

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 Singapore Food 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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Singapore Food Holdings Limited

新加坡美食控股有限公司

(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 Friday, 3 December 2021, at 3 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.

PRECAUTIONARY MEASURES FOR THE EGM

Please see pages ii to iii of this circular for measures being taken to try to prevent and control the spread of the COVID-19 at the EGM, including:

- compulsory body temperature checks and health declarations
- requirement of wearing a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Singapore Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for seven days from the date of its posting and on the Company's website at www.proofer.com.sg.

9 November 2021

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.

The principal means of information dissemination on GEM is by publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspaper. Accordingly, prospective investors should note that they need to have access to the website of the Stock Exchange at www.hkexnews.hk in order to obtain up-to-date information on GEM-listed issuers.

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee may be asked whether (a) he/she has travelled outside of Singapore, or had physical contact with any person who to his/her best of knowledge has recently travelled to, any affected countries or areas outside Singapore within the 14-day period immediately before the EGM; and (b) he/she is subject to any Singapore Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Every attendee will be required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats throughout the EGM. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
- (iv) Seating at the EGM will be arranged so as to reduce interaction between participants.
- (v) No refreshments will be served and there will be no corporate gifts.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong.

The Company will closely monitor the development of the COVID-19 pandemic and any regulations or measures introduced or to be introduced by the Singapore Government in relation to the COVID-19 pandemic. The Company will ensure that the EGM will be conducted in compliance with the regulations or measures of the Singapore Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the EGM. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

If the Shareholders have any questions relating to the EGM, please contact Boardroom Share Registrars (HK) Limited, the Company's Branch Share Registrar, as follows:

Boardroom Share Registrars (HK) Limited

2103B, 21/F,
148 Electric Road,
North Point,
Hong Kong

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DEFINITIONS

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

“Announcement”	the proposed change of company name announcement of the Company dated 2 November 2021
“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 “Singapore Food Holdings Limited” and “新加坡美食控股有限公司” to “Global Dining Holdings Limited” and “環球美食控股有限公司” respectively
“Company”	Singapore Food 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
“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 Friday, 3 December 2021 at 3 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
“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

Singapore Food Holdings Limited

新加坡美食控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8496)

Executive Directors:

Mr. Goh Leong Heng Aris (*Chairman*)

Ms. Anita Chia Hee Mei (Xie Ximei)

(Chief executive officer)

Independent Non-executive Directors:

Mr. John Lim Boon Kiat

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

9 November 2021

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 Announcement. The Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Singapore Food Holdings Limited” and “新加坡美食控股有限公司” to “Global Dining Holdings Limited” and “環球美食控股有限公司” respectively. The proposed Change of Company Name is subject to approval by the Shareholders and the Registrar of Companies in the Cayman Islands.

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name enhances the corporate identity and image of the Company. The Group is principally engaged in the manufacturing and retailing of bakery products and operation of restaurants. Prior to the listing (the “**Listing**”) of the Company on GEM of the Stock Exchange in May 2020, the Group had focused on the operation of bakery outlets and fast casual dining restaurants which offered Japanese and Western cuisine in Singapore. Following the Listing, the Group proactively explored and ventured into new concepts in the food & beverage (“**F&B**”) industry in Singapore. In particular, since the Listing and up to the date of this circular, the Group has opened three Chinese fast casual dining restaurants and one bubble tea beverage kiosk in Singapore. Further, in the third quarter of 2021, the Group has expanded overseas by opening its first Western restaurant in Shanghai, the People’s Republic of China, which targets at the fine dining sector.

The Board believes that by diversifying the variety of cuisines the Group offers and expanding the geographical network of its restaurants, the Group can capture the potential business opportunities and strengthen its market position in the F&B industry globally. Going forward, the Group will continue to explore new F&B concepts and overseas expansion when suitable business opportunities arise. In view of the aforesaid, the Board is of the view that the proposed new name of the Company “Global Dining Holdings Limited” and “環球美食控股有限公司” will better reflect the current business operations of the Group as well as its business strategies for future development. Therefore, the Board considers that the proposed Change of Company Name is in the best interests 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.

LETTER FROM THE BOARD

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.

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 DINING" and "環球美食控股" respectively after the proposed Change of Company Name becomes effective.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of Shareholders to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from Tuesday, 30 November 2021 to Friday, 3 December 2021, both days inclusive, during which period no transfer of Shares will be registered. 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 Monday, 29 November 2021. Shareholders whose names appear on the Company's register of members on Friday, 3 December 2021 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 Friday, 3 December 2021 at 3 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.

LETTER FROM THE BOARD

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.

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
Singapore Food Holdings Limited
Goh Leong Heng Aris
Chairman and executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Singapore Food Holdings Limited

新加坡美食控股有限公司

(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 Singapore Food Holdings Limited (the “**Company**”) will be held at 120 Lower Delta Road #12-06 Cendex Centre Singapore 169208 on Friday, 3 December 2021, at 3 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 “Singapore Food Holdings Limited” to “Global Dining Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “新加坡美食控股有限公司” to “環球美食控股有限公司” 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
Singapore Food Holdings Limited
Goh Leong Heng Aris
Chairman and executive Director

Singapore, 9 November 2021

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 Room 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) The transfer books and register of members of the Company will be closed from Tuesday, 30 November 2021 to Friday, 3 December 2021, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, 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, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 29 November 2021.
- (8) In view of the outbreak of the COVID-19 pandemic and the recent requirements for prevention and control of its spread by the Singapore Government, the Company strongly recommends shareholders to consider exercising their voting rights by appointing the chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.
- (9) Shareholders are further reminded that the Company will implement the following measures at the Meeting:
 - (a) Compulsory body temperature screening and health declarations;
 - (b) Mandatory use of surgical face masks throughout the Meeting; and
 - (c) No refreshments will be served.
- (10) Anyone attending the Meeting is reminded to observe good personal hygiene at all times. Appropriate distancing and spacing in line with the guidance from the Singapore Government will be maintained and as such, the Company may limit the number of attendees at the Meeting as may be necessary to avoid overcrowding. Any person who does not comply with the precautionary measures to be taken at the Meeting may be denied entry into the Meeting venue.
- (11) Subject to the development of the COVID-19 pandemic and any directive(s) that may be further issued by the Singapore Government, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as and when appropriate.

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

Executive Directors

Mr. Goh Leong Heng Aris (*Chairman*) and Ms. Anita Chia Hee Mei (Xie Ximei) (*Chief executive officer*)

Independent Non-executive Directors

Mr. John Lim Boon Kiat, Mr. Kwok Kin Kwong Gary, Mr. Wong Wah and Mr. Kuan Hong Kin Daniel