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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)

ANNOUNCEMENT

PROPOSED EXPANSION OF BUSINESS SCOPE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by 雅生活智慧城市服務股份有限公司 (A-Living Smart City Services Co., Ltd.*) (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED EXPANSION OF BUSINESS SCOPE

The board of directors (the “**Board**”) of the Company hereby announces that, to accommodate the needs of business development of the Company, it is proposed to expand the business scope of the Company to include outsourcing of manpower (the “**Proposed Expansion of Business Scope**”).

The Proposed Expansion of Business Scope is subject to the satisfaction of the following conditions:

- (i) a special resolution passed by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be convened and held (the “**AGM**”) to approve the Proposed Expansion of Business Scope; and
- (ii) all the necessary approvals obtained from the Market Supervision Administration of Zhongshan Municipality for the Proposed Expansion of Business Scope.

The Proposed Expansion of Business Scope will be put forward to the Shareholders for approval by way of a special resolution at the AGM. The filing with relevant People's Republic of China (“**PRC**”) authorities will be made after the passing of the relevant special resolution at the AGM. Subject to the satisfaction of the conditions set out above, the Proposed Expansion of Business Scope will take effect from the date on which the business license with the expanded business scope is issued by the Market Supervision Administration of Zhongshan Municipality.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the Proposed Expansion of Business Scope and to reflect the latest changes to Appendix 3 of the Listing Rules, the Board proposed to amend Article 11, Article 42, Article 45, Article 62, Article 65, Article 67, Article 92 and Article 98 (the “**Proposed Amendments**”) of the articles of association of the Company (the “**Articles of Association**”).

The details of the Proposed Amendments are as follows:

Article 11 of the Articles of Association:

Originally read as:

“As registered according to the laws, the business scope of the Company shall be: household service, property management service; water and electricity maintenance; interior decoration engineering; landscaping engineering (operated by communities of the Company); Chinese food (operated by branches); production and selling of western food (excluding cold dish, decorated cake and raw sea food); tea ceremony; swimming; billiard ball; table tennis; body building; tennis; bowling; golf driving cages; chess and cards (Chinese chess, the game of go, chess and bridge); barbecue; grass skating; elevator maintenance; operation of parking lot; household cleaning service; aerobics; squash; rowing; fishing field; foot bath; beauty salon (excluding medical beauty and operated by branches); agency services of real estate; retail of garments, shoes, boxes, bags and general merchandise (excluding food), stationery and office supplies, toys, sports ware and sports equipment, cosmetics, sanitary articles, hats, household utensils and daily necessities; imports and exports of goods (except for the imports and exports of goods and technologies prohibited by the state or required administrative approval) (the above business scope involves the import and export of goods and technologies) (excluding the goods under special control); and hotel management service; catering service; all types of advertising design, production, publication and agency; marketing planning services; corporate investment advisory (except financial business) (excluding social surveys and market surveys); research and development and installation of intelligent equipment; operation and maintenance services of application software, information system integration services; development, sale and installation of computer products; development of computer software, transfer of technology, technology advisory services; big data information advisory services; research and development and sale: the Internet of Things (IoT) software and hardware products; construction of energy-saving engineering; environmental monitoring services; air monitoring and treatment; real estate advisory services; human resources services; business management advisory services; technology business incubators; profit-making elderly care centres. (The aforesaid items do not fall within the scope of Special Administrative Measures for Foreign Investment Admission.) (The items that are subject to approval according to laws, shall be operated only after being approved by relevant departments. According to the Document Yue Fu Ban [2014] No. 24, the abovementioned business scope involves the operation of highly dangerous sports project and public places, and the installation, upgrading and maintenance of special equipment.)”

Proposed to be amended as:

“As registered according to the laws, the business scope of the Company shall be: household service, property management service; **outsourcing of manpower**; water and electricity maintenance; interior decoration engineering; landscaping engineering (operated by communities of the Company); Chinese food (operated by branches); production and selling of western food (excluding cold dish, decorated cake and raw sea food); tea ceremony; swimming; billiard ball; table tennis; body building; tennis; bowling; golf driving cages; chess and cards (Chinese chess, the game of go, chess and bridge); barbecue; grass skating; elevator maintenance; operation of parking lot; household cleaning service; aerobics; squash; rowing; fishing field; foot bath; beauty salon (excluding medical beauty and operated by branches); agency services of real estate; retail of garments, shoes, boxes, bags and general merchandise (excluding food), stationery and office supplies, toys, sports ware and sports equipment, cosmetics, sanitary articles, hats, household utensils and daily necessities; imports and exports of goods (except for the imports and exports of goods and technologies prohibited by the state or required administrative approval) (the above business scope involves the import and export of goods and technologies) (excluding the goods under special control); and hotel management service; catering service; all types of advertising design, production, publication and agency; marketing planning services; corporate investment advisory (except financial business) (excluding social surveys and market surveys); research and development and installation of intelligent equipment; operation and maintenance services of application software, information system integration services; development, sale and installation of computer products; development of computer software, transfer of technology, technology advisory services; **big data information advisory services**; research and development and sale: the Internet of Things (IoT) software and hardware products; construction of energy-saving engineering; environmental monitoring services; air monitoring and treatment; real estate advisory services; human resources services; business management advisory services; technology business incubators; profit-making elderly care centres. (The aforesaid items do not fall within the scope of Special Administrative Measures for Foreign Investment Admission.) (The items that are subject to approval according to laws, shall be operated only after being approved by relevant departments. According to the Document Yue Fu Ban [2014] No. 24, the abovementioned business scope involves the operation of highly dangerous sports project and public places, and the installation, upgrading and maintenance of special equipment.)”

