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**雅居物業管理**  
Modern Living Property Management

## **Modern Living Investments Holdings Limited**

**雅居投資控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08426)**

### **INSIDE INFORMATION PROPOSED RIGHTS ISSUE**

This announcement is made pursuant to Rules 9.17 and 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

#### **PROPOSED RIGHTS ISSUE**

The Company intends to, after the Resumption, raise gross proceeds of HK\$20.0 million before expenses by way of the Rights Issue to the Shareholders (assuming no change in the number of Shares in issue on or before the Record Date). The proposed Rights Issue, if proceeded with, will involve the issue of 80,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.25 per Rights Share on the basis of one (1) Rights Share for every ten (10) existing Shares in issue on the Record Date held by the Qualifying Shareholders. The proposed Rights Issue, if proceeded with, is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The proposed Rights Issue will be launched on the condition of, and after, the Resumption.

#### **THE UNDERWRITING AGREEMENT**

In relation to the proposed Rights Issue, on 30 July 2024 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriter, pursuant to which the Underwriter has agreed to fully underwrite the Unsubscribed Rights Shares, subject to the terms and conditions of the Underwriting Agreement.

The proposed Rights Issue is conditional upon the obligations of the Underwriter under the Underwriting Agreement becoming unconditional and the Underwriter not terminating the Underwriting Agreement.

### **GEM LISTING RULES IMPLICATIONS**

As the proposed Rights Issue will not increase either the total number of issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement and it is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the proposed Rights Issue will not be subject to the approval of the Shareholders in general meeting pursuant to Rule 10.29 of the GEM Listing Rules.

The Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of this announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period. The proposed Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

### **GENERAL**

As soon as practicable after the Resumption and prior to the commencement of the proposed Rights Issue, the Company will communicate with the Stock Exchange on the expected timetable and relevant arrangements for the proposed Rights Issue and will make a further announcement, which contains all relevant details of the proposed Rights Issue, including the closure of the register of member of the Company, the Record Date, the trading arrangements of the Rights Shares, the trading arrangement for the Excess Rights Share and the expected timetable of the proposed Rights Issue.

**The Board wishes to emphasise that the proposed Rights Issue is conditional upon fulfilment of the conditions set out in the paragraph headed “Conditions of the proposed Rights Issue and the Underwriting Agreement” under the section headed “Underwriting Agreement” of this announcement, including, among other things, the Resumption, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the proposed Rights Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

Trading in the Shares has been suspended with effect from 9:00 a.m. on 27 March 2024 and will remain suspended until the minimum public float is restored.

## BACKGROUND

Reference is made to the announcement dated 30 July 2024 jointly issued by the Company, AAI and Chun Wo Overseas in relation to the Placing of 168,000,000 Shares held by Chun Wo Overseas. Upon completion of the Placing, members of the public will hold approximately 25.04% of the issued share capital of the Company. Accordingly, the public float of the Company will be restored to above the minimum public float of 25% of as required under the Rule 11.23(7) of the GEM Listing Rules. The Company will make an application to the Stock Exchange to resume trading in the Shares on GEM once it is informed that the Placing has been completed.

The Board proposes to strengthen the Company's capital resources and enhance the Company's capital structure and support the Group sustainable development by way of proposed Rights Issue. The proposed Rights Issue will be launched on the condition of, and after, the Resumption.

## PROPOSED RIGHTS ISSUE

The Company intends to, after the Resumption, raise gross proceeds of HK\$20.0 million before expenses by way of the Rights Issue to the Shareholders (assuming no change in the number of Shares in issue on or before the Record Date). The proposed Rights Issue, if proceeded with, will involve the issue of 80,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.25 per Rights Share on the basis of one (1) Rights Share for every ten (10) existing Shares in issue on the Record Date held by the Qualifying Shareholders. The proposed Rights Issue, if proceeded with, is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The proposed Rights Issue will be launched on the condition of, and after, the Resumption.

