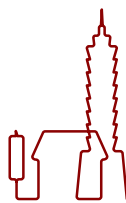

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 INDEPENDENT AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

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 2024 AGM to be held at 10 Anson Road, #06-19 International Plaza, Singapore 079903 on Monday, 19 August 2024 at 11:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use in connection with the 2024 AGM is enclosed with this circular. If you are not able to attend or do not intend to attend the 2024 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 2024 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 2024 AGM or its adjournment should you so wish. If you attend and vote in person at the 2024 AGM, the authority of your proxy will be revoked. Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.snackemp.com.

25 July 2024

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DEFINITIONS

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

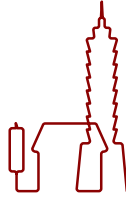
“2023 AGM”	the AGM held at 10 Anson Road, #28–15 International Plaza, Singapore 079903 on Thursday, 31 August 2023
“2024 AGM”	the AGM to be held at 10 Anson Road, #06–19 International Plaza, Singapore 079903 on Monday, 19 August 2024 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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

DEFINITIONS

“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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 2024 AGM to the Directors to allot, issue and deal with additional Shares and/or to sell or transfer treasury shares (if any) out of treasury during the relevant period not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	18 July 2024, 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

DEFINITIONS

“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 2024 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“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
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Year”	the year ended 31 March 2024
“%”	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

25 July 2024

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 INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The Directors will propose at the 2024 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 independent auditor.

The purpose of this circular is to give you notice of the 2024 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2024 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 2023 AGM will lapse at the conclusion of the 2024 AGM, an ordinary resolution will be proposed at the 2024 AGM to grant the Issue Mandate to the Directors.

Pursuant to the amendments to the Listing Rules relating to treasury shares effective from 11 June 2024, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company buys back any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate as set out in resolution numbered 6 of the notice of the AGM and made in accordance with the Listing Rules and the applicable laws and regulations.

Based on 800,000,000 Shares in issue as at the Latest Practicable Date (excluding any treasury shares) 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 2024 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 160,000,000 Shares (including any sale or transfer of treasury shares, if any), being 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2024 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. The Company did not hold any treasury shares as at the Latest Practicable Date.

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 2023 AGM will lapse at the conclusion of the 2024 AGM, an ordinary resolution will be proposed at the 2024 AGM to

LETTER FROM THE BOARD

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 (excluding any treasury shares) 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 2024 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 (excluding treasury shares, if any) 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.

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 2024 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, Ms. Tan Chiu Yang and Mr. Fok Chee Khuen (“**Mr. Fok**”).

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. Melvyn Wong and Mr. Fok shall retire from office by rotation at the 2024 AGM. Both of them, being eligible, will offer themselves for re-election at the 2024 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. Fok, remain independent. In addition, the Nomination Committee had evaluated the performance of Mr. Melvyn Wong and Mr. Fok during the Year based on the nomination policy of the Company (the

LETTER FROM THE BOARD

“Nomination Policy”) and found their respective performance satisfactory. With the recommendation of the Nomination Committee, the Board has proposed that Mr. Melvyn Wong and Mr. Fok stand for re-election as Directors at the 2024 AGM. As a good corporate governance practice, each of Mr. Melvyn Wong and Mr. Fok abstained from voting at the relevant Board meeting on the proposition of their respective recommendations for re-election by the Shareholders at the 2024 AGM. The Board believes that the continuous appointments of Mr. Melvyn Wong and Mr. Fok contribute to the stability and diversity of the Board.

The details of Mr. Melvyn Wong and Mr. Fok to be re-elected at the 2024 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

Forvis Mazars LLP will retire as the independent auditor 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 Forvis Mazars LLP as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

NOTICE OF THE 2024 AGM

The Company will convene the 2024 AGM at 10 Anson Road, #06-19 International Plaza, Singapore 079903 on Monday, 19 August 2024 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 independent auditor. The notice convening the 2024 AGM is set out on pages 18 to 23 of this circular.

