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China Uwin Technology Co., Limited

中國友飲科技有限公司

(Incorporated in Hong Kong with limited liability)

Global Dining Holdings Limited

環球美食控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8496)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO
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)**

Financial adviser to the Offeror



Financial adviser to the Company

SUNWAH KINGSWAY
新華滙富

Offer Agent to the Offeror



BAOQIAO PARTNERS CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

Reference is made to (i) the announcement jointly published by the Offeror and the Company dated 4 November 2022 in relation to, among others, the mandatory unconditional cash offer to be made by BaoQiao Partners for and on behalf of the Offeror to acquire all of the issued Shares in the share capital of the Company (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) in accordance with the Takeovers Code; and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 25 November 2022 in relation to the Offer (the “**Composite Document**”). Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meaning as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the accompanying Form of Acceptance, have been despatched to the Independent Shareholders on Friday, 25 November 2022 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and of the Company.

EXPECTED TIMETABLE

Set out below is the expected timetable of the Offer as extracted from the Composite Document. The expected timetable set out below is indicative only and further announcement(s) by the Offeror and the Company will be made in the event of any changes as and when appropriate. Unless otherwise specified, all times and dates in this joint announcement shall refer to Hong Kong times and dates.

Event	Time & Date
Despatch date of the Composite Document and the Form of Acceptance (<i>Note 1</i>)	Friday, 25 November 2022
Offer opens for acceptance (<i>Note 1</i>)	Friday, 25 November 2022
Latest time and date for acceptance of the Offer (<i>Notes 2, 3 and 5</i>).....	4:00 p.m. on Friday, 16 December 2022
Closing Date (<i>Notes 2 and 3</i>)	Friday, 16 December 2022

Announcement of the results of the Offer (or its extension or revision, if any) as at the Closing Date on the website of the Stock Exchange and website of the Company (*Note 2*) No later than 7:00 p.m. on Friday, 16 December 2022

Latest date for posting of remittance for the amounts due under the Offer in respect of valid acceptances received under the Offer (*Notes 4 and 5*)..... Thursday, 29 December 2022

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 16 December 2022 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange by 7:00 p.m. on the Closing Date, stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
3. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
4. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Share Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "5. Right of withdrawal" in Appendix I to the Composite Document.
5. If there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal or "extreme condition" caused by super typhoon:
 - (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the posting of remittances will remain on the same Business Day; or

- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, as the case may be, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day and the posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

THE OFFER IS UNCONDITIONAL IN ALL RESPECTS. INDEPENDENT SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT A LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

INDEPENDENT SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE COMPOSITE DOCUMENT AND THE ACCOMPANYING FORM OF ACCEPTANCE CAREFULLY, INCLUDING THE RECOMMENDATIONS FROM THE INDEPENDENT BOARD COMMITTEE AND THE ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER, BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFER.

THE OFFEROR AND THE COMPANY REMIND THEIR RESPECTIVE ASSOCIATES OF THE DEALING RESTRICTIONS UNDER THE TAKEOVERS CODE AND TO DISCLOSE THEIR PERMITTED DEALINGS, IF ANY, IN ANY SECURITIES OF THE COMPANY.

By order of the board of
China Uwin Technology Co., Limited
Zhang Yang
Sole director

On behalf of the Board of
Global Dining Holdings Limited
John Lim Boon Kiat
Chairman and executive Director

Hong Kong, 25 November 2022

As at the date of this joint announcement, the executive Director is Mr. John Lim Boon Kiat; and the independent non-executive Directors are Mr. Kwok Kin Kwong Gary, Mr. Wong Wah and Mr. Kuan Hong Kin Daniel.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhang Yang. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vendor and the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This joint announcement will also be published on the Company’s website at www.proofer.com.sg.