Invest & Advisory Pte. Ltd., an investment consultancy and advisory firm, since October 2015.

Mr. Jong has over 23 years of experience in accounting and auditing. Mr. Jong joined Arthur Andersen LLP in July 1996 as a staff accountant in the assurance & business advisory division. He was promoted to senior in September 1998 and further promoted to manager in September 2001 until he left the firm in June 2002. Mr. Jong served as a manager of Deloitte & Touche LLP and engaged in audit work from November 2002 to June 2004, and was subsequently promoted to senior manager in July 2004 until he left the firm in September 2004. He was a chief financial officer of Green Build Technology Limited (formerly known as Youcan Foods International Limited and Youyue International Limited), a company listed on the Singapore Exchange (stock code: Y06), from October 2004 to August 2015.

Mr. Jong obtained a Bachelor of Accountancy degree from the Nanyang Technological University in Singapore in June 1996. He has been a Chartered Accountant of Singapore and a member of the Institute of Singapore Chartered Accountants since September 1999.

Mr. Jong has been an independent non-executive director of SingAsia Holdings Limited (stock code: 8293), a company whose shares are listed on GEM of the Stock Exchange, since June 2016. He has been an independent director of Sheng Siong Group Ltd., a company listed on the Singapore Exchange (stock code: OV8), from June 2011 to December 2021. He has been a lead independent director of Reclaims Global Limited, a company listed on the Singapore Exchange (stock code: NEX), since January 2019. Mr. Jong was appointed as independent non-executive director of Nam Lee Pressed Metal Industries Limited, a company listed on the Singapore Exchange (stock code: G0I) with effect from 15 March 2023.

Mr. Jong has entered into a letter of appointment with the Company for a term of one year commencing on the Listing Date and will continue thereafter unless terminated by either party giving to the other at least one month's notice in writing. Mr. Jong is entitled to a Director's fee of S\$30,000 per annum.

**GENERAL**

Save as disclosed above, each of Mr. Daniel Tay and Mr. Jong confirmed that as at the Latest Practicable Date: (i) had not held in the past three years any directorships in other public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Each of Mr. Daniel Tay and Mr. Jong is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other matter concerning the re-election and appointment of the Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2023 AGM for approving the Repurchase Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed share repurchase on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 800,000,000 issued Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM of passing such resolution, the Directors will be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

### **4. REASONS FOR REPURCHASE**

The Directors presently have no intention to repurchase any Shares but consider the Repurchase Mandate to be in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## 5. FUNDING OF REPURCHASE

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong.

## 6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2023, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Traded Price Per Share (HK\$)	
	Highest	Lowest
<b>2022</b>		
July	0.420	0.280
August	0.500	0.300
September	0.355	0.250
October	0.285	0.250
November	0.285	0.246
December	0.285	0.250
<b>2023</b>		
January	0.335	0.250
February	0.325	0.270
March	0.280	0.242
April	0.320	0.260
May	0.325	0.255
June	0.320	0.280
July (up to and including the Latest Practicable Date)	0.310	0.260

*Source: the Stock Exchange*

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2023 AGM.

## 9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands, Hong Kong and the Articles of Association.

## 10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following substantial shareholders were interested in 5% or more of the number of issued Shares:

Name of substantial shareholder	Capacity/ Nature of interest	Number of Shares held	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)	
			Percentage of total number of Shares	Repurchase Mandate is exercised in full
Brilliant Stride	Beneficial owner <sup>(2)</sup>	600,000,000 (L)	75%	83.33%
Mr. Melvyn Wong	Interest in controlled corporation <sup>(2)</sup>	600,000,000 (L)	75%	83.33%
Ms. Chong Yi May Cheryl ("Mrs. Wong")	Interest of spouse <sup>(3)</sup>	600,000,000 (L)	75%	83.33%
Mr. Daniel Tay	Interest in controlled corporation <sup>(2)</sup>	600,000,000 (L)	75%	83.33%
Ms. Lim Michelle ("Mrs. Tay")	Interest of spouse <sup>(4)</sup>	600,000,000 (L)	75%	83.33%