Further details of the proposed Rights Issue are set out below:

Basis of the Rights Issue:	One (1) Rights Share for every ten (10) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price:	HK\$0.25 per Rights Share
Number of Shares in issue as at the date of this announcement:	800,000,000 Shares
Number of Rights Shares to be issued under the proposed Rights Issue:	80,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Number of issued Shares upon completion of the Proposed Rights Issue (assuming the proposed Rights Issue is fully subscribed):	880,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares, other than the Rights Shares, will be allotted and issued on or before completion of the Rights Issue)

Number of Rights Shares underwritten by the Underwriter:	80,000,000 Rights Share
Amount to be raised before commission and expenses:	HK\$20.0 million
Status of the Rights Shares:	The Rights Shares (when allotted, issued and fully-paid) will rank <i>pari passu</i> in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid, the record dates of which are on or after the date of allotment and issue of the fully-paid Rights Shares.
Rights of excess application:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

As at the date of this announcement, the Company has no outstanding derivatives, convertible securities, options, warrants or other similar securities in issue which would otherwise confer any right to subscribe for, convert or exchange into Shares. The Company has no intention to issue or grant any Shares, convertible securities and/or options on or before the Record Date.

Assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the proposed Rights Issue, the 80,000,000 Rights Shares proposed to be issued pursuant to the proposed Rights Issue represent 10% of the total number of the existing issued Shares as at the date of this announcement and approximately 9.09% of the total number of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the proposed Rights Issue which is fully underwritten.

### **Qualifying Shareholders and Non-Qualifying Shareholders**

The proposed Rights Issue is only available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders. The Company will not extend the proposed Rights Issue to the Non-Qualifying Shareholders. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for information purposes only but will not send any PAL or EAF to them.

To qualify for the proposed Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder. Shareholders having an address in Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will qualify for the proposed Rights Issue.

Shareholders having an address outside Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will not qualify for the proposed Rights Issue if the Board, after making relevant enquiries, considers that the exclusion of such Overseas Shareholders from the proposed Rights Issue would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place.

### **Rights of the Overseas Shareholders**

The Board notes the requirements specified in Rule 17.41(1) of the GEM Listing Rules and will make enquiries in the relevant jurisdictions as to the feasibility of extending the proposed Rights Issue to the Overseas Shareholders. If, after making such enquiries, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. In such circumstances, such Overseas Shareholders will become Non-Qualifying Shareholders and the proposed Rights Issue will not be extended to them. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for information purposes only but will not send any PAL or EAF to them.

None of the Prospectus Documents will be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. Any net proceeds of sale thereof, after deduction of expenses, will be paid in Hong Kong dollars to the Non-Qualifying Shareholders pro rata to their respective entitlements as at the close of business on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK\$100, such sum will be retained by the Company for its own benefit. Any such unsold nil-paid Rights Shares to which such Non-Qualifying Shareholders would otherwise have been entitled will be made available for excess applications by Qualifying Shareholders under the EAF(s).

### **Subscription Price**

For the purpose of this announcement and solely for the purpose of illustration only, the Subscription Price is HK\$0.25 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, applies for Excess Rights Shares under the proposed Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 28.57% to the closing price of HK\$0.35 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 27.75% to the average closing price of approximately HK\$0.346 per Share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day; and
- (iii) a discount of approximately 27.75% to the average closing price of approximately HK\$0.346 per Share for the last ten trading days as quoted on the Stock Exchange up to and including the Last Trading Day.

The net price per Rights Share (i.e. Subscription Price less costs and expenses incurred in the proposed Rights Issue) upon full acceptance of the provisional allotment of Rights Shares will be approximately HK\$18.6 million (assuming no change in the number of Shares in issue on or before the Record Date). The aggregate nominal value of the Rights Shares will be HK\$800,000 (assuming no change in the par value of each Share on or before the Record Date).

The Subscription Price and the proposed Rights Issue ratio were determined by the Board with reference to, among others; (i) the closing prices of the Shares on and before the Last Trading Day; (ii) prevailing market conditions; (iii) the operational and financial position of the Group; (iv) the amount of funds the Company intends to raise under the proposed Rights Issue; and (v) the reasons as discussed in the section headed “Reasons for the proposed Rights Issue and Use of Proceeds of the proposed Rights Issue” below in this announcement.

