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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

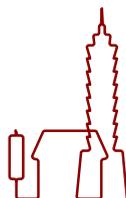
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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional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

## PROPOSAL FOR DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT AND NOTICE OF EXTRAORDINARY 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 EGM to be held at 10 Anson Road, #28-15 International Plaza, Singapore 079903 on Tuesday, 17 May 2022 at 11:00 a.m. is set out on pages 8 to 10 of this circular. A form of proxy for use in connection with the EGM is enclosed with this circular. If you are not able to attend or do not intend to attend the EGM 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 EGM 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 EGM or its adjournment should you so wish. If you attend and vote in person at the EGM, 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).

#### PRECAUTIONARY MEASURES FOR THE EGM

Please refer to the notice of EGM for measures being taken to try to prevent and control the spread of the COVID-19 at the EGM, including but not limited to:

- social distancing and restriction on the number of attendees
- compulsory body temperature checks
- mandatory wearing of face mask
- no provision of drinks, refreshments or souvenirs

28 April 2022

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## PRECAUTIONARY MEASURES FOR THE EGM

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### PRECAUTIONARY MEASURES FOR THE EGM

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE EGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE RESPECTIVE WEBSITES OF THE COMPANY AND THE STOCK EXCHANGE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE EGM ARRANGEMENTS.

The holding of the EGM in order to comply with the Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the COVID-19 pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the EGM, the Company wishes to remind the Shareholders and their proxies as follows:

#### **No attendance**

Shareholders who have any symptom(s) of a fever or an upper respiratory system disease or are under any quarantine requirements are not allowed to attend the EGM in person.

#### **Not later than 48 hours before the time of the EGM**

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the EGM by appointing the chairman as their proxy instead of attending the EGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with this circular with the Company's Hong Kong Branch Share Registrar, whose address is stated below:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F.,  
148 Electric Road,  
North Point, Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolution stated in the notice convening the EGM by post to Ms. Tung Wing Yee Winnie, the company secretary of the Company at Boardroom Corporate Services (HK) Limited, 31/F, 148 Electric Road, North Point, Hong Kong and by email to [www.snackemp.com](http://www.snackemp.com). If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

#### **At the venue of the EGM**

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.5 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the EGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the EGM and sit at a distance from other attendees and those not wearing face-masks will be denied entry to the EGM venue. No masks will be provided at the EGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of a fever or an upper respiratory system disease or be obeying a quarantine order will be denied entry to the EGM venue at the absolute discretion of the Company as permitted by law or other regulations.
- (vi) In compliance with the social distancing requirement, the number of attendees is restricted. Admission to the venue will be disallowed when the number of attendees reaches the upper limit of the venue's capacity.

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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:*

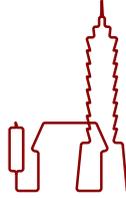
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Snack Empire Holdings Limited (快餐帝國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1843)
“COVID-19”	the novel coronavirus disease 2019
“Director(s)”	the director(s) of the Company
“EGM or Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Tuesday, 17 May 2022 at 11:00 a.m.
“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
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange where is in force from time to time
“Register of Members”	the register of members of the Company
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately S\$17 million based on the unaudited condensed consolidated financial statements of the Company as at 30 September 2021
“Shareholder(s)”	the holder(s) of the Share(s)

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## DEFINITIONS

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“Singapore”	the Republic of Singapore
“Special Dividend”	the special dividend of S 0.625 cents per Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“S\$”	Singapore dollars, the lawful currency of Singapore



**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 Kok Siong*

*Mr. Wong Chee Tat (Chief Executive Officer)*

*Independent Non-executive Directors:*

*Mr. Jong Voon Hoo*

*Mr. Koh Boon Chiao*

*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 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR DECLARATION AND PAYMENT OF  
SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with the information regarding the proposed declaration and payment of Special Dividend out of the Share Premium Account to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

### PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Reference is made to (i) the announcement of the Company dated 11 April 2022 in relation to the notice of a meeting of the Board for the purposes of considering the recommendation for declaration and payment of a Special Dividend; and (ii) the announcement of the Company dated 25 April 2022 in relation to the proposed declaration and payment of the Special Dividend out of the Share Premium Account. The Board has at a meeting held on 25 April 2022 resolved to recommend the declaration and payment of the Special Dividend of S 0.625 cents (equivalent to HK 3.59 cents) per Share, subject to the approval of Shareholders at the EGM by way of ordinary resolution. The Special Dividend is intended to be paid out entirely from the Share Premium Account pursuant to Article 134 of the Articles of Association. The Special Dividend is declared in Singapore dollars and will be paid in Hong Kong dollars. Subject to Shareholders' approval at the forthcoming EGM of the Company, the Special Dividend payable for each Share shall be HK 3.59 cents to Shareholders whose names appear on the register of members of the Company on 25 May 2022.

