

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



祈福生活服務
CLIFFORD MODERN LIVING

CLIFFORD MODERN LIVING HOLDINGS LIMITED

祈福生活服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3686)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS**

The Company announces that between February and May 2020, the Company entered into the Wealth Management Agreements to subscribe for the Wealth Management Products in an aggregate subscription amount of RMB31 million (equivalent to approximately HK\$34.1 million).

IMPLICATIONS UNDER THE LISTING RULES

Each of the Wealth Management Agreements by itself does not constitute a discloseable transaction of the Company under Rule 14.06 of the Listing Rules. Pursuant to Rule 14.22 of the Listing Rules, when the relevant subscription amounts under the Wealth Management Agreements are aggregated, one or more of the applicable percentage ratios exceeds 5% but is lower than 25%. The Wealth Management Agreements, on an aggregate basis, constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

The Company announces that between February and May 2020, the Company entered into the Wealth Management Agreements to subscribe for the Wealth Management Products in an aggregate subscription amount of RMB31 million (equivalent to approximately HK\$34.1 million).

1. THE WEALTH MANAGEMENT AGREEMENTS

1.1 The First Wealth Management Agreement

A summary of the principal terms of the First Wealth Management Agreement is set out as follows:

- | | |
|--|---|
| (1) Date of the agreement: | 26 February 2020 |
| (2) Date of the subscription: | 26 February 2020 |
| (3) Parties | (i) 廣州市科健計算機技術有限公司 (Guangzhou Kejian Computer Technology Co., Limited*), a wholly-owned subsidiary of the Company, as subscriber

(ii) Bank of China Limited, as issuer |
| (4) Name of wealth management plan: | 中銀保本理財–人民幣按期開放理財產品 (Bank of China Principal-preserved Wealth Management – RMB On Schedule Open Wealth Management Product*) |
| (5) Currency of investment and returns: | RMB |
| (6) Type of return: | Principal-preservation with low return and low risk |
| (7) Subscription amount: | RMB5 million (equivalent to approximately HK\$5.5 million) |
| (8) Term of investment: | From 26 February 2020 to 29 April 2020 |
| (9) Term of product: | 63 days |
| (10) Expected rate of investment return per annum: | 3% |
| (11) Principle for calculation of returns and interest: | Return on the product is calculated based on the investment principal, number of days of investment, and the return rate |

- | | |
|--|--|
| (12) Investment scope of the product: | The funds raised would be invested in, among other investment products, government bonds, bills of central bank, financial bonds, bank deposits and other assets which are in compliance with the relevant regulatory requirements |
| (13) Right of early termination: | Only the Bank has the right of early termination; the Group has no right of early termination |
| (14) Payment of principal and return upon maturity: | The principal and corresponding return would be paid in a lump sum on the maturity date |

1.2 The Second Wealth Management Agreement

A summary of the principal terms of the Second Wealth Management Agreement is set out as follows:

- | | |
|--|---|
| (1) Date of the agreement: | 28 February 2020 |
| (2) Date of the subscription: | 28 February 2020 |
| (3) Parties | <p>(i) 佛山市祈福物業管理有限公司 (Foshan Clifford Property Management Limited*), a wholly-owned subsidiary of the Company, as subscriber</p> <p>(ii) Bank of China Limited, as issuer</p> |
| (4) Name of wealth management plan: | 中銀保本理財–人民幣按期開放理財產品 (Bank of China Principal-preserved Wealth Management – RMB On Schedule Open Wealth Management Product*) |
| (5) Currency of investment and returns: | RMB |
| (6) Type of return: | Principal-preservation with low return and low risk |
| (7) Subscription amount: | RMB6 million (equivalent to approximately HK\$6.6 million) |
| (8) Term of investment: | From 28 February 2020 to 29 May 2020 |

- | | |
|--|--|
| (9) Term of product: | 91 days |
| (10) Expected rate of investment return per annum: | 3% |
| (11) Principle for calculation of returns and interest: | Return on the product is calculated based on the investment principal, number of days of investment, and the return rate |
| (12) Investment scope of the product: | The funds raised would be invested in, among other investment products, government bonds, bills of central bank, financial bonds, bank deposits and other assets which are in compliance with the relevant regulatory requirements |
| (13) Right of early termination: | Only the Bank has the right of early termination; the Group has no right of early termination |
| (14) Payment of principal and return upon maturity: | The principal and corresponding return would be paid in a lump sum on the maturity date |