In determining the Subscription Price, the Directors have considered, among other things as mentioned above, the historical market price of the Shares traded on the Stock Exchange. Given that the Company has recorded a net profit of approximately HK\$17.8 million for the year ended 31 December 2023 and all Qualifying Shareholders are provided with an equal opportunity to subscribe for their assured entitlements under the proposed Rights Issue at a relatively low price as compared to the historical market price of the Shares, the Directors consider that the discount of the Subscription Price would enhance the attractiveness of the proposed Rights Issue, and in turn encourage the Qualifying Shareholders to participate in the proposed Rights Issue, and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group. After taking into consideration the reasons for the proposed Rights Issue as stated in the section headed “Reasons for the proposed Rights Issue and Use of Proceeds of the proposed Rights Issue” below, the Directors consider the terms of the proposed Rights Issue, including the Subscription Price, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## THE UNDERWRITING AGREEMENT

In relation to the proposed Rights Issue, on 30 July 2024 (after trading hours), the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Underwriter has agreed to fully underwrite the Unsubscribed Rights Shares, subject to the terms and conditions of the Underwriting Agreement. Further details of the Underwriting Agreement are set out below:

Date:	30 July 2024 (after trading hours)
Issuer:	The Company
Underwriter:	RaffAello Securities (HK) Limited
Number of Rights Shares underwritten (assuming no Shares are issued or repurchased on or before the Record Date):	80,000,000 Rights Shares, on a fully underwritten basis
Underwriting Commission	7.07% of the aggregate subscription amount in respect of the Rights Shares, being the gross proceeds from the Rights Issue

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Underwriter does not hold any Shares. The Underwriter and its ultimate beneficial owners are Independent Third Parties. The Underwriter has confirmed that it has complied with Rule 10.24A(1) of the GEM Listing Rules.

Subject to the fulfilment or waiver (as applicable) of all the conditions contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms thereof, the Underwriter shall subscribe for or procure the subscription for, pursuant to the terms of Underwriting Agreement and the Prospectus Documents (insofar as the same are applicable), the Unsubscribed Rights Shares.

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter with reference to the existing financial position of the Group, the size of the proposed Rights Issue and the current and expected market conditions. The Directors (including the independent non-executive Directors) consider that the terms of the Underwriting Agreement, including the commission rate, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. None of the Directors has a material interest in the transaction contemplated under the Underwriting Agreement.

## **Conditions of the proposed Rights Issue and the Underwriting Agreement**

The Rights Issue is conditional upon:

- (a) the Resumption;
- (b) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of the Prospectus Documents in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance not later than the Prospectus Posting Date;
- (c) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date;
- (d) the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms;
- (e) the obligations of the Underwriter becoming unconditional and that the Underwriting Agreement not being terminated in accordance with the terms hereof on or before the Latest Time for Termination; and
- (f) the representation, warranties and undertakings of the Company as set out in the Underwriting Agreement remain true and accurate in all material respects.

Save for the condition (f) which can be waived by the Underwriter, none of the above conditions can be waived. If any of the conditions above is not satisfied and/or waived (where applicable) in whole or in part by the Underwriter by the Latest Time for Termination or by 30 November 2024, the Underwriting Agreement shall terminate and no party thereto shall have any claim against the other party for costs, damages, compensation or otherwise save for any antecedent breaches.

