

**FOOD EMPIRE HOLDINGS LIMITED**  
(Co Registration Number: 200001282G)

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**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

- 1.1 The board of directors (the "**Directors**") of Food Empire Holdings Limited (the "**Company**") is pleased to announce that the Company is proposing to undertake a bonus issue of new ordinary shares in the capital of the Company ("**Bonus Shares**") to the shareholders of the Company ("**Shareholders**") on the basis of one (1) Bonus Share to be credited as fully paid for every five (5) existing ordinary shares in the capital of the Company ("**Shares**") held by Shareholders as at a date and time to be determined by the Directors for the purposes of determining Shareholders' entitlements to the Bonus Shares ("**Record Date**"), fractional entitlements to be disregarded (the "**Proposed Bonus Issue**").

**2. TERMS OF THE PROPOSED BONUS ISSUE**

- 2.1 As at the date of this announcement ("**Announcement**"), the Company has an issued and paid-up share capital comprising 551,427,825 Shares including 213,074 treasury shares. For illustration purposes only, assuming that there are no changes in the issued share capital and treasury shares of the Company from the date of this Announcement to the Record Date, up to 110,285,565 Bonus Shares will be allotted and issued pursuant to the Proposed Bonus Issue. The actual number of Bonus Shares to be issued will depend on the total number of Shares as at the Record Date.
- 2.2 The Bonus Shares will be issued pursuant to the share issue mandate obtained from Shareholders at the annual general meeting of the Company held on 17 April 2026 (the "**Mandate Date**") ("**General Mandate**") which authorises the Directors to, *inter alia*, allot and issue new shares in the Company, including by way of bonus issue, on a *pro rata* basis to existing Shareholders, aggregating up to 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of passing of the resolution approving the General Mandate.
- 2.3 As at the Mandate Date, the Company had 549,852,425 Shares (excluding treasury shares and subsidiary holdings) in issue. As at the date of this Announcement, the Company has not issued any new Shares pursuant to the General Mandate. Accordingly, the maximum number of Shares that the Company may allot and issue to existing Shareholders on a *pro rata* basis pursuant to the General Mandate is 274,926,212 Shares. The number of Bonus Shares proposed to be issued will fall within the maximum number authorised under the General Mandate.
- 2.4 The Bonus Shares will be allotted and issued as fully paid at nil consideration to entitled Shareholders without capitalisation of the Company's reserves. The Bonus Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing issued Shares and with each other, except that the Bonus Shares will not be entitled to such dividends, rights, allotments or other distributions, the record date of which falls on a date before the date on which the Bonus Shares are allotted and issued. For the avoidance of doubt, the Bonus Shares when allotted and issued, shall not be entitled to the final dividend of S\$0.05 per Share and the special dividend of

S\$0.04 per Share for the financial year ended 31 December 2025, which were approved by Shareholders at the annual general meeting held on 17 April 2026.

- 2.5 The Bonus Shares will be allotted and issued to the Shareholders whose names appear in the Register of Members of the Company or who have Shares entered against their names in the depository register as at the Record Date on the basis of the number of such Shares registered in their names or standing to the credit of their securities accounts as at the Record Date. Notice of the Record Date will be given at a later date, after all the necessary approvals for the Proposed Bonus Issue have been obtained.

### 3. RATIONALE FOR THE PROPOSED BONUS ISSUE

- 3.1 The Company is undertaking the Proposed Bonus Issue to reward and give due recognition to Shareholders for their continued loyalty and support for the Company, and to encourage trading liquidity and greater participation by investors.

### 4. APPROVALS

- 4.1 The Proposed Bonus Issue is subject to, *inter alia*, the receipt of in-principle approval from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the Bonus Shares on the Official list of the Mainboard of the SGX-ST. An application will be made to the SGX-ST for the dealing in, listing of and quotation for the Bonus Shares on the Official List of the Mainboard of the SGX-ST in due course. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST.

