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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “**Meeting**”) of Café de Coral Holdings Limited (the “**Company**”) will be held at Crystal Ballroom A and B, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 7 September 2023 at 2:30 p.m. for the following purposes:

As ordinary business:

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 March 2023.
2. To declare a final dividend.
- 3(i) To re-elect Ms Lo Pik Ling, Anita as a Non-executive Director;
- 3(ii) To re-elect Mr Chan Yue Kwong, Michael as a Non-executive Director;
- 3(iii) To re-elect Ms Fang Suk Kwan, Katherine as an Independent Non-executive Director; and
- 3(iv) To re-elect Mr Lo Tak Shing, Peter as an Executive Director.
4. To authorise the Board of Directors to fix the remuneration of Directors.
5. To re-appoint PricewaterhouseCoopers as the Auditor of the Company and to authorise the Board of Directors to fix their remuneration.

* For identification purposes only

As special business:

6. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for or convert into shares of the Company; or (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to option holders of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement pursuant to the bye-laws of the Company from time to time, shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this Resolution, and the said approval shall, subject to Resolution No. 8 set out in the notice of this Meeting, be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (which shall have the same meaning for the purpose of this Resolution as given in paragraph (d) of the resolution set out as Resolution No. 6 in the notice of this Meeting) of all powers of the Company to buy back its shares, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved; and
- (b) the aggregate number of shares to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly.”

8. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the Resolution Nos. 6 and 7 in the notice of this Meeting, the general mandate granted to the Directors of the Company pursuant to Resolution No. 6 and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition thereto of an amount representing the number of issued shares bought back by the Company under the authority granted by the resolution set out as Resolution No. 7.”

9. To consider and if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the amended and restated bye-laws of the Company (the “**New Bye-laws**”), a copy of which has been produced to the Meeting marked “A” and for identification purposes signed by the Chairman of the Meeting, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of the Meeting and that any Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By order of the Board
Vera Leung
Company Secretary

Hong Kong, 10 July 2023

Notes:

1. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting (or at any adjournment thereof) is enclosed in the Company’s Annual Report 2022/23. In order to be valid, the form of proxy and the power of authority or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. In order to determine the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from 4 September 2023 (Monday) to 7 September 2023 (Thursday), both days inclusive, during which no transfer of shares will be registered. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 1 September 2023 (Friday).
4. In order to determine the entitlement to the final dividend, the Register of Members of the Company will be closed on 14 September 2023 (Thursday), on which no transfer of Shares will be registered. All completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13 September 2023 (Wednesday).

5. A circular to shareholders providing information on the proposals for general mandates to issue shares and to buy back shares, re-election of Directors and the proposed adoption of the New Bye-laws is enclosed in the Company's Annual Report 2022/23.
6. **If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the Meeting, the Meeting will be held as scheduled. Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions and if they should choose to do so, they are advised to exercise care and caution.**
7. **No refreshments or drinks will be served at the Meeting.**

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.