### **Termination of the Underwriting Agreement**

The Underwriter is entitled by giving notice in writing to the Company prior to the Latest Time for Termination to terminate the Underwriting Agreement if:

- (a) in the reasonable opinion of the Underwriter, the success of the proposed Rights Issue would be materially and adversely affected by:
  - (i) the introduction of any law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, would materially and adversely affect the business or the financial or trading position of the Group as a whole or would be materially adverse in the context of the proposed Rights Issue; or
  - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature



of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter, would materially and adversely affect the business or the financial or trading position or prospect of the Group as a whole or materially and adversely prejudice the success of the proposed Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the proposed Rights Issue; or

- (b) any material adverse change in market conditions (including, without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction of trading in securities) occurs which in the reasonable opinion of the Underwriter would materially and adversely affect the success of the proposed Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the proposed Rights Issue; or
- (c) there is any change in the circumstances of the Company or any other member of the Group which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Group, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (d) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (e) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of any of the Underwriter, a material omission in the context of the proposed Rights Issue; or
- (f) any suspension in the trading of securities generally or the Company's securities on the GEM since the Resumption for a period of more than ten(10) consecutive business days, excluding any suspension in connection with the clearance of the Announcement, the Prospectus Documents or other announcements or circulars in connection with the proposed Rights Issue.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (a) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (b) any Specified Event comes to the knowledge of the Underwriter.

In the event the Underwriter terminates the Underwriting Agreement prior to the Latest Time for Termination, the obligations of all parties thereunder shall terminate forthwith (save in respect of certain rights or obligations under the Underwriting Agreement) and no party thereto will have any claim against any other for costs, damages, compensation or otherwise in respect of any matter arising out of or in connection with this Agreement save

for any antecedent breaches. Rescission or termination of the Underwriting Agreement shall be without prejudice to the rights of any parties in respect of any breach of the Underwriting Agreement occurring prior to such the rescission or termination.

**If the Underwriter terminates the Underwriting Agreement, the proposed Rights Issue will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.**

## **EFFECT OF THE PROPOSED RIGHTS ISSUE ON SHAREHOLDINGS IN THE COMPANY**

For illustration purposes only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the completion of the Placing; (iii) immediately after completion of the proposed Rights Issue and the effect on the shareholding structure of the Company upon completion of the proposed Rights Issue in the manner contemplated under the Underwriting Agreement (assuming no Shares are issued or repurchased by the Company on or before the Record Date):

Shareholders	As the date of this announcement		Immediately after the completion of the Placing		Immediately after the completion of the proposed Rights Issue assuming full acceptance by the Qualifying Shareholders		Immediately after completion of the proposed Rights Issue assuming nil acceptance by the Qualifying Shareholders	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Chun Wo Overseas (Note 1)	687,649,500	85.96%	519,649,500	64.96%	571,614,450	64.96%	519,649,500	59.05%
R5A (Note 2)	<u>80,000,000</u>	<u>10.00%</u>	<u>80,000,000</u>	<u>10.00%</u>	<u>88,000,000</u>	<u>10.00%</u>	<u>80,000,000</u>	<u>9.09%</u>
Sub-total for Chun Wo Overseas and parties acting in concert with it	767,649,500	95.96%	599,649,500	74.96%	659,614,450	74.96%	599,649,500	68.14%
Public shareholders								
— Places in respect of the Placing	—	—	168,000,000	21%	184,800,000	21.00%	168,000,000	19.09%
— Underwriter	—	—	—	—	—	—	80,000,000 (maximum)	9.09%
— Other public shareholders	<u>32,350,500</u>	<u>4.04%</u>	<u>32,350,500</u>	<u>4.04%</u>	<u>35,585,550</u>	<u>4.04%</u>	<u>32,350,500</u>	<u>3.68%</u>
Sub-total for public shareholders	<u>32,350,500</u>	<u>4.04%</u>	<u>200,350,500</u>	<u>25.04%</u>	<u>220,385,550</u>	<u>25.04%</u>	<u>280,350,500</u>	<u>31.86%</u>
Total	<u>800,000,000</u>	<u>100.00%</u>	<u>800,000,000</u>	<u>100.00%</u>	<u>880,000,000</u>	<u>100.00%</u>	<u>880,000,000</u>	<u>100.00%</u>

### *Notes:*

- Parties acting in concert with Chun Wo Overseas include AAI and its majority shareholder. As at the date of this announcement, AAI is owned as at approximately 53.45% by GT Winners Limited which is in turn owned as to 45% by Mr. Pang Yat Ting, Dominic and 45% by Madam Li Wai Hang, Christina.
- As at the date of this announcement, R5A is ultimately owned as to 55.34% by Ms. Tam Mo Kit, 16.40% by Mr. Sung Alfred Lee Ming, 14.07% by Mr. Ho Chu Ming, 12.91% by Mr. Tang Kong Fuk and 1.28% by Mr. Ho Tik Wai.

