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## **CAFÉ DE CORAL HOLDINGS LIMITED**

### **大家樂集團有限公司**

*(Incorporated in Bermuda with Limited Liability)*

**(Stock Code: 341)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General Meeting (the “Meeting”) of Café de Coral Holdings Limited (the “Company”) will be held at The Ballroom, 18/F., The Mira Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 20th September, 2011 at 2:30 p.m. for the following purposes:

### **As Ordinary Business:**

1. To receive and adopt the Audited Accounts and the reports of the Directors and Auditors for the year ended 31st March, 2011;
2. To declare a final dividend and a special dividend;
3. To re-elect retiring Directors and authorize the Board of Directors to fix their remuneration;
4. To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and authorize the Board of Directors to fix their remuneration;

### **As Special Business:**

5. To consider, and if thought fit, pass (with or without amendments) 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 of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize 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 nominal amount of share capital 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; 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 shares of the Company; or (iii) the exercise of subscription rights under any employee share option scheme; or (iv) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time, shall not exceed the aggregate of:
  - (i) 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
  - (ii) (if the Directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution), and the said approval shall be limited accordingly;
- (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 laws 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 the allotment, issue or grant of shares pursuant to an offer (open for a period fixed by the Directors of the Company) made 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”;

6. To consider and, if thought fit, pass (with or without amendments) 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, mutatis mutandis, as given in paragraph (d) of the resolution set out as Resolution No. 5 in the notice of this Meeting) of all powers of the Company to purchase 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;
- (b) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly.”;

7. To consider and, if thought fit, pass (with or without amendments) the following resolution as an Ordinary Resolution:

**“THAT** conditional upon the passing of the Resolution Nos. 5 and 6, the general mandate granted to the Directors of the Company (pursuant to Resolution No. 5 or otherwise) and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by an amount representing the aggregate nominal amount of the share capital repurchased by the Company under the authority granted by the resolution set out as Resolution No. 6.”.

By Order of the Board  
**To Hon Fai, Alfred**  
*Company Secretary*

Hong Kong, 22nd July, 2011

*Registered Office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head Office:*  
10th Floor  
Café de Coral Centre  
5 Wo Shui Street  
Fo Tan, Shatin  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting convened by the above notice may appoint one or more proxies to attend the Meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited with the Company Secretary at the Company's Head Office at 10th Floor, Café de Coral Centre, 5 Wo Shui Street, Fo Tan, Shatin, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The Register of Members will be closed from Friday, 16th September, 2011 to Tuesday, 20th September, 2011, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 15th September, 2011.

In addition, the Register of Members will also be closed on Monday, 26th September, 2011, during which no transfer of Shares will be effected. To qualify for the proposed final and special dividends, if approved at the annual general meeting of the Company, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 23rd September, 2011.

*As at the date of this announcement, the Board of the Company comprises Mr. Chan Yue Kwong, Michael, Mr. Lo Hoi Kwong, Sunny, Ms. Lo Pik Ling, Anita and Mr. Lo Tak Shing, Peter as executive directors; Mr. Lo Tang Seong, Victor, Mr. Lo Ming Shing, Ian and Mr. Hui Tung Wah, Samuel as non-executive directors; Mr. Choi Ngai Min, Michael, Mr. Li Kwok Sing, Aubrey, Mr. Kwok Lam Kwong, Larry and Mr. Look Guy as independent non-executive directors.*