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**Global Dining Holdings Limited**  
**環球美食控股有限公司**  
*(Incorporated in Cayman Islands with limited liability)*  
**(Stock Code: 8496)**

**PROPOSED ADOPTION OF THE AMENDED MEMORANDUM AND  
ARTICLES**

This announcement is made by Global Dining Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

**PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose the adoption of the second amended and restated memorandum and articles of association (the “**Amended Memorandum and Articles**”) of the Company to replace the existing amended and restated memorandum and articles of association of the Company. The proposed adoption of the Amended Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

The major proposed amendments in the Amended Memorandum and Articles are summarised as follows:

1. to reflect the change in the Company’s name;
2. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
3. to amend the notice period for a general meeting to follow the requirement of the GEM Listing Rules;
4. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;

5. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
6. to change the requirement for a special resolution to remove an auditor to an ordinary resolution;
7. to state the financial year end of the Company; and
8. other amendments to better align with the wordings in the GEM Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the adoption of the Amended Memorandum and Articles are to (i) reflect certain amendments in the applicable laws of the Cayman Islands and the GEM Listing Rules; and (ii) make other consequential and housekeeping changes.

## **GENERAL**

The Board considers that the proposed adoption of the Amended Memorandum and Articles are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed adoption of the Amended Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 30 September 2022.

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

Hong Kong, 30 September 2022

*As at the date of this 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.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.proofer.com.sg](http://www.proofer.com.sg).*