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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Clifford Modern Living Holdings Limited (“**Company**”) will be held at Rooms 1501–02, 15/F Hong Kong Club Building, 3A Charter Road, Central, Hong Kong on Monday, 28 January 2019 at 9:30 a.m. to consider and, if thought fit, pass (with or without modifications) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the 2018 Supplemental Master Tenancy Agreement and the transactions contemplated thereunder (as defined and described in the Company’s circular dated 11 January 2019 to its shareholders, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) and the proposed annual caps for each of the years ending 31 December 2019, 31 December 2020 and 31 December 2021 relating thereto be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company or any other person authorised by the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the 2018 Supplemental Master Tenancy Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or

supplement to any of the provisions of the 2018 Supplemental Master Tenancy Agreement which in their opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

2. **“THAT:**

- (a) the 2018 Master Composite Services Agreement and the transactions contemplated thereunder (as defined and described in the Company’s circular to its shareholders dated 11 January 2019, a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) and the proposed annual caps for each of the years ending 31 December 2019, 31 December 2020 and 31 December 2021 relating thereto be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company or any other person authorised by the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the 2018 Master Composite Services Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the 2018 Master Composite Services Agreement which in their opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

- 3. To re-elect Ms. HO Suk Mee as an executive director and to authorise the board of directors of the Company to fix her remuneration.

For and on behalf of the Board of
Clifford Modern Living Holdings Limited
MAN Lai Hung
Chairman of the Board

Hong Kong, 11 January 2019

Notes:

- 1. The register of members of the Company will be closed from Wednesday, 23 January 2019 to Monday, 28 January 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for voting at the extraordinary general meeting of the Company (“EGM”), all transfers of shares of the Company accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by not later than 4:30 p.m. on Tuesday, 22 January 2019.

2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM (i.e. no later than 9:30 a.m. (Hong Kong time) on Saturday, 26 January 2019) or adjourned meeting. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Voting of the ordinary resolutions set out in this notice will be by way of poll.
6. Concerning resolution no. 3 above, the biographical details and interests in the securities of the Company (if any) of the director proposed to be re-elected at the EGM are provided in the Company's circular dated 11 January 2019.

As at the date of this notice, 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.