As at the Latest Practicable Date, the Company had 800,000,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Special Dividend, if declared and paid, will amount to S\$5 million. Subject to the fulfilment of the conditions set out in the paragraph headed "(ii) Conditions of the payment of the Special Dividend out of the Share Premium Account" below.

As at 30 September 2021, based on the unaudited condensed consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately S\$17 million. Following such payment, there will be a remaining balance of approximately S\$12 million standing to the credit of the Share Premium Account.

#### **(i) Reasons for and effect of the declaration and payment of the Special Dividend out of the Share Premium Account**

To reward the Shareholders, the Board considers it is appropriate to distribute the Special Dividend in recognition of Shareholders' support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

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## LETTER FROM THE BOARD

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The payment of the Special Dividend out of the Share Premium Account will not affect the underlying assets, business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save for the aforesaid expenses, the Directors consider that the payment of the Special Dividend out of the Share Premium Account will not cause any loss in the Shareholders' funds of the Company and will not have any material adverse effect on the financial position of the Company. After taking into consideration of the existing cash flows of the Group, the Board considers that the Company has sufficient cash flows to pay the Special Dividend.

The Board considers that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and the Shareholders as a whole.

### **(ii) Conditions of the payment of the Special Dividend out of the Share Premium Account**

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association at the EGM; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash no later than Wednesday, 15 June 2022 to those Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 25 May 2022, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the Register of Members will be closed from Thursday, 12 May 2022 to Tuesday, 17 May 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged 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 Wednesday, 11 May 2022.

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## LETTER FROM THE BOARD

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If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, for the purpose of determining the entitlement to the Special Dividend to be paid no later than Wednesday, 15 June 2022, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Wednesday, 25 May 2022 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed Special Dividend (subject to the approval by Shareholders at the EGM), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 May 2022.

### NOTICE OF EGM

The Company will convene the EGM at 10 Anson Road, #28-15 International Plaza, Singapore 079903 on Tuesday, 17 May 2022 at 11:00 a.m., at which the resolution will be proposed for the purpose of considering and, if thought fit, approving the declaration and payment of the Special Dividend out of Share Premium Account. The notice convening the EGM is set out on pages 8 to 10 of this circular.

### FORM OF PROXY

A form of proxy for use in connection with the EGM 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 EGM 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 EGM 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 EGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the EGM, 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, the resolution as set out in the notice convening the EGM 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 Board considers that the proposed declaration and payment of the Special Dividend out of Share Premium Account as set out in the notice of the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM.

### MISCELLANEOUS

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

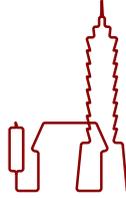
Yours faithfully,  
By order of the Board  
**Snack Empire Holdings Limited**  
**Fok Chee Kuen**

*Chairman and Independent Non-Executive Director*

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## NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Snack Empire Holdings Limited (the “**Company**” and the “**EGM**”, respectively) will be held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Tuesday, 17 May 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

“**THAT** the declaration and payment of a special dividend of S 0.625 cents (equivalent to HK 3.59 cents) per ordinary share of the Company (the “**Share**”) out of the share premium account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for determining the entitlements to the Special Dividend be and is hereby approved and any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend”.

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

*Chairman and Independent Non-Executive Director*

Singapore, 28 April 2022

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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:* <http://snackemp.com>

**Notes:**

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM 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 EGM 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 EGM 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 EGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company (the “**Register of Members**”) will be closed from Thursday, 12 May, 2022 to Tuesday, 17 May, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the EGM, 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 not later than 4:30 p.m. on Wednesday, 11 May 2022.
4. Conditional on the passing of the proposed resolution above and for the purpose of determining the entitlement of the Members to receive the Special Dividend, the Register of Members will be closed from Tuesday, 24 May 2022 to Wednesday, 25 May 2022 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for the said dividend, all transfer documents accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Monday, 23 May 2022.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on the proposed resolution set out in this Notice will be decided by way of a poll.
6. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, 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 EGM, 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.
7. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.