THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Clifford Modern Living Holdings Limited 祈福生活服務控股有限公司**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND SELL TREASURY SHARES
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Clifford Modern Living Holdings Limited (祈福生活服務控股有限公司) to be held at Function Room 23H, Level 23, One Island East, 18 Westlands Road, Taikoo Place, Quarry Bay, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. is set out on pages 22 to 26 in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. (Hong Kong time) on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cliffordmodernliving.com).

28 April 2026

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This circular is prepared in both English and Chinese.

In the event of inconsistency, the English text of this circular will prevail.

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Function Room 23H, Level 23, One Island East, 18 Westlands Road, Taikoo Place, Quarry Bay, Hong Kong on Friday, 26 June 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors of the Company
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Chinese Mainland"	the mainland of the People's Republic of China
"Companies Act"	the Companies Act (as revised) of the Cayman Islands
"Company" or "our Company"	Clifford Modern Living Holdings Limited (祈福生活服務控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3686)
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"ESG Committee"	the environmental, social and governance committee of the Board
"Group"	the Company and its subsidiaries from time to time
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Branch Share Registrar"	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong

"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer Treasury Shares (if any) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 11 of the notice of the Annual General Meeting
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Memorandum"	the memorandum of association of the Company currently in force
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China
"Private Group"	such companies which are under the control of (or 30% or more of the issued share capital of which are owned by) Mr. PANG Lun Kee Clifford (彭磷基先生), the spouse of Ms. MAN Lai Hung
"Remuneration Committee"	the remuneration committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting
"Shareholder(s)"	the registered holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules

"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time
"%"	per cent



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)

Executive Directors:
Ms. MAN Lai Hung *(Chairman and Chief Executive Officer)*
Ms. HO Suk Mee
Mr. LAU Chun Pong *(Chief Financial Officer)*

Non-executive Director:
Mr. LIU Xing

Independent non-executive Directors:
Ms. LAW Elizabeth
Mr. HO Cham
Mr. MAK Ping Leung (alias Mr. MAK Wah Cheung)

Registered office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in the Chinese Mainland:
8 Shiguang Road
Panyu, Guangzhou
Guangdong, Chinese Mainland

Principal place of business and headquarters in Hong Kong:
7th Floor
Chai Wan Industrial City, Phase II
70 Wing Tai Road, Chai Wan
Hong Kong

28 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND SELL TREASURY SHARES
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 26 June 2026 for (a) the re-election of the retiring Directors and the granting of the authority to the Board to fix the Directors' remuneration; (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate and extension of the Issuance Mandate; (c) the proposed re-appointment of auditor; (d) the proposed declaration of final dividend; and (e) giving of notice of the Annual General Meeting.

2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised (i) Ms. MAN Lai Hung (Chairman), Ms. HO Suk Mee and Mr. LAU Chun Pong as executive Directors; (ii) Mr. LIU Xing as a non-executive Director; and (iii) Ms. LAW Elizabeth, Mr. HO Cham and Mr. MAK Ping Leung (alias Mr. MAK Wah Cheung) as independent non-executive Directors.

Pursuant to Articles 107(A) and (B) of the Articles of Association, Ms. HO Suk Mee, Mr. LAU Chun Pong, Mr. LIU Xing, Ms. LAW Elizabeth and Mr. MAK Ping Leung shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting.

On the re-appointment of Ms. HO Suk Mee and Mr. LAU Chun Pong as executive Directors and Mr. LIU Xing as a non-executive Director, the Nomination Committee considered, and the Board shared the same views, that at all times during their directorships with the Company, they have properly discharged duties and responsibilities as executive Directors and a non-executive Director respectively, and have made positive contributions to the development of the Company through constructive and informed comments and participation at the business and other affairs relating to the Group.

With their diverse educational background, professional knowledge and experience as set out in Appendix I to this circular, the Nomination Committee and the Board also considered that Ms. HO Suk Mee and Mr. LAU Chun Pong as executive Directors and Mr. LIU Xing as a non-executive Director can contribute to the diversity of the Board.

