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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2023; (2) PAYMENT OF FINAL DIVIDEND; AND (3) ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “AGM”) of Clifford Modern Living Holdings Limited (the “Company”) held on Tuesday, 27 June 2023, all the proposed resolutions as set out in the notice of the AGM dated 26 April 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and independent auditors for the year ended 31 December 2022.	877,850,072 (100.0%)	– (0.0%)
2.	To declare a final dividend of HK2.50 cents per ordinary share of the Company for the year ended 31 December 2022.	877,850,072 (100.0%)	– (0.0%)
3.	To re-elect Ms. HO Suk Mee as an executive director of the Company.	877,850,072 (100.0%)	– (0.0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To re-elect Ms. LIANG Yuhua as a non-executive director of the Company.	877,850,072 (100.0%)	– (0.0%)
5.	To re-elect Mr. HO Cham as an independent non-executive director of the Company.	877,850,072 (100.0%)	– (0.0%)
6.	To authorize the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company.	877,850,072 (100.0%)	– (0.0%)
7.	To re-appoint Moore Stephens CPA Limited as independent auditors and to authorize the Board to fix their remuneration.	877,850,072 (100.0%)	– (0.0%)
8.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution. *	877,850,072 (100.0%)	– (0.0%)
9.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution. *	875,500,072 (99.7%)	2,350,000 (0.3%)
10.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company. *	875,500,072 (99.7%)	2,350,000 (0.3%)
Special Resolution		For	Against
11.	To approve the proposed amendments to the existing memorandum of association and amended and restated articles of association of the Company and the adoption of the amended and restated memorandum of association and second amended and restated articles of association of the Company.	877,850,072 (100.0%)	– (0.0%)

* The full text of the resolutions is set out in the AGM notice.

Notes:

1. As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 10, such resolutions were duly passed as ordinary resolutions; and
2. As all of the votes were cast in favour of the resolution numbered 11, such resolution was unanimously passed as special resolution.

As at the date of the AGM, the total number of issued shares of the Company was 1,015,750,000 ordinary shares, which were the total number of shares entitling the holders to attend and vote on the resolutions at the AGM. There were no shares of the Company entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders have stated their intention in the Company’s circular dated 26 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the poll at the AGM.

All directors of the Company (except for Mr. MAK Ping Leung, who was unable to attend due to other personal commitment) attended the AGM.

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

Hong Kong, 27 June 2023

As at the date of this announcement, the board of directors of the Company comprises Ms. MAN Lai Hung, Ms. HO Suk Mee and Mr. LIU Xing as executive directors; Ms. LIANG Yuhua 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.