## **REASONS FOR THE PROPOSED RIGHTS ISSUE AND USE OF PROCEEDS OF THE PROPOSED RIGHTS ISSUE**

The gross proceeds from the proposed Rights Issue are expected to be HK\$20.0 million. The gross proceeds from the proposed Rights Issue after deducting related expenses are estimated to be approximately HK\$18.6 million. The Board believes the proposed Rights Issue will enable the Group to strengthen its working capital base and enhance its financial position.

The Company intends to apply the net proceeds from the proposed Rights Issue towards (i) expanding the Company's business, and/or (ii) exploiting any opportunities to make strategic investments to broaden or create synergy for the Company's business, and/or (iii) the general working capital of the Group.

It is considered that the proposed Rights Issue would give the Qualifying Shareholders an equal opportunity to participate in the growth of the Group. Given it is pre-emptive in nature, it allows Qualifying Shareholders to maintain their proportional shareholdings in the Company through participation in the proposed Rights Issue. The proposed Rights Issue also allows the Qualifying Shareholders to (a) increase their respective shareholding interests in the Company by acquiring additional rights entitlement in the open market (subject to the availability) and/or through excess applications; or (b) reduce their respective shareholding interests in the Company by disposing of their rights entitlements in the open market (subject to the market demand). Further, the proposed Rights Issue will enable the Group to strengthen its capital base and to enhance its financial position without increasing its debt or finance costs. Apart from the proposed Rights Issue, the Directors have had considered other fund-raising alternatives available to the Group, including bank borrowings and other equity financing such as placing of new Shares or an open offer. The Directors noted that bank borrowings will carry interest costs and may require the provision of security and creditors will rank before the Shareholders, and placings of new Shares will dilute the interests of Shareholders without giving them the opportunity to take part in the exercise. As opposed to an open offer, the proposed Rights Issue enables the Shareholders to sell the nil-paid Rights Shares in the market. Accordingly, the Board considers that the proposed Rights Issue is in the interests of the Company and the Shareholders as a whole.

## **PUBLICATION OF FURTHER ANNOUNCEMENT IN RELATION TO THE RIGHTS ISSUE AND ISSUANCE OF PROSPECTUS DOCUMENTS**

As soon as practicable after the Resumption and prior to the commencement of the proposed Rights Issue, the Company will communicate with the Stock Exchange on the expected timetable and relevant arrangements for the proposed Rights Issue and will make a further announcement and publish the Prospectus Documents, which will contain all relevant details of the proposed Rights Issue, including the period of closure of the register of member of the Company, the Record Date, the trading arrangements for the Rights Shares, the trading arrangements for Excess Rights Shares and the expected timetable of the proposed Rights Issue.

## GEM LISTING RULES IMPLICATIONS

As the proposed Rights Issue will not increase either the total number of issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement and it is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the proposed Rights Issue will not be subject to the approval of the Shareholders in general meeting pursuant to Rule 10.29 of the GEM Listing Rules.

The Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of this announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period. The proposed Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

## CONTINUED SUSPENSION OF TRADING IN SHARES

Trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 27 March 2024 and will remain suspended until the minimum public float is restored. The Company will make further announcement(s) in respect of its application for Resumption.