On the re-election of Ms. LAW Elizabeth and Mr. MAK Ping Leung as independent non-executive Directors, the Nomination Committee considered, and the Board shared the same views, that at all times during their directorships with the Company, they have properly discharged duties and responsibilities as independent non-executive Directors and have made positive contributions to the development of the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group.

In addition, the Company received a confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. They are not involved in the daily management of the Company and have no relationships that would compromise their ability to exercise of their independent judgments. They have also confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as the independent non-executive Directors.

The length of tenure of each independent non-executive Director up to the date of this circular is as follows:

Name	Date of Appointment	Length of Tenure
Ms. LAW Elizabeth	21 October 2016	Nine years and six months
Mr. HO Cham	21 October 2016	Nine years and six months
Mr. MAK Ping Leung	21 October 2016	Nine years and six months

Pursuant to code provision B.2.4(b) as set out in Part 2 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, if all independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director to the board at the forthcoming annual general meeting. As at the date of this circular, all independent non-executive Directors have served more than nine years on the Board. The Company and the Nomination Committee are in the process of identifying a new independent non-executive Director based on the candidates' experience and factors as required under Rule 3.13 of the Listing Rules to meet the requirement under code provision B.2.4(b). Further announcement(s) will be made by the Company in this regard as and when appropriate.

Although tenure of more than nine years could be relevant in assessing the independence of a non-executive director's independence, the Board emphasizes that an individual's independence cannot be determined solely by the length of service. The Directors consider that continued tenure contribute to the Board's stability and that the Company has benefited significantly from the experience and insights by individuals who have over time developed a deep understanding of the Group and its markets.

In this regard, the Board considers that their long service of Ms. LAW Elizabeth and Mr. MAK Ping Leung would not affect their exercise of independent judgement and is satisfied that they are independent considering the factors set out in Rule 3.13 of the Listing Rules and are persons of integrity and stature and believes that their re-election and continued appointment will allow the Board as well as the Company to continuously benefit from their experience, contributions and participation.

With the recommendation of the Nomination Committee, the Board believes the re-election of Ms. HO Suk Mee and Mr. LAU Chun Pong as executive Directors, Mr. LIU Xing as a non-executive Director, and Ms. LAW Elizabeth and Mr. MAK Ping Leung as independent non-executive Directors is in the best interest of the Company and the Shareholders as a whole and recommends their re-election at the Annual General Meeting.

Biographical information of the above retiring Directors offering themselves for re-election at the Annual General Meeting is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 20 June 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting (i.e. a total of 101,575,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

The Share Repurchase Mandate, if granted, will be effective 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 is required to be held by the Articles of Association, the Companies Act or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND SELL TREASURY SHARES

At the annual general meeting of the Company held on 20 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer Treasury Shares (if any) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 11 of the notice of the Annual General Meeting (i.e. a total of 203,150,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

The Issuance Mandate, if granted, will be effective until 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 is required to be held by the Articles of Association, the Companies Act or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting of the Company revoking or varying the authority given to the Directors. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issuance Mandate other than the Shares which may fall to be issued under any of the share option schemes of the Company.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Moore CPA Limited will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint Moore CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2026. The estimated audit fee agreed with the auditor for the audit services is approximately HK$1.1 million (and for the interim review is approximately HK$0.6 million) for the year ending 31 December 2026, which is determined by the Board and the Audit Committee with reference to the market rates, scope of work and audit timetable. The Board considers that the estimated audit fee agreed with the auditor is a fair and reasonable estimation after due consideration, taking into account of the facts and circumstances known up to the Latest Practicable Date and the audit of the consolidated financial statements of the Group for the year ending 31 December 2026 and interim review of the consolidated financial statements of the Group for the 6 months ending 30 June 2026 could be performed more efficiently by Moore CPA Limited, which is in the best interests of the Company and the Shareholders as a whole.