FORM OF PROXY

A form of proxy for use in connection with the 2024 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.snackemp.com). If you are not able or do not intend to attend the 2024 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 2024 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 2024 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2024 AGM, the instrument appointing the proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

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 2024 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.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

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 independent auditor as set out in the notice of the 2024 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 2024 AGM as set out in the notice of the 2024 AGM on pages 18 to 23 of this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2024 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 Tuesday, 13 August 2024.

LETTER FROM THE BOARD

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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the details of the Directors who are proposed to be re-elected at the 2024 AGM.

EXECUTIVE DIRECTOR**Mr. Melvyn Wong (黃志達)**

Mr. Melvyn Wong, 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. He was re-designated as an executive Director and appointed as the chief executive officer on 11 September 2018. He is also a member of the Remuneration Committee. Mr. Melvyn Wong is a director of Brilliant Stride, a Controlling Shareholder. He is also a director of all of the Company's subsidiaries. Mr. Melvyn Wong is responsible for overseeing the execution of strategic planning and supervising the operations of the Group.

Mr. Melvyn Wong obtained a Bachelor of Engineering (Mechanical Engineering) degree from The National University of Singapore in June 2003. Upon graduation, Mr. Melvyn Wong co-founded the Group with Mr. Daniel Tay in June 2003 and has been the Group's director for operations.

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

Company name	Place of incorporation	Nature of business prior to dissolution	Date of dissolution	Means of dissolution
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
Wellth Property Managers Pte. Ltd.	Singapore	Residential real estate management other than town councils; commercial and industrial real estate management	9 March 2017	Struck off
Aspire Education Centre	Singapore	Commercial schools offering higher educated programmes	28 September 2005	Ceased registration
Ezyclean Laundry Services	Singapore	Laundry and dry cleaning services except coin laundries	13 March 2005	Cancelled
IP Asset Management Pte. Ltd.	Singapore	Real estate activities	4 September 2019	Struck off

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Melvyn Wong has confirmed that each of the above dissolved companies was solvent at the relevant time. 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. Melvyn Wong 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. Melvyn Wong 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. Melvyn Wong's annual salary from the Group as an employee is S\$1,422,000 per annum, including discretionary bonus.

INED

Mr. Fok Chee Khuen (霍志權)

Mr. Fok Chee Khuen, aged 45, was appointed as an INED and the Chairman on 27 August 2021 and 1 April 2023, respectively. Mr. Fok is the co-founder and director of Quality Accountants Pte Ltd and FE Advisory Pte Ltd since August 2017.

Mr. Fok has 23 years of audit, accounting and inspection experience. Mr. Fok joined KPMG Singapore in the assurance unit in August 2002. He left the firm in September 2006 as an audit assistant manager. He joined UBS AG as a business analyst from September 2006 to June 2007. Mr. Fok served as an audit manager in Mazars Moores Rowland LLP and engaged in audits of listed corporations in Singapore and United States from June 2007 to December 2008. He joined Accounting & Corporate Regulatory Authority (ACRA) in December 2008 in the Practice Monitoring Department and left in June 2013 as a senior lead audit inspector. Mr. Fok was an associate director in quality control and audit with Foo Kon Tan LLP from June 2013 to April 2015. He re-joined ACRA in April 2015 and left as the Head of Practice Monitoring Department in August 2017.

Mr. Fok obtained a Bachelor of Accountancy Degree (1st Class Honours) from the Nanyang Technological University in Singapore in June 2002. He is a Chartered Accountant of Singapore and a member of the Institute of Singapore Chartered Accountants.

Mr. Fok was appointed as an independent non-executive director of Rectitude Holdings Limited, a company listed on Nasdaq (stock code: RECT), since 21 June 2024.

Mr. Fok has entered into a letter of appointment with the Company for a term of one year commencing on 27 August 2021 and will continue thereafter unless terminated by either party giving to the other at least one month's notice in writing. Mr. Fok is entitled to a Director's fee of S\$35,000 per annum.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

GENERAL

Save as disclosed above, each of Mr. Melvyn Wong and Mr. Fok 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. Melvyn Wong and Mr. Fok 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 2024 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 and the Company did not have any treasury 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 2024 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 (excluding treasury shares, if any) 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.