Article 42 of the Articles of Association:

Originally read as:

“The Company may keep overseas the register of holders of overseas listed shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the Securities Regulatory Authorities of the State Council and the overseas Securities Regulatory Authorities. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong.

The Company shall keep at its domicile a copy of the register of holders of overseas listed shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed shares are consistent.

Where the original and copies of the register of holders of overseas listed shares are inconsistent, the original shall prevail.”

Proposed to be amended as:

“The Company may keep overseas the register of holders of overseas listed shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the Securities Regulatory Authorities of the State Council and the overseas Securities Regulatory Authorities. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong.

The register of holders of overseas listed shares shall be open for inspection by shareholders, but the Company is permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

The Company shall keep at its domicile a copy of the register of holders of overseas listed shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed shares are consistent.

Where the original and copies of the register of holders of overseas listed shares are inconsistent, the original shall prevail.”

Article 45 of the Articles of Association:

Originally read as:

“Change of the register of shareholders arising from share transfer shall not be registered within thirty days before convening of a general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends.

Provisions otherwise provided by the Securities Regulatory Authorities in the place(s) where the securities of the Company are listed shall prevail.”

Proposed to be amended as:

~~“Change of the register of shareholders arising from share transfer shall not be registered within thirty days before convening of a general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends.~~

~~Provisions otherwise provided by the Securities Regulatory Authorities in the place(s) where the securities of the Company are listed shall prevail.~~

Where there are laws, regulations and provisions provided by the Securities Regulatory Authorities in the place(s) where the securities of the Company are listed in respect of the period for closure for transfer of shares prior to the date of a shareholders’ general meeting or the record date of the Company for determining entitlement to distributions, such provisions shall prevail.”

Article 62 of the Articles of Association:

Originally read as:

“Where an annual general meeting is convened by the Company, a written notice shall be given twenty clear business days prior to the convening of the meeting to notify all the registered shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting; where an extraordinary general meeting is convened by the Company, a written notice shall be given ten clear business days or fifteen days (whichever is the longer time) prior to the convening of the meeting to notify all the registered shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting.”

Proposed to be amended as:

“Where an annual general meeting is convened by the Company, a written notice shall be given ~~twenty clear business days~~ twenty-one days prior to the convening of the meeting to notify all the registered shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting; where an extraordinary general meeting is convened by the Company, a written notice shall be given ~~ten clear business days or fifteen days (whichever is the longer time)~~ prior to the convening of the meeting to notify all the registered shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting.”

Article 65 of the Articles of Association:

Originally read as:

“Unless otherwise specified herein, the notice of the general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the Securities Regulatory Authorities of the State Council twenty clear business days prior to the convening of the annual general meeting and ten clear business days or fifteen days (whichever is the longer time) prior to the convening of the extraordinary general meeting. Once such an announcement is made, all holders of the Domestic Shares shall be deemed to have received the relevant notice of the general meeting.

Notices, materials or written statements of shareholders' general meetings issued to shareholders of overseas listed foreign shares shall be delivered twenty clear business days before the annual general meeting and ten clear business days or fifteen days (whichever is the longer time) before the extraordinary general meeting in any of the following ways:

- (1) to each holder of overseas listed foreign shares by hand or by post according to their registered addresses;
- (2) on the website of the Company and on the website designated by the exchange where the Company’s shares are listed, in compliance with applicable laws and regulations and the listing rules of the place where the Company’s shares are listed;
- (3) issued in accordance with other requirements under the listing rules of the exchanges of the place where the Company’s shares are listed.”

Proposed to be amended as:

“Unless otherwise specified herein, the notice of the general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the Securities Regulatory Authorities of the State Council ~~twenty clear business days~~ twenty-one days prior to the convening of the annual general meeting and ~~ten clear business days or~~ fifteen days (~~whichever is the longer time~~) prior to the convening of the extraordinary general meeting. Once such an announcement is made, all holders of the Domestic Shares shall be deemed to have received the relevant notice of the general meeting.

Notices, materials or written statements of shareholders' general meetings issued to shareholders of overseas listed foreign shares shall be delivered ~~twenty clear business days~~ twenty-one days before the annual general meeting and ~~ten clear business days or~~ fifteen days (~~whichever is the longer time~~) before the extraordinary general meeting in any of the following ways:

- (1) to each holder of overseas listed foreign shares by hand or by post according to their registered addresses;
- (2) on the website of the Company and on the website designated by the exchange where the Company's shares are listed, in compliance with applicable laws and regulations and the listing rules of the place where the Company's shares are listed;
- (3) issued in accordance with other requirements under the listing rules of the exchanges of the place where the Company's shares are listed.”