**The Board wishes to emphasise that the proposed Rights Issue is conditional upon the completion of the Resumption, it may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders or potential investors of the Company are in any doubt about their position, they should consult their professional advisers.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“AAI”	Asia Allied Infrastructure Holdings Limited, a company incorporated in Bermuda with limited liability, the issued ordinary shares of which are listed on the main board of the Stock Exchange (stock code: 00711)
“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors

“business day”	means a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm or an “extreme conditions” warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open in Hong Kong for the transaction of general banking business
“Chun Wo Overseas”	Chun Wo Overseas Holdings Limited, a wholly owned subsidiary of AAI, which holds 687,649,500 Shares as at the date of this announcement
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Modern Living Investments Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued ordinary shares of which are listed on the GEM (stock code: 08426)
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the excess application forms(s) to be issued to the Qualifying Shareholder(s) in connection with the proposed Rights Issue
“Excess Rights Share(s)”	any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the latest time and date for acceptance of and payment for the Rights Shares, any entitlements of the Non-Qualifying Shareholders provisionally allotted to a nominee of the Company which are left unsold, and shall (for avoidance of any doubt) include any of the Rights Shares created from the aggregation of fractions of the Rights Shares which are left unsold
“GEM”	the GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiary
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person not being the connected persons of the Company, and being independent of the Company and its connected persons
“Last Trading Day”	26 March 2024, being the last trading day for the Shares on the GEM immediately before the publication of this announcement
“Latest Time for Termination”	a time and date to be agreed between the Company and the Underwriter, being the latest time to terminate the Underwriting Agreement
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s), to whom the Directors, based on legal opinion(s) provided by the legal adviser(s) to the Company, consider it necessary or expedient not to offer the proposed Rights Issue on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) in respect of the proposed Rights Issue to be issued to the Qualifying Shareholders
“Placing”	the placing, on a commitment basis, of 168,000,000 Shares held by Chun Wo Overseas, as described in the announcement dated 30 July 2024 jointly issued by the Company, AAI and Chun Wo Overseas
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the proposed Rights Issue
“Prospectus Documents”	the Prospectus and the PAL and the EAF
“Prospectus Posting Date”	a date to be agreed between the Company and the Underwriter for the despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus to the Non-Qualifying Shareholders (as the case may be)

“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	a date to be agreed between the Company and the Underwriter for the determination of the entitlements under the proposed Rights Issue
“Resumption”	means the resumption of trading in the Shares on the GEM by re-complying with the public float requirement of the GEM Listing Rules
“Rights Issue”	the proposed issue of one (1) Rights Share for every ten (10) existing Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions of the Underwriting Agreement and the Prospectus Documents
“Rights Share(s)”	80,000,000 new Shares proposed to be offered to the Qualifying Shareholders pursuant to the proposed Rights Issue
“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)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder of issued Share(s)
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties of the Company contained in the Underwriting Agreement untrue or incorrect in any material respect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the proposed issue price of HK\$0.25 per Rights Share at which the Rights Shares are proposed to be offered or subscription pursuant to the proposed Rights Issue
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time

“Underwriter”	RaffAello Securities (HK) Limited, a licensed corporation to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO and its ordinary course of business includes underwriting of securities
“Underwriting Agreement”	the underwriting agreement dated 30 July 2024 entered into between the Company and the Underwriter in relation to the proposed Rights Issue, as revised, supplemented or amended from time to time in accordance with its terms
“Underwritten Shares”	80,000,000 Rights Shares
“Unsubscribed Rights Shares”	those Rights Shares that are not subscribed for by valid applications under PALs and/or EAFs and with payments made therefor
“%”	per cent.

By order of the Board  
**Modern Living Investments Holdings Limited**  
**Pang Yat Bond, Derrick**  
*Chairman*

Hong Kong, 30 July 2024

*As at the date of this announcement, the Board comprises six executive Directors, namely Ir Dr. Pang Yat Bond, Derrick JP, Mr. Pang Yat Ting, Dominic, Mr. Ho Chu Ming, Mr. Ng Fuk Wah, Mr. Xu Jianhua, Jerry and Mr. Shea Chun Lok, Quadrant and four independent non-executive Directors, namely Mr. Wong Bay, Mr. Ng Kee Fat Ronny, Mr. Yu Cheeric and Ms. Fung Nancy Ruth.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.modernliving.com.hk](http://www.modernliving.com.hk).–*