If the Company repurchase any Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase. For the avoidance of doubt, pursuant to the applicable laws of the Cayman Islands, treasury shares must be held in the name of the Company.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong Branch Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

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 2024, 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
2023		
July	0.315	0.260
August	0.315	0.250
September	0.285	0.240
October	0.265	0.207
November	0.225	0.200
December	0.300	0.180
2024		
January	0.200	0.179
February	0.176	0.158
March	0.174	0.160
April	0.175	0.143
May	0.202	0.140
June	0.180	0.155
July (up to and including the Latest Practicable Date)	0.158	0.150

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 2024 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors confirm 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.

The Directors also confirm that neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features.

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 of voting rights 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	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
Brilliant Stride	Beneficial owner ⁽²⁾	600,000,000 (L)	75%	83.33%
Mr. Melvyn Wong	Interest in controlled corporation ⁽²⁾	600,000,000 (L)	75%	83.33%
Ms. Chong Yi May Cheryl ("Mrs. Wong")	Interest of spouse ⁽³⁾	600,000,000 (L)	75%	83.33%
Mr. Daniel Tay	Interest in controlled corporation ⁽²⁾	600,000,000 (L)	75%	83.33%
Ms. Lim Michelle ("Mrs. Tay")	Interest of spouse ⁽⁴⁾	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.

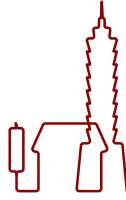
On the basis that the issued Shares remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

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 (excluding treasury shares, if any).

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.

NOTICE OF ANNUAL GENERAL MEETING



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 “**2024 AGM**”, respectively) will be held at 10 Anson Road, #06–19 International Plaza, Singapore 079903 on Monday, 19 August 2024 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 2024 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor of the Company (the “**Independent Auditor**”);
2. To re-elect Mr. Wong Chee Tat as an executive Director;
3. To re-elect Mr. Fok Chee Khuen as an independent non-executive Director;
4. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 March 2025 (the “**FY 2024/2025**”);
5. To re-appoint Forvis Mazars LLP as the Independent Auditor of the Company’s financial statements for FY 2024/2025 and authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

6. 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**”) (including any sale or transfer of treasury shares out of treasury) 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 (excluding treasury shares, if any) 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.

NOTICE OF ANNUAL GENERAL MEETING

“**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).”

7. 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 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 (excluding treasury shares, if any) 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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

8. 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 6 and 7 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 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the Shares repurchased pursuant to the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) 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

Singapore, 25 July 2024

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member(s)**” or “**Shareholder(s)**”) entitled to attend and vote at the 2024 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 2024 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 2024 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 2024 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 2024 AGM, the register of Members will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2024 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 Tuesday, 13 August 2024.
4. In relation to the proposed Resolutions numbered 2 and 3 above, each of Mr. Wong Chee Tat and Mr. Fok Chee Khuen will retire as a director of the Company at the 2024 AGM and, being eligible, offer himself for re-election. Details of Mr. Wong Chee Tat and Mr. Fok Chee Khuen are set out in Appendix I to the Company’s circular dated 25 July 2024.
5. In relation to the proposed Resolution numbered 5 above, the Board concurs with the views of the audit committee of the Board and has recommended that Forvis Mazars LLP be re-appointed as the Independent Auditor.
6. In relation to the proposed Resolution numbered 6 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 (including any sale or transfer of treasury shares out of treasury) 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.
7. In relation to the proposed Resolution numbered 7 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 25 July 2024.
8. 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 2024 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.

NOTICE OF ANNUAL GENERAL MEETING

9. Where there are joint holders of any Share, any one of such joint holders may vote at the 2024 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 2024 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.
10. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.
11. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the 2024 AGM.