

The following is the text of a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer prepared for the purpose of inclusion in this Composite Document.

Global Dining Holdings Limited

環球美食控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8496)

25 November 2022

To the Independent Shareholders:

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER FOR SHARES BY
BAOQIAO PARTNERS CAPITAL LIMITED
FOR AND ON BEHALF OF CHINA UWIN TECHNOLOGY CO., LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES
IN THE ISSUED SHARE CAPITAL OF
GLOBAL DINING HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE
ACQUIRED BY CHINA UWIN TECHNOLOGY CO., LIMITED AND PARTIES
ACTING IN CONCERT WITH IT)**

We refer to this Composite Document dated 25 November 2022 jointly issued by the Company and the Offeror, of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as defined in this Composite Document.

We have been appointed to constitute the Independent Board Committee to consider the terms of the Offer and to advise you (i.e. the Independent Shareholders) as to whether or not the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned, and to make recommendation in respect of the acceptance of the Offer. Grande Capital has been appointed as the Independent Financial Adviser to make recommendation to us in respect of the terms of the Offer and, in particular, whether the Offer is fair and reasonable so far as the Independent Shareholders are concerned, and to make recommendation in respect of the acceptance of the Offer. Details of its advice and recommendation, together with the principal factors and reasons which it has considered before arriving at such recommendation, are set out in the “Letter from the Independent Financial Adviser” on pages 23 to 43 of this Composite Document.

We also wish to draw your attention to the “Letter from the Board”, the “Letter from BaoQiao Partners” and the additional information set out in the appendices to this Composite Document.

RECOMMENDATION

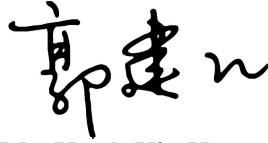
Taking into account the terms of the Offer and the Independent Financial Adviser’s advice and recommendations, we consider that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to accept the Offer. Independent Shareholders are recommended to read the full text

of the “Letter from the Independent Financial Adviser” set out in this Composite Document.

However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should closely monitor the market price and liquidity of the Shares during the Offer Period. Should the market price of the Shares exceed the Offer Price during the Offer Period, and the sale proceeds (net of transaction costs) exceed the net proceeds receivable under the Offer, the Independent Shareholders may wish to consider selling their Shares in the market instead of accepting the Offer.

In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in this Composite Document and the accompanying Form of Acceptance.

Yours faithfully,
For and on behalf of
The Independent Board Committee of
Global Dining Holdings Limited



Mr. Kwok Kin Kwong
Gary
*Independent non-
executive Director*

Mr. Wong Wah
*Independent non-
executive Director*

Mr. Kuan Hong Kin
Daniel
*Independent non-
executive Director*

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For and on behalf of
The Independent Board Committee of
Global Dining Holdings Limited



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