### 5. THEORETICAL PRICE OF THE SHARES AFTER THE PROPOSED BONUS ISSUE

- 5.1 Pursuant to Rule 838 of the Listing Manual of the SGX-ST (the “**Main Board Rules**”), an issuer must satisfy the SGX-ST that the daily weighted average price of its shares, adjusted for the bonus issue, will not be less than S\$0.50 (“**Minimum Price**”). The issuer should compute the adjusted price based on the proposed bonus issue ratio and the lowest daily weighted share price of the shares for the one-month period preceding the issuer’s proposed bonus issue application.
- 5.2 For illustrative purposes only and assuming that the Proposed Bonus Issue application has been made on 13 May 2026, being the date of this Announcement, the lowest daily weighted average price of the Shares in the month preceding 13 May 2026 would be S\$2.93 and accordingly, the theoretical ex-bonus price (“**TEBP**”) would be calculated as follows:

$$\begin{aligned} \text{TEBP} &= \frac{\text{S\$2.93}}{6} \times 5 \\ &= \text{S\$2.44} \end{aligned}$$

- 5.3 Accordingly, the TEBP at S\$2.44 will be above the Minimum Price. The Company confirms that there is no reason to believe that the TEBP is likely to fall below S\$0.50 for the month preceding the date of the application to the SGX-ST for the listing and quotation of the Bonus Shares on the Official list of the SGX-ST.

## 6. EXISTING REDEEMABLE EXCHANGE NOTES

- 6.1 The Group has existing 5.5% redeemable exchangeable notes (“**RENs**”) issued by its wholly-owned subsidiary, Empire APAC Pte. Ltd., at an aggregate value of US\$40 million that are convertible into new ordinary shares of the Company (the “**Exchange Shares**”) at a price of S\$1.09 per Exchange Share (the “**Exchange Price**”).
- 6.2 Pursuant to the terms and conditions of the RENs, the Exchange Price will be subject to adjustments (“**REN Price Adjustment**”) in a bonus issue using the following formula:

$$\text{NEP} = \text{EP} \times \frac{\text{A}}{\text{B}}$$

where:

*NEP is the new Exchange Price;*

*EP is the existing Exchange Price of S\$1.09 per Exchange Share;*

*A is the aggregate number of Shares in issue immediately before such a bonus issue;*

*B is the aggregate number of Shares in issue immediately after such a bonus issue.*

Based on the formula, the Exchange Price will be adjusted to S\$0.9083 per Exchange Share (the “**NEP**”). The NEP shall become effective immediately after the Record Date in respect of the Proposed Bonus Issue.

Accordingly, should all REN Investors exercise their rights to exchange all of their RENs into Exchange Shares, an additional 9,729,114 Shares (“**Additional Exchange Shares**”) (rounded down to the nearest Share for each Investor) will be issued, bringing the maximum aggregate number of new Exchange Shares to be issued upon the exchange of all RENs from 48,634,863 Exchange Shares (based on the Exchange Price) to 58,363,977 Shares (based on the NEP).

- 6.3 Further and pursuant to the terms and conditions of the RENs, in the event that the Company distributes any annual dividend and/or other distribution per Share in excess of 5.5 per cent. of the prevailing Exchange Price as at the date of such dividend or distribution (the “**Dividend Limit**”), the Exchange Price shall be adjusted by subtracting the cumulative aggregate of the annual dividend and/or distribution amount per Share in excess of the Dividend Limit from the prevailing Exchange Price. The Dividend Limit, as at the completion of the Proposed Bonus Issue and in light of the NEP, will be adjusted accordingly.

## 7. ADJUSTMENTS TO EXISTING SHARE OPTIONS AND SHARE AWARDS

- 7.1 The Company will make necessary adjustments with respect to these share options and share awards in accordance with its respective rules after completion of the Proposed Bonus Issue.

## 8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 8.1 None of the Directors and substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Bonus Issue other than through their respective shareholdings in the Company.

## **9. RESPONSIBILITY STATEMENT**

- 9.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Bonus Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

## **10. CAUTIONARY STATEMENT**

- 10.1 Shareholders and potential investors should note that the Proposed Bonus Issue is subject to, *inter alia*, the necessary approvals being obtained by the Company, and are therefore advised to exercise caution when dealing in the Shares. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

**By Order of the Board**  
**FOOD EMPIRE HOLDINGS LIMITED**

**Tan Wang Cheow**  
**Executive Chairman**  
**13 May 2026**