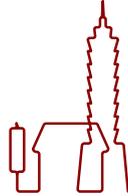


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## **Snack Empire Holdings Limited**

### **快餐帝國控股有限公司**

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

**(Stock Code: 1843)**

## **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to amend the Existing Articles of Association by way of adoption of the New Articles of Association to (i) bring the Existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (ii) incorporate certain housekeeping amendments.

The adoption of the New Articles of Association incorporating the Proposed Amendments is subject to consideration and approval of the Shareholders by way of a special resolution at the forthcoming Annual General Meeting of the Company. A circular containing, among other things, full text of the New Articles of Association together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

The board the (the “**Board**”) of directors (the “**Director(s)**”) of Snack Empire Holdings Limited (the “**Company**”) proposes to amend the existing amended and restated articles of association (“**Existing Articles of Association**”) of the Company by way of adoption of the new second amended and restated articles of association (the “**New Articles of Association**”) of the Company to (i) bring the Existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (ii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

The major changes to the Existing Articles of Association brought about by the adoption of the New Articles of Association incorporating the Proposed Amendments are summarised as follows:

1. to include the definition of “Act” to align the relevant provisions in the New Articles of Association with the applicable laws of the Cayman Islands, and making corresponding changes to the relevant articles;
2. to remove the requirement that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases;
3. to provide that an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Stock Exchange, if any) at such time and place as may be determined by the Board;
4. to provide that a meeting of members or any class of members may be held by means of telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting;
5. to specify that an annual general meeting shall be called by written notice of not less than 21 clear days and any other general meeting shall be called by written notice of not less than 14 clear days;
6. to provide that two members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy, shall form a quorum for all purposes at any general meeting;
7. to provide that all members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the rules of the Stock Exchange, to abstain from voting to approve the matter under consideration in alignment with paragraph 14(3) of appendix 3 to the Listing Rules;

8. to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election in alignment with paragraph 4(2) of appendix 3 to the Listing Rules;
9. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
10. to provide that the members may, at any general meeting convened and held in accordance with the New Articles of Association, by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another auditor in his stead for the remainder of his term in alignment with paragraph 17 of appendix 3 to the Listing Rules;
11. to provide that the remuneration of the auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine in alignment with paragraph 17 of appendix 3 to the Listing Rules;
12. to provide that the Directors may fill any casual vacancy in the office of auditor and an auditor appointed to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
13. to provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors from time to time; and
14. to make other house-keeping amendments, including various consequential amendments made in line with the Proposed Amendments, as well as the updating of certain provisions with reference to the applicable laws of the Cayman Islands and the Listing Rules currently in force.

The adoption of the New Articles of Association incorporating the Proposed Amendments is subject to consideration and approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on 29 August 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, full text of the New Articles of Association together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By Order of the Board  
**Snack Empire Holdings Limited**  
**Fok Chee Khuen**

*Chairman and Independent Non-Executive Director*

Singapore, 20 July 2022

*As at the date of this announcement, the Board comprises Mr. Daniel Tay Kok Siong and Mr. Wong Chee Tat (chief executive officer) as executive Directors; and Mr. Jong Voon Hoo, Mr. Koh Boon Chiao and Mr. Fok Chee Khuen (chairman) as independent non-executive Directors.*