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A-LIVING SMART CITY SERVICES CO., LTD. *

雅生活智慧城市服務股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3319)

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of 雅生活智慧城市服務股份有限公司 (A-Living Smart City Services Co., Ltd.*) (the “**Company**”) dated 9 September 2022 (the “**Announcement**”) in relation to the resignation of an independent non-executive director of the Company.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that the Company has received from Zhongshan A-Living Enterprises Management Services Co., Ltd.* (中山雅生活企業管理服務有限公司), the controlling shareholder of the Company, a proposal in relation to the nomination of Mr. Li Jiahe (“**Mr. Li**”) as a candidate for the proposed appointment of independent non-executive Director subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming general meeting of the Company (the “**EGM**”). His terms of office, if approved by the Shareholders at the EGM, will commence from the date on which the relevant resolution is passed at the EGM until the expiration of the terms of the second session of the Board.

The biographical details of Mr. Li are set out below:

Mr. Li Jiahe (黎家河), aged 62, has over 19 years of experience in property management related work. He had served as a manager of the finance department of Poly Development and Holdings Group Co., Ltd. (保利發展控股集團股份有限公司) (a company listed on Shanghai Stock Exchange under the stock code: 600048)(“**Poly Holdings**”) from March 1993 to April 2000 and as a manager of the human resources department of Poly Holdings from September 2002 to January 2005. Mr. Li had served as a deputy general manager of Poly Property Services Co., Ltd. (保利物業服務股份有限公司) (formerly known as Poly Property Development Co., Ltd. (保利物業發展股份有限公司)) (a company listed on The Stock Exchange of Hong Kong Limited under the stock code: 6049) (“**Poly Property**”) from May 2000 to August 2002, and as a general manager, a director and the chairman of Poly Property successively from January 2005 to April 2019. From May 2019 to August 2020, Mr. Li had served as an executive director and a member of the remuneration committee of Poly Property.

Mr. Li obtained a certificate of completion of corporate management (finance and investments) from Sun Yat-sen Business School (中山大學管理學院) in September 2004. Mr. Li was qualified as a property management manager in December 2005.

As at the date of this announcement, save as disclosed above, Mr. Li does not (i) hold any position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications; (iii) have any relationship with any directors, supervisors, senior management or substantial or controlling shareholders of the Company; and (iv) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Subject to the approval of the Shareholders by way of an ordinary resolution at the EGM, the Company will enter into an appointment letter with Mr. Li. The initial length of services will commence from the date on which the relevant resolution is passed at the EGM until the expiration of the terms of the second session of the Board. The Company will seek approval from the Shareholders at the EGM to authorise the Board to fix the remuneration of Mr. Li. In determining the remuneration of Mr. Li, the Board will make reference to the proposal of the remuneration and appraisal committee of the Company, taking into account, among others, his duties and responsibilities, the prevailing market conditions as well as the emoluments of the other Directors.

Save as disclosed above and as at the date of this announcement, there is no other information in relation to Mr. Li which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), nor are there any other matters which need to be brought to the attention of the Shareholders.

Mr. Li confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Wong Chui Ping Cassie, a former independent non-executive Director and a former member of each of the audit committee, the remuneration and appraisal committee, the nomination committee and the risk management committee of the Company, the composition of the Board comprises three executive Directors, two non-executive Directors and two independent non-executive Directors. As such, as at the date of this announcement, the number of the independent non-executive Directors and the members of each of the audit committee, remuneration and appraisal committee and nomination committee of the Company has fallen below the minimum number required under Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

As Mr. Li has been nominated as a candidate for the independent non-executive Director subject to the consideration and approval by the Shareholders at the EGM, the Company will use its best endeavours to ensure that the EGM be convened and held as soon as practicable and, in any event, within three-months pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules.

A circular containing, among other things, information relating to the proposed appointment of independent non-executive Director and the notice convening the EGM together with proxy form shall be despatched to the Shareholders in due course.

By Order of the Board
A-Living Smart City Services Co., Ltd.*
LI Dalong
*Executive Director, President (General Manager) and
Chief Executive Officer*

Hong Kong, 15 December 2022

As at the date of this announcement, the Board comprises seven members, being Mr. Chan Cheuk Hung[^] (Co-chairman), Mr. Huang Fengchao[^] (Co-chairman), Mr. Li Dalong[^] (President (General Manager) and Chief Executive Officer), Mr. Wei Xianzhong^{^^}, Ms. Yue Yuan^{^^}, Mr. Wan Kam To^{^^^} and Mr. Weng Guoqiang^{^^^}.

[^] *Executive Directors*

^{^^} *Non-executive Directors*

^{^^^} *Independent Non-executive Directors*

* *for identification purposes only*