

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 you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Global Dining Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Global Dining Holdings Limited
環球美食控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8496)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 120 Lower Delta Road #12-06 Cendex Centre Singapore 169208 on Wednesday, 30 November 2022, at 2 p.m. is set out on pages 6 to 7 of this circular. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

This circular will remain on the “Latest Company Announcements” page of the website of the Stock Exchange at www.hkexnews.hk for seven days from the date of its posting and on the Company’s website at www.proofer.com.sg.

15 November 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposal for change of the English name and the dual foreign name in Chinese of the Company from “Global Dining Holdings Limited” and “環球美食控股有限公司” to “Global Uin Intelligence Holdings Limited” and “環球友飲智能控股有限公司” respectively
“Company”	Global Dining Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange (Stock code: 8496)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 120 Lower Delta Road #12-06 Cendex Centre Singapore 169208 on Wednesday, 30 November 2022 at 2 p.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Announcement”	the announcement jointly issued by the Company and China Uwin Technology Co., Limited (中國友飲科技有限公司) dated 4 November 2022 in relation to, among others, the Change of Company Name
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD OF DIRECTORS

Global Dining Holdings Limited

環球美食控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8496)

Executive Director:

Mr. John Lim Boon Kiat (*Chairman*)

Independent Non-executive Directors:

Mr. Kwok Kin Kwong Gary

Mr. Wong Wah

Mr. Kuan Hong Kin Daniel

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Unit A, 12/F

China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

Headquarters and principal place of

business in Singapore:

120 Lower Delta Road

#12-06 Cendex Centre

Singapore 169208

15 November 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM in respect of the proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Joint Announcement. The Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Global Dining Holdings Limited” and “環球美食控股有限公司” to “Global Uin Intelligence Holdings Limited” and

LETTER FROM THE BOARD OF DIRECTORS

“環球友飲智能控股有限公司” respectively. The proposed Change of Company Name is subject to approval by the Shareholders and the Registrar of Companies in the Cayman Islands.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the proposed Change of Company Name will better reflect the direction of the Group's future development. The Board considers that the proposed Change of Company Name would provide a clear identification to the market and general public, which will in turn provide the Company with a new corporate image and which will be beneficial to the Company's future business development and is in the best interest of the Company and the Shareholders as a whole.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name will become effective subject to the satisfaction of all of the following conditions:

1. the approval by the Shareholders by way of special resolution at the EGM; and
2. the approval by the Registrar of Companies in the Cayman Islands on the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

EFFECT ON THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

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In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares on GEM of the Stock Exchange will also be changed to Global Uin and 環球友飲 respectively after the proposed Change of Company Name becomes effective.

ENTITLEMENT TO ATTEND AND VOTE AT THE EGM

In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 24 November 2022. Shareholders whose names appear on the Company's register of members on Thursday, 24 November 2022 will be eligible to attend and vote at the EGM.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 120 Lower Delta Road #12-06 Cendex Centre Singapore 169208 on Wednesday, 30 November 2022 at 2 p.m. for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name. The notice convening the EGM is set out on pages 6 to 7 of this circular.

A proxy form for the EGM is enclosed herewith. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, the resolution will be voted on by way of a poll at the EGM. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the proposed Change of Company Name and accordingly, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD OF DIRECTORS

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution approving such matters.

Yours faithfully,
For and on behalf of the Board
Global Dining Holdings Limited
John Lim Boon Kiat
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Global Dining Holdings Limited
環球美食控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8496)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of shareholders of Global Dining Holdings Limited (the “**Company**”) will be held at 120 Lower Delta Road #12-06 Cendex Centre Singapore 169208 on Wednesday, 30 November 2022, at 2 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands by way of issuing a certificate of incorporation on change of name, (i) the English name of the Company be changed from “Global Dining Holdings Limited” to “Global Uin Intelligence Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “環球美食控股有限公司” to “環球友飲智能控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Global Dining Holdings Limited
John Lim Boon Kiat
Chairman

Singapore, 15 November 2022

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) A proxy form for use at the Meeting is enclosed.
- (5) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (6) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) 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, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 24 November 2022.

As at the date of this notice, the Directors are:

Executive Director

Mr. John Lim Boon Kiat (*Chairman*)

Independent Non-executive Directors

Mr. Kwok Kin Kwong Gary, Mr. Wong Wah and Mr. Kuan Hong Kin Daniel