1.3 The Third Wealth Management Agreement

A summary of the principal terms of the Third Wealth Management Agreement is set out as follows:

- | | |
|--------------------------------------|---|
| (1) Date of the agreement: | 16 March 2020 |
| (2) Date of the subscription: | 16 March 2020 |
| (3) Parties | <ul style="list-style-type: none"> (i) 廣州市科健計算機技術有限公司 (Guangzhou Kejian Computer Technology Co., Limited*), a wholly-owned subsidiary of the Company, as subscriber (ii) Bank of China Limited, as issuer |

(4) Name of wealth management plan:	中銀保本理財–人民幣按期開放理財產品 (Bank of China Principal-preserved Wealth Management – RMB On Schedule Open Wealth Management Product*)
(5) Currency of investment and returns:	RMB
(6) Type of return:	Principal-preservation with low return and low risk
(7) Subscription amount:	RMB5 million (equivalent to approximately HK\$5.5 million)
(8) Term of investment:	From 16 March 2020 to 18 May 2020
(9) Term of product:	63 days
(10) Expected rate of investment return per annum:	2.9%
(11) Principle for calculation of returns and interest:	Return on the product is calculated based on the investment principal, number of days of investment, and the return rate
(12) Investment scope of the product:	The funds raised would be invested in, among other investment products, government bonds, bills of central bank, financial bonds, bank deposits and other assets which are in compliance with the relevant regulatory requirements
(13) Right of early termination:	Only the Bank has the right of early termination; the Group has no right of early termination
(14) Payment of principal and return upon maturity:	The principal and corresponding return would be paid in a lump sum on the maturity date

1.4 The Fourth Wealth Management Agreement

A summary of the principal terms of the Fourth Wealth Management Agreement is set out as follows:

- | | |
|--|---|
| (1) Date of the agreement: | 6 May 2020 |
| (2) Date of the subscription: | 6 May 2020 |
| (3) Parties | (i) 廣州市科健計算機技術有限公司 (Guangzhou Kejian Computer Technology Co., Limited*), a wholly-owned subsidiary of the Company, as subscriber

(ii) Bank of China Limited, as issuer |
| (4) Name of wealth management plan: | 中銀保本理財–人民幣按期開放理財產品 (Bank of China Principal-preserved Wealth Management – RMB On Schedule Open Wealth Management Product*) |
| (5) Currency of investment and returns: | RMB |
| (6) Type of return: | Principal-preservation with low return and low risk |
| (7) Subscription amount: | RMB15 million (equivalent to approximately HK\$16.5 million) |
| (8) Term of investment: | From 6 May 2020 to 5 August 2020 |
| (9) Term of product: | 91 days |
| (10) Expected rate of investment return per annum: | 2.5% |
| (11) Principle for calculation of returns and interest: | Return on the product is calculated based on the investment principal, number of days of investment, and the return rate |

- | | |
|--|--|
| (12) Investment scope of the product: | The funds raised would be invested in, among other investment products, government bonds, bills of central bank, financial bonds, bank deposits and other assets which are in compliance with the relevant regulatory requirements |
| (13) Right of early termination: | Only the Bank has the right of early termination; the Group has no right of early termination |
| (14) Payment of principal and return upon maturity: | The principal and corresponding return would be paid in a lump sum on the maturity date |

2. RISK CONTROL MEASURES

By upkeeping the principle of safeguarding the interests of all Shareholders and the Company, the Company gives top priority to risk prevention in its investment. The Wealth Management Products purchased by the Group from the Bank are of a principal-preservation nature with low return and low risk, which are in line with the internal risk management policies of the Group. The Company has also exercised stringent control and made prudent decision in relation to the subscription of the Wealth Management Products. During the terms of the Wealth Management Products, the Company has remained (and will continue to remain) in close contact with the Bank to monitor and inspect the utilization of the wealth management funds and strengthen risk control and supervision with a view to ensure fund security and control the investment risks effectively. The Company will adopt corresponding internal measures in a timely manner if and when necessary for the purpose of risk control.