6. DECLARATION OF FINAL DIVIDEND

On 27 March 2026, the Company made an announcement in relation to its audited consolidated financial results for the year ended 31 December 2025 whereby the Board has recommended a final cash dividend of HK9.50 cents per Share for the year ended 31 December 2025. Subject to the passing of the resolution approving the payment of such final dividend at the Annual General Meeting, such final dividend will be paid on Friday, 31 July 2026.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 3 July 2026 to Monday, 6 July 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of Shares shall ensure that all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 July 2026.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules (and the Articles of Association, as applicable). None of the Shareholders is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cliffordmodernliving.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Hong Kong Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. (Hong Kong time) on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Share Repurchase Mandate and the Issuance Mandate and extension of the Issuance Mandate, and the proposed re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

10. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
CLIFFORD MODERN LIVING HOLDINGS LIMITED
祈福生活服務控股有限公司
MAN Lai Hung
Chairman, Chief Executive Officer and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Ms. HO Suk Mee (何淑媚)**, aged 58, is an executive Director and a marketing director of the Group. She is primarily responsible for business development and marketing matters of the Group. Ms. Ho is a member of the ESG Committee.

Ms. Ho was a awarded a Diploma in Design (Packaging & Advertising) by the Sha Tin Technical Institute in 1988 and a Higher Certificate in Marketing & Sales Management by the Hong Kong Polytechnic University in 1993.

Ms. Ho joined the Group in December 2018. Before joining the Group, Ms. Ho was a marketing director of the Private Group and she was responsible for leading and managing marketing matters of the overall business segments of the Private Group. Ms. Ho joined the Private Group as assistant marketing officer in 1994 and became a marketing manager managing the overall marketing matters in 2000, and was promoted to marketing director in 2006.

As at the Latest Practicable Date, Ms. Ho did not have any interest in the Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Ho does not at present, nor did she in the past three years, hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, or other major appointments and professional qualifications. Ms. Ho does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders.

Ms. Ho has entered into a service contract with the Company for a term of three years commenced from 1 December 2024 and the service contract shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. Ms. Ho is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to her service contract, Ms. Ho will be entitled to (a) a salary of HK$480,240 on an annual basis for rendering services as provided under the service contract; and (b) (in addition to the salary) a fee of HK$216,000 on an annual basis for assuming the office of a Director, which is determined by the Remuneration Committee with reference to her experience and qualification, her duties and responsibilities in the Group, the remuneration standard in the industry and the prevailing market conditions.

Save as disclosed above, there is no other information of Ms. Ho that is disclosable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(2) **Mr. LAU Chun Pong (劉 振 邦)**, aged 52, has been appointed as an executive Director from 1 November 2025. He joined as the company secretary and chief financial officer of the Group in December 2019. He is primarily responsible for financial reporting, business planning and company secretarial matters of the Group. Mr. Lau was awarded a degree of Bachelor of Business Economics by the University of California, Los Angeles, the United States in September 1997. Mr. Lau has been a member of HKICPA and the American Institute of Certified Public Accountants since 2002.

Mr. Lau has extensive experience in accounting, auditing and corporate finance. He was (i) the qualified accountant and company secretary of Shenzhen Mingwah Aohan High Technology Corporation Limited* (深圳市明華澳漢科技股份有限公司) (a company whose shares were then listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 8301)) from April 2005 to May 2006; (ii) the financial controller and company secretary of Apollo Future Mobility Group Limited (Apollo智慧出行集團有限公司) (formerly known as WE Solutions Limited (力世紀有限公司), O Luxe Holdings Limited (奧立仕控股有限公司) and Ming Fung Jewellery Group Limited (明豐珠寶集團有限公司*)) (a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 860)) from June 2008 and November 2008 respectively to November 2017; (iii) the group financial controller and company secretary of AV Promotions Holdings Limited (AV策劃推廣(控股)有限公司) (a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8419)) from June 2018 to June 2019; and (iv) the company secretary of GT Gold Holdings Limited (大唐黃金控股有限公司) (formerly known as Grand T G Gold Holdings Limited (大唐潼金控股有限公司*)) (a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8299)) from January 2019 to February 2020. Mr. Lau is currently an independent non-executive director of each of China Longevity Group Company Limited (中國龍天集團有限公司) (a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1863)) and China CBM Group Company Limited (中國煤層氣集團有限公司) (a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8270)).

As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lau does not at present, nor did he in the past three years, hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, or other major appointments and professional qualifications. Mr. Lau does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders.

