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CAFÉ DE CORAL HOLDINGS LIMITED

大家樂集團有限公司*

(Incorporated in Bermuda with limited liability)

Website: www.cafedecoral.com

(Stock Code: 341)

PROPOSED ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Café de Coral Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company proposes to adopt the new bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the existing bye-laws of the Company (the “**Existing Bye-laws**”) in order to, among other things, (i) bring the bye-laws of the Company in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules; (ii) reflect certain amendments made to the Listing Rules and the applicable laws and procedures of Bermuda; and (iii) make other consequential and housekeeping changes.

The major areas of the proposed amendments to the Existing Bye-laws that will be incorporated in the New Bye-laws include (but not limited to) the following:

1. to provide that the Company shall hold its annual general meeting in each financial year within six months after the end of the Company’s financial year;
2. to provide that all shareholders of the Company (the “**Shareholders**”) shall have the right to speak and vote at general meetings of the Company unless such a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
3. to update the provision relating to the right of minority Shareholder(s) to convene a special general meeting and add resolutions to such meeting agenda;

4. to update the provisions on variation of rights of any class of shares of the Company;
5. to update the provision relating to amendments of the bye-laws and to provide that a special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company;
6. to update the provisions relating to the appointment, removal and remuneration of auditor of the Company;
7. to include the provision for inspection of branch register of members of the Company; and
8. to update, modernise or codify provisions of the Existing Bye-laws to better align with the Listing Rules and applicable laws of Bermuda and make other consequential and housekeeping changes.

The proposed adoption of the New Bye-laws is subject to the approval of Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 7 September 2023 (the “AGM”) and, if approved, will become effective upon such approval.

A circular containing, among other matters, details of the proposed amendments to the Existing Bye-laws brought about by the adoption of the New Bye-laws, together with the notice convening the AGM will be despatched to Shareholders in due course.

By order of the Board
Lo Hoi Kwong, Sunny
Chairman

Hong Kong, 15 June 2023

As at the date of this announcement, the Board comprises Mr Lo Hoi Kwong, Sunny (Chairman), Ms Lo Pik Ling, Anita, Mr Chan Yue Kwong, Michael and Mr Hui Tung Wah, Samuel as non-executive directors; Mr Li Kwok Sing, Aubrey, Mr Kwok Lam Kwong, Larry, Mr Au Siu Cheung, Albert and Ms Fang Suk Kwan, Katherine as independent non-executive directors; and Mr Lo Tak Shing, Peter (Chief Executive Officer) and Mr Lo Ming Shing, Ian as executive directors.

** For identification purposes only*