3. INFORMATION ON THE GROUP AND THE BANK

The Group is a service provider with a diversified service portfolio comprising six main service segments: property management services, renovation and fitting-out services, retail services, off-campus training services, information technology services and ancillary living services in Guangdong Province.

The Bank is a joint stock company incorporated in the PRC with limited liability. The shares of which are listed on the Shanghai Stock Exchange and the Stock Exchange. The principal businesses of the Bank include the provision of, among others, corporate and retail services, investment banking, insurance, asset management as well as other financial services. To the best of the Board's knowledge, information and belief having made all reasonable enquiries, the Bank and its ultimate beneficial owners are Independent Third Parties.

4. REASONS FOR AND BENEFITS OF ENTERING INTO THE WEALTH MANAGEMENT AGREEMENTS

The funds for the subscription of the Wealth Management Products are the Group's internal funds that are not required immediately for operation or capital expenditure purposes. The subscription of the Wealth Management Products is considered to be part of the Group's treasury management to improve the utilisation of its funds. By way of rational and effective utilization of such funds, it is beneficial to the Group as it would improve the efficiency of fund usage and would bring higher return on capital. In addition, the Company has fully considered its fund needs for daily operations and capital expenditure when purchasing and determining the subscription amount of the Wealth Management Products. The subscription of the Wealth Management Products will not affect the working capital of the Group or the operation of the Group's principal businesses.

The considerations of the subscription of the Wealth Management Products were determined on the basis of commercial terms negotiated at arm's length. The Board (including its independent non-executive Directors) are unanimously of the view that the terms of the Wealth Management Agreements entered into by the Company are on normal commercial terms which are fair and reasonable. The Wealth Management Agreements and transactions contemplated thereunder are in the interests of the Group and the Shareholders as a whole.

5. IMPLICATIONS UNDER THE LISTING RULES

Each of the Wealth Management Agreements by itself does not constitute a discloseable transaction of the Company under Rule 14.06 of the Listing Rules. Pursuant to Rule 14.22 of the Listing Rules, when the relevant subscription amounts under the Wealth Management Agreements are aggregated, one or more of the applicable percentage ratios exceeds 5% but is lower than 25%. The Wealth Management Agreements, on an aggregate basis, constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

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

“Bank”	Bank of China Limited (中國銀行股份有限公司), a bank incorporated under the laws of the PRC
“Board”	the board of Directors
“Company”	Clifford Modern Living Holdings Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability and the issued shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 3686)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“First Wealth Management Agreement”	the Wealth Management Products agreement dated 26 February 2020 entered into between the Group and the Bank
“Fourth Wealth Management Agreement”	the Wealth Management Products agreement dated 6 May 2020 entered into between the Group and the Bank
“Group”	the Company and its subsidiaries
“Independent Third Parties”	parties who are independent of, and not connected with the Company or any of its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Second Wealth Management Agreement”	the Wealth Management Products agreement dated 28 February 2020 entered into between the Group and the Bank
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Wealth Management Agreement”	the Wealth Management Products agreement dated 16 March 2020 entered into between the Group and the Bank

“Wealth Management Agreements”	collectively, the First Wealth Management Agreement, the Second Wealth Management Agreement, the Third Wealth Management Agreement and the Fourth Wealth Management Agreement
“Wealth Management Products” or “Products”	the wealth management products, which are principal-reservation with low return and low risk in nature and denominated in RMB, subscribed for by the Company under the Wealth Management Agreements
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“%”	per cent

This announcement contains translation of HK\$ to RMB at the rate of HK\$1 = RMB0.91 for the purpose of illustration only. The translation shall not be taken as representation that any amounts in HK\$ or RMB could be converted at such rate or at any other rate.

By Order of the Board
Clifford Modern Living Holdings Limited
MAN Lai Hung
Chairman and Chief Executive Officer

Hong Kong, 6 May 2020

As at the date of this announcement, the board of directors of the Company comprises Ms. MAN Lai Hung, Ms. HO Suk Mee and Ms. LIANG Yuhua as executive Directors; Mr. LIU Xing as non-executive Director; and Ms. LAW Elizabeth, Mr. HO Cham and Mr. MAK Ping Leung (alias Mr. MAK Wah Cheung) as independent non-executive Directors.

* *for identification purpose only*