Mr. Lau has entered into a service contract as an executive Director with the Company for a term of 3 years commencing from 1 November 2025, which is determinable by either party by giving not less than three months' prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the service contract, Mr. Lau is entitled to a director's fee (exclusive of discretionary bonus) of HK$216,000 per annum, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 20% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. Lau are determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, there is no other information of Mr. Lau that is disclosable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(3) **Mr. LIU Xing (劉興)**, aged 62, has been re-designated from an executive Director to a non-executive Director from 1 November 2025. Mr. Liu served as an executive Director from January 2021 up to the re-designation, and he was a non-executive Director from January 2016 to December 2020 and a member of the Audit Committee up to December 2020. Mr. Liu was awarded a degree of Bachelor of Law by the then Zhongnan Institute of Politics and Law (中南政法學院) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in July 1986. Mr. Liu was issued with a qualification certificate as an accredited lawyer in the People's Republic of China by the Administrative Department of Hubei Province Xianning City* (湖北省咸寧地區行政公署) in April 1991. He is currently a non-practising lawyer.

Mr. Liu is a member of the Twelfth and Thirteenth Guangzhou Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十二屆及第十三屆廣州市委員會). He has become a judicial inspector of the Guangzhou Intermediate People's Court* (廣州市中級人民法院司法監督員) since September 2012. Mr. Liu is also the executive president of the Guangdong Real Estate Chamber of Commerce* (廣東省地產商會).

In July 1986, Mr. Liu started to work for the Justice Bureau of Hubei Province Xianning City* (湖北省咸寧地區司法局) and was an accredited lawyer of the consultancy department of the Justice Bureau of Hubei Province Xianning City* during August 1988 to August 1995. Mr. Liu founded Hubei Province Haizhou Law Office* (湖北省海舟律師事務所) in August 1995 and up to February 1999 when he assumed the office as the chief lawyer (主任律師).

From July 2000 onward, Mr. Liu has been employed by Clifford Estates (Panyu) Limited* (廣州市番禺祈福新邨房地產有限公司), assuming various offices including being the in-house counsel since July 2000 and the legal manager of the legal department since January 2002. Mr. Liu was promoted to the office as the legal director of Clifford Estates (Panyu) Limited* in September 2010 in which he was in charge of overseeing the legal department, providing legal advice in relation to business negotiations and drafting of contracts and other relevant legal documents.

As at the Latest Practicable Date, Mr. Liu did not have any interest in the Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not at present, nor did he in the past three years, hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, or other major appointments and professional qualifications. Mr. Liu does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders.

Mr. Liu has entered into a letter of appointment as a non-executive Director with the Company for a term of 3 years commencing from 1 November 2025, which is determinable by either party by giving not less than three months' prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to the letter of appointment, Mr. Liu will be entitled to an annual director's fee of HK$216,000 per annum. The emoluments of Mr. Liu are determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, there is no other information of Mr. Liu that is disclosable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(4) **Ms. LAW Elizabeth (羅君美)**, MH JP, aged 71, is an independent non-executive Director, the chairwoman of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee and the ESG Committee respectively.

She was appointed as an independent non-executive Director in 2016. Ms. Law graduated from McGill University in Canada with a degree of Bachelor of Commerce (majoring in Accounting) in May 1976. Ms. Law became a chartered accountant in Canada in June 1979, a member of Hong Kong Institute of Certified Public Accountants ("**HKICPA**") in May 1982, a fellow of the Institute of Chartered Accountant in England and Wales in August 2019 and a fellow member of CPA Australia in November 2009. She is a fellow member of the HKICPA since December 1991, a fellow member of The Taxation Institute of Hong Kong since April 2003 and a chartered professional accountant of Canada since November 2012.

Ms. Law was the President of The Society of Chinese Accountants and Auditors in 1993 and is presently their Council Member and the Chairman of its Taxation Committee. She was the Founding President of the Association of Women Accountants (Hong Kong) Ltd. and has been appointed as its honorary founding president since 2008. Ms. Law was appointed as Justice of the Peace in Hong Kong in 2009.

Currently, Ms. Law is the managing director of Law & Partners CPA Ltd. and the proprietor of Stephen Law & Company.

