

STATEMENT OF DISCIPLINARY ACTION

Exchange's Disciplinary Action against Two Former Directors of Global Uin Intelligence Holdings Limited (Formerly Known as Global Dining Holdings Limited and Singapore Food Holdings Limited) (Stock Code: 8496)

SANCTIONS

The Stock Exchange of Hong Kong Limited (**Exchange**)

IMPOSES A DIRECTOR UNSUITABILITY STATEMENT against:

- (1) **Mr Goh Leong Heng Aris (Mr Goh)**, former executive director and Chairman of the Company; and
- (2) **Ms Anita Chia Hee Mei (Ms Chia)**, former executive director and CEO of the Company.

The statements in respect of Mr Goh and Ms Chia (**EDs**) above are made in addition to a public censure against them. The Director Unsuitability Statement is a statement that, in the Exchange's opinion, Mr Goh and Ms Chia are unsuitable to occupy a position as director or within senior management of the Company or any of its subsidiaries.

SUMMARY OF FACTS

Mr Goh and Ms Chia are husband and wife, and the former EDs and controlling shareholders of the Company. They created and used a sham arrangement, involving an undisclosed payment by the Company, to misappropriate part of the Company's listing proceeds for their own use. When the payment was discovered and queried, they repeatedly provided false and misleading information to avoid detection of their misconduct.

Their wrongdoing was eventually exposed with the assistance of the Securities and Futures Commission (**SFC**).

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Payment to Veritas and Re-Routing Allegation

The Company was listed on GEM on 18 May 2020. At the time of listing, the Company was a Singapore-based food and beverage company under the control of Mr Goh and Ms Chia. Shortly after listing, during the preparation of the Company's annual report for the year ended 30 June 2020 (which was published on 30 September 2020), it was discovered that the Company's listing expenses were materially higher than those which had been expected and disclosed in the Company's listing documents.

It emerged that the increase in listing expenses was largely attributable to the payment of a SGD 1 million¹ fee and discretionary bonus to an IPO consultant in Singapore, Veritas Venture Partners Pte Ltd (**Veritas**), purportedly for IPO consultancy services provided under a service agreement. This payment had been procured by Mr Goh and Ms Chia. They had not informed either the Company's professional advisors or the rest of the Board about the payment. Neither the service agreement nor the payment had been disclosed in the Company's listing documents.

Investigation and discovery of misappropriation

Enquiries were then made by the Company's sponsor (**Anglo Chinese**), the Company's independent adviser (**Lego**), the independent non-executive directors (**INEDs**), the Exchange and the SFC about the payment and the consultancy arrangement.

During enquiries made by Anglo Chinese, a party related to Veritas informed Anglo Chinese that the SGD 1 million funds had been: (a) re-routed from Veritas to the EDs, and then (b) used by the EDs to repay certain amounts they owed to the Company prior to listing (**Re-Routing Allegation**).

Mr Goh and Ms Chia vehemently denied the Re-Routing Allegation and stated that it was a discretionary bonus made out of their gratitude to Veritas for its assistance in the listing. However, the EDs acknowledged that the payment should not have been made out of the Company's IPO proceeds and procured a refund of the payment from Veritas to the Company.

The Company commissioned an independent investigation by Lego on the Re-Routing Allegation. However, the investigation conducted by Lego was limited as the EDs and Veritas refused to provide copies of the bank statements of their accounts. The EDs agreed to provide complete lists of their personal bank accounts, but the lists they provided were misleading, as the EDs omitted the bank account into which the misappropriated funds had been paid. Lego's investigation

¹ Approximately HK\$5.72 million at the time of the events in question.

ultimately concluded that there was no evidence to support the Re-Routing Allegation. Lego's findings were summarised and announced by the Company on 20 September 2021.

The true picture was eventually discovered with the assistance of the SFC. The SGD 1 million payment made by the Company to Veritas had been onward transferred by Veritas to a previously undisclosed joint account of Mr Goh and Ms Chia. Mr Goh and Ms Chia then used SGD 807,115 of the SGD 1 million to repay debts owed by them to the Company.

LISTING RULE REQUIREMENTS

GLR 5.01 provides that the Exchange expects directors, both collectively and individually, to fulfil fiduciary duties and duties of skill, care and diligence to a standard at least commensurate with the standard established by Hong Kong law. These duties include a duty to act honestly and in good faith in the interests of the company as a whole; act for proper purpose; be answerable to the issuer for the application or misapplication of its assets; avoid actual and potential conflicts of interest and duty; and apply such degree of skill, care and diligence as may reasonably be expected of a person of his/her knowledge and experience and holding his/her office within the issuer.

GLR 17.55B provides that in responding to enquiries or investigations by the Exchange or the SFC, a party subject to the enquiries or investigations must provide to the Exchange or the SFC information or explanation which is accurate, complete and up-to-date.

Each of Mr Goh and Ms Chia is subject to the obligations under the then Appendix 6A of the GEM Listing Rules (**Director's Undertaking**), which provides, *inter alia*, that he/she undertakes to comply with the GEM Listing Rules to the best of his/her ability, and to cooperate in any investigation conducted by the Division, including answering promptly and openly any questions addressed to him/her, and promptly producing the originals or copies of any relevant documents.

GEM LISTING COMMITTEE'S FINDINGS OF BREACH

The GEM Listing Committee found that Mr Goh and Ms Chia committed serious breaches of their fiduciary duties to the Company, GLR 5.01, GLR 17.55B and their Director's Undertakings:

- (1) Mr Goh and Ms Chia channelled to themselves the Company's funds and then used the funds for their own purposes. By their actions, Mr Goh and Ms Chia misappropriated the Company's assets. They acted dishonestly against the interests of the Company. They have misled the Company's investors and the public.

- (2) The misappropriation of corporate assets by directors is a flagrant breach of their fiduciary duties. The re-routing of the Company's IPO proceeds to Mr Goh and Ms Chia was neither in good faith nor for a proper purpose. Mr Goh and Ms Chia were clearly in a position of conflict and abused their position as directors.
- (3) When the Exchange, the SFC, Anglo Chinese, the INEDs and Lego made enquiries about the payment and the Re-Routing Allegation, Mr Goh and Ms Chia failed to cooperate. Moreover, they were deliberately evasive, and refused to provide evidence such as details of their bank accounts and their bank statements. They adopted an obstructive approach and provided false and/or misleading information in order to avoid detection of their misconduct. They also failed to procure the Company's compliance with its obligation to provide accurate and complete information to the Exchange.

CONCLUSION

The GEM Listing Committee decided to impose the sanctions set out in this Statement of Disciplinary Action.

For the avoidance of doubt, the Exchange confirms that the above sanctions apply only to Mr Goh and Ms Chia, and not to any other past or present members of the board of directors of the Company.

Hong Kong, 5 March 2024