*Notes:*

- (1) The letter “L” denotes the person’s long position in the relevant shares.
- (2) All the issued shares of Brilliant Stride are legally and beneficially owned as to 50% by Mr. Melvyn Wong and 50% by Mr. Daniel Tay. Accordingly, Mr. Melvyn Wong and Mr. Daniel Tay are deemed to be interested in 600,000,000 Shares held by Brilliant Stride by virtue of the SFO.
- (3) Mrs. Wong, the spouse of Mr. Melvyn Wong, is deemed under the SFO to be interested in the Shares which Mr. Melvyn Wong is interested.
- (4) Mrs. Tay, the spouse of Mr. Daniel Tay, is deemed under the SFO to be interested in the Shares which Mr. Daniel Tay is interested.

On the basis that the issued Shares remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falls below 25% of the total number of Shares in issue.

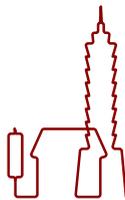
#### **11. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Snack Empire Holdings Limited

### 快餐帝國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1843)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Snack Empire Holdings Limited (the “**Company**” and the “**2023 AGM**”, respectively) will be held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Thursday, 31 August 2023 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2023 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor of the Company (the “**Independent Auditor**”);
2. To approve the payment of a final dividend of 0.017 Singapore cents per share of the Company for the year ended 31 March 2023;
3. To re-elect Mr. Daniel Tay Kok Siong as an executive Director;
4. To re-elect Mr. Jong Voon Hoo as an independent non-executive Director;
5. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 March 2024 (the “**FY 2024**”);
6. To re-appoint Mazars LLP as the Independent Auditor of the Company’s financial statements for FY 2024 and authorise the Board to fix its remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws or regulations; or
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws or regulations; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

9. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions numbered 7 and 8 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to Resolution numbered 7 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) repurchased pursuant to the authority granted pursuant to Resolution numbered 8 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

Yours faithfully,

For and on behalf of the Board  
**Snack Empire Holdings Limited**  
**Fok Chee Khuen**

*Chairman and Independent Non-executive Director*

Hong Kong, 28 July 2023

*Registered office:*

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

*Headquarters and principal place of business in Singapore:*

10 Anson Road  
#21-02 International Plaza  
Singapore  
079903

*Principal place of business in Hong Kong:*

57th Floor, The Center  
99 Queen’s Road Central  
Hong Kong

Website of the Company: [www.snackemp.com](http://www.snackemp.com)

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company (the “**Member(s)**” or “**Shareholder(s)**”) entitled to attend and vote at the 2023 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Member but must be present in person at the 2023 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2023 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the 2023 AGM, the register of Members will be closed from Saturday, 26 August, 2023 to Thursday, 31 August, 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2023 AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, 25 August 2023.
4. Conditional on the passing of the proposed Resolution no. 2 above and for determining the entitlement of the Shareholders to receive the final dividend, the register of Members will be closed from Thursday, 7 September 2023 to Friday, 8 September 2023 (both dates inclusive), during which period no transfer of Shares will be registered. To qualify for the said dividend, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 6 September 2023.
5. In relation to the proposed Resolutions numbered 3 and 4 above, each of Mr. Daniel Tay Kok Siong and Mr. Jong Voon Hoo will retire as a director of the Company at the 2023 AGM and, being eligible, offer himself for re-election. Details of Mr. Daniel Tay Kok Siong and Mr. Jong Voon Hoo are set out in Appendix I to the Company’s circular dated 28 July 2023.
6. In relation to the proposed Resolution numbered 6 above, the Board concurs with the views of the audit committee of the Board and has recommended that Mazars LLP be re-appointed as the Independent Auditor.
7. In relation to the proposed Resolution numbered 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution numbered 8 above, the Directors wish to state that currently, they have no intention to repurchase any Shares and will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company’s circular dated 28 July 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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9. In compliance with Rule 13.94(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the 2023 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. Where there are joint holders of any Share, any one of such joint holders may vote at the 2023 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2023 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.