Article 67 of the Articles of Association:

Originally read as:

“All shareholders whose names appear on the register of shareholders on the shareholding record date or their proxies are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Shareholders may attend the general meeting in person or appoint proxies to attend and vote on their behalf.

Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the shareholder(s) may, pursuant to the instructions of the shareholder(s), exercise the following rights:

- (1) the shareholders' right to speak at the general meeting;
- (2) the right to demand a poll by himself/herself or jointly with others;
- (3) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.

If the shareholder is an authorized clearing house or its agent, such shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in any general meeting or shareholders' class meeting. If one or more persons is/are appointed as proxy(ies), the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of shareholding certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its agent) as if that proxy is an individual shareholder of the Company."

Proposed to be amended as:

"All shareholders whose names appear on the register of shareholders on the shareholding record date or their proxies are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Shareholders may attend the general meeting in person or appoint proxies to attend and vote on their behalf.

Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the shareholder(s) may, pursuant to the instructions of the shareholder(s), exercise the following rights:

- (1) the shareholders' right to speak at the general meeting;
- (2) the right to demand a poll by himself/herself or jointly with others;
- (3) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.

If the shareholder is **a corporation**, an authorized clearing house or its agent, such shareholder is entitled to appoint one or more persons it deems suitable **or corporate representatives** to act as its proxy(ies) in any general meeting or shareholders' class meeting **or any meeting of creditors, and these proxies or representatives shall have the same statutory rights as other shareholders, including the right to speak and to vote**. If one or more persons is/are appointed as proxy(ies), the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the **corporation or** authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of shareholding certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the **corporation or** authorized clearing house (or its agent) as if that proxy is an individual shareholder of the Company, **including the right to speak and to vote**."

Article 92 of the Articles of Association:

Originally read as:

“When the Company is to convene a shareholders’ class meeting, it shall issue a written notice twenty clear business days prior to the convening of the annual general meeting and ten clear business days or fifteen days (whichever is the longer time) prior to the convening of the extraordinary general meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the time and place of the meeting.

If there are special requirements by the listing rules of the stock exchange where the Company’s shares are listed, such requirements shall prevail.”

Proposed to be amended as:

“When the Company is to convene a shareholders’ class meeting, it shall issue a written notice ~~twenty clear business days~~ twenty-one days prior to the convening of the annual general meeting and ~~ten clear business days or~~ fifteen days (~~whichever is the longer time~~) prior to the convening of the extraordinary general meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the time and place of the meeting.

If there are special requirements by the listing rules of the stock exchange where the Company’s shares are listed, such requirements shall prevail.”

Article 98 of the Articles of Association:

Originally read as:

“A Director may request to resign prior to the expiry of his/her term of office. If a Director resigns, such Director shall tender in writing a letter of resignation to the Board of Directors.

If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a Director, the existing Director shall continue to perform his/her duties as a Director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles of Association until a newly elected Director takes office. The remaining Directors shall convene an extraordinary general meeting at the earliest opportunity to elect a new Director to fill the vacancy caused by such resignation.

Other than the circumstances specified in the preceding paragraph, the resignation of a Director shall take effect upon receipt of the resignation by the Board of Directors.

Subject to the provisions of the laws and regulations and related regulatory rules of the place where the Company is listed, if the Board of Directors fills the temporary vacancy by appointing a new Director, he/she shall be elected at the first general meeting by the shareholders after the acceptance of his/her appointment.”

Proposed to be amended as:

“A Director may request to resign prior to the expiry of his/her term of office. If a Director resigns, such Director shall tender in writing a letter of resignation to the Board of Directors.

If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a Director, the existing Director shall continue to perform his/her duties as a Director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles of Association until a newly elected Director takes office. The remaining Directors shall convene ~~an extraordinary a~~ general meeting at the earliest opportunity to elect a new Director to fill the vacancy caused by such resignation.

Other than the circumstances specified in the preceding paragraph, the resignation of a Director shall take effect upon receipt of the resignation by the Board of Directors.

Subject to **the Company Law and other provisions of the laws and regulations in the PRC**, the provisions of the laws and regulations and related regulatory rules of the place where the Company is listed, if the Board of Directors fills the temporary vacancy by appointing a new Director **or as an addition to the existing Board of Directors**, he/she shall **hold office only until elected at the first annual general meeting by the shareholders after the acceptance of his/her appointment and shall then be eligible for re-election at that meeting.**”

The Proposed Amendments comprise amendments to eight provisions of the Articles of Association, with the contents of other provisions of the Articles of Association remaining unchanged. The Proposed Amendments are subject to the approval by the Shareholders by way of a special resolution at the AGM. The Company will despatch a circular containing, among others, the details of the Proposed Amendments and a notice of the AGM to the Shareholders in due course.

The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

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, 28 March 2023

As at the date of this announcement, the Board comprises eight 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^{^^^}, Mr. Weng Guoqiang^{^^^} and Mr. Li Jiahe^{^^^}.

[^] *Executive Directors*

^{^^} *Non-executive Directors*

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

* *for identification purposes only*