Ms. Law is currently an independent non-executive director of Sunwah Kingsway Capital Holdings Limited (新華匯富金融控股有限公司) (listed on the Stock Exchange with stock code: 188), The Wharf (Holdings) Limited (九龍倉集團有限公司) (listed on the Stock Exchange with stock code: 4), Onewo Inc. (萬物雲空間科技服務股份有限公司) (listed on the Stock Exchange with stock code: 2602), Starlite Holdings Limited (星光集團有限公司) (listed on the Stock Exchange with stock code: 403) and Wise Ally International Holdings Limited (麗年國際控股有限公司) (listed on the Stock Exchange with stock code: 9918).

Ms. Law was an independent non-executive director of China Vanke Co., Ltd. (萬科企業股份有限公司) (listed on the Stock Exchange with stock code: 2202 for H shares and listed on Shenzhen Stock Exchange with stock code: 000002 for A shares) until 30 June 2017 and Sunwah International Limited (listed on Toronto Stock Exchange with stock code: SWH) until 30 June 2021.

As at the Latest Practicable Date, Ms. Law did not have any interest in the Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Law does not at present, nor did she in the past three years, hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, or other major appointments and professional qualifications. Ms. Law does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders.

Ms. Law has confirmed to the Company: (1) her independence regarding each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (2) that she has no financial or other interest in the Group's business in the past and up to the Latest Practicable Date, and does not have any connections with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (3) that there are no other factors that may affect her independence as of the Latest Practicable Date and the anticipated date of her re-election.

Ms. Law has entered into a letter of appointment with the Company for a term of three years commencing from 1 November 2025 and the letter of appointment shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. Ms. Law is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to her letter of appointment, Ms. Law is entitled to receive an annual director's fee of HK$216,000. The emoluments of Ms. Law are determined by the Board with reference to her duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, there is no other information of Ms. Law that is disclosable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(5) **Mr. MAK Ping Leung (alias Mr. MAK Wah Cheung) (麥炳良, 又名麥華章)**, aged 76, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the ESG Committee respectively. He was appointed as an independent non-executive Director in 2016.

Mr. Mak obtained a degree in Bachelor of Arts from the University of Hong Kong in November 1973.

Mr. Mak was the managing director of the Hong Kong Economic Times Holdings Limited (香港經濟日報集團有限公司) ("**HKET**") and publisher of Hong Kong Economic Times and Sky Post from 29 April 2005 until 1 May 2020. He is also a founder of HKET. Prior to the founding of HKET in 1987, he was the bureau chief of the European Bureau of Wen Wei Po in London, and was later promoted to the office of deputy general manager of Wen Wei Po. Mr. Mak was an honorary advisor of Hong Kong Institute of Marketing. In 1988, Mr. Mak was elected as one of the Ten Outstanding Young Persons of Hong Kong organised by Junior Chamber International Hong Kong (formerly known as Hong Kong Junior Chamber). In 2012, Mr. Mak won the Outstanding Entrepreneurship Award of the Asia Pacific Entrepreneurship Awards 2012 organised by Enterprise Asia.

Mr. Mak is currently an independent non-executive director of Tai Hing Group Holdings Limited (太興集團控股有限公司) (listed on the Stock Exchange with stock code: 6811). Mr. Mak was an executive director of HKET (香港經濟日報集團有限公司) (listed on the Stock Exchange with stock code: 423) from 29 April 2005 until 1 May 2020 and an independent non-executive director of Zhong Ji Longevity Science Group Limited (中基長壽科學集團有限公司) (formerly known as Asia Pacific Silk Road Investment Company Limited 亞太絲路投資有限公司) (listed on the Stock Exchange with stock code: 767) from 31 December 2020 until 1 May 2021.

As at the Latest Practicable Date, Mr. Mak did not have any interest in the Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Mak does not at present, nor did he in the past three years, hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, or other major appointments and professional qualifications. Mr. Mak does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders.

Mr. Mak has confirmed to the Company: (1) his independence regarding each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (2) that he has no financial or other interest in the Group's business in the past and up to the Latest Practicable Date, and does not have any connections with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (3) that there are no other factors that may affect his independence as of the Latest Practicable Date and the anticipated date of his re-election.

Mr. Mak has entered into a letter of appointment with the Company for a term of three years commencing from 1 November 2025 and the letter of appointment shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. Mr. Mak is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Pursuant to his letter of appointment, Mr. Mak is entitled to receive an annual director's fee of HK$216,000. The emoluments of Mr. Mak are determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, there is no other information of Mr. Mak that is disclosable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,015,750,000 Shares.

Subject to the passing of the ordinary resolution set out in item 10 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, not exceeding a total of 101,575,000 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for Share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
April 2025	0.520	0.480
May 2025	0.550	0.510
June 2025	0.610	0.530
July 2025	0.680	0.550
August 2025	0.660	0.610
September 2025	0.660	0.610
October 2025	0.700	0.640
November 2025	0.700	0.660
December 2025	0.780	0.670
January 2026	0.940	0.750
February 2026	0.840	0.780
March 2026	0.820	0.690
April 2026 (up to the Latest Practicable Date)	0.77	0.71

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed Share repurchase has any unusual features.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Elland Holdings Limited and Ms. MAN Lai Hung, the controlling Shareholders, together held 740,370,000 Shares, representing approximately 72.89% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted under the Share Repurchase Mandate, the shareholding of Elland Holdings Limited and Ms. MAN Lai Hung would be increased to approximately 80.99% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to below the prescribed minimum percentage of 25% required by the Stock Exchange.

The Directors have no intention to exercise the Share Repurchase Mandate to such an extent as may result in the number of Shares held by the public Shareholders falling below the prescribed minimum percentage of 25% required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



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 IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**" or "**Annual General Meeting**") of Clifford Modern Living Holdings Limited (祈福生活服務控股有限公司) (the "**Company**") will be held at Function Room 23H, Level 23, One Island East, 18 Westlands Road, Taikoo Place, Quarry Bay, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Director(s)**") and independent auditor for the year ended 31 December 2025.

2. To declare a final dividend of HK9.50 cents per ordinary share of the Company for the year ended 31 December 2025.

3. To re-elect Ms. HO Suk Mee as an executive Director.

4. To re-elect Mr. LAU Chun Pong as an executive Director.

5. To re-elect Mr. LIU Xing as a non-executive Director.

6. To re-elect Ms. LAW Elizabeth (who has served for more than nine years) as an independent non-executive Director.

7. To re-elect Mr. MAK Ping Leung (who has served for more than nine years) as an independent non-executive Director.

8. To authorise the board of directors (the "**Board**") to fix the remuneration of the Directors.

9. To re-appoint Moore CPA Limited as the independent auditor and to authorise the Board to fix their remuneration.

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer Treasury Shares (if any) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company or shares issued to satisfy awards granted under the share award scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange)."

12. 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 resolutions set out in items 10 and 11 of the notice convening this Meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 11 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 10 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board
CLIFFORD MODERN LIVING HOLDINGS LIMITED
祈福生活服務控股有限公司
MAN Lai Hung
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 April 2026

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company's articles of association and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend and vote on behalf of him. A shareholder may appoint any number of proxies 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong (the "**Hong Kong Branch Share Registrar**"), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 11:00 a.m. (Hong Kong time) on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Completion and return 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. Closure of Register of Members

(i) For the purpose of determining the entitlement to attend and vote at the Annual General Meeting

The register of members of the Company will be closed from Monday, 22 June 2026 to Friday, 26 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar , at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 June 2026.

In the event that the Annual General Meeting is adjourned to a date later than 26 June 2026 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above Meeting will remain the same as stated above.

(ii) For the purpose of determining the entitlement to the proposed final dividend

Subject to the approval of the proposed final dividend by the shareholders at the Annual General Meeting, the register of members of the Company will be closed from Friday, 3 July 2026 to Monday, 6 July 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 July 2026.

5. In relation to the proposed resolution no. 9 above, the Board concurs with the views of the audit committee of the Board and has recommended that Moore CPA Limited be re-appointed as the independent auditor of the Company.

6. A circular containing further details concerning resolutions nos. 2 to 8 and resolutions nos. 10 to 12 set out in the above notice will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cliffordmodernliving.com).

7. Bad Weather Arrangements

If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force in Hong Kong at any time between 8:00 a.m. to 11:00 a.m. on the date of the Annual General Meeting, the Meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the Meeting in adverse weather conditions.

8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Ms. MAN Lai Hung, Ms. HO Suk Mee and Mr. LAU Chun Pong 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.