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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional public accountant or other professional adviser.

If you have sold or transferred all your shares in A-Living Smart City Services Co., Ltd., you should at once hand this circular, together with the enclosed proxy form, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2022**  
**(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2022**  
**(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022**  
**(4) 2022 ANNUAL REPORT**  
**(5) ANNUAL FINANCIAL BUDGET FOR 2023**  
**(6) REMUNERATION OF DIRECTORS**  
**(7) REMUNERATION OF SUPERVISORS**  
**(8) RE-APPOINTMENT OF AUDITOR FOR 2023**  
**(9) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES**  
**(10) GENERAL MANDATE TO BUY BACK SHARES**  
**(11) PROPOSED EXPANSION OF BUSINESS SCOPE**  
**(12) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF 2022 ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of A-Living Smart City Services Co., Ltd. to be held at Conference Room, 33/F, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 30 May 2023 at 3:00 p.m. is set out on pages 27 to 30 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.agileliving.com.cn>).

Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

\* For identification purposes only

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## DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022, which has been published on the websites of the Hong Kong Stock Exchange ( <a href="http://www.hkexnews.hk">http://www.hkexnews.hk</a> ) and the Company ( <a href="http://www.agileliving.com.cn">http://www.agileliving.com.cn</a> )
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Conference Room, 33/F, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 30 May 2023 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 27 to 30 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associate”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buy-Back General Mandate”	a general mandate to be granted to the Board for exercising the power of the Company to buy back H Shares not exceeding 10% of the total number of H Shares in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the AGM for approving the general mandate
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	A-Living Smart City Services Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange

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## DEFINITIONS

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“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group” or “we”	the Company and its subsidiaries
“H Shares”	overseas listed shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue General Mandate”	a general mandate to be granted to the Board for exercising the power of the Company to issue H Shares not exceeding 20% of the total number of H Shares in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the AGM for approving the general mandate
“Latest Practicable Date”	21 April 2023, 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 of Hong Kong Limited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)

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## DEFINITIONS

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“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chan Cheuk Hung (*Co-chairman*)

Mr. Huang Fengchao (*Co-chairman*)

Mr. Li Dalong

*(President (General Manager)*

*and Chief Executive Officer)*

*Registered Office in the PRC:*

Management Building, Xingye Road

Agile Garden, Sanxiang Town

Zhongshan

Guangdong Province, PRC

*Non-executive Directors:*

Mr. Wei Xianzhong

Ms. Yue Yuan

*Principal Place of Office in the PRC:*

35/F, Agile Center

26 Huaxia Road

Zhujiang New Town

Tianhe District, Guangzhou

Guangdong Province, PRC

*Independent Non-executive Directors:*

Mr. Wan Kam To

Mr. Weng Guoqiang

Mr. Li Jiahe

*Principal Place of Business in Hong Kong:*

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

28 April 2023

*To the Shareholders*

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2022**
  - (2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2022**
  - (3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022**
  - (4) 2022 ANNUAL REPORT**
  - (5) ANNUAL FINANCIAL BUDGET FOR 2023**
  - (6) REMUNERATION OF DIRECTORS**
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  - (9) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES**
  - (10) GENERAL MANDATE TO BUY BACK SHARES**
  - (11) PROPOSED EXPANSION OF BUSINESS SCOPE**
  - (12) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- AND**
- NOTICE OF 2022 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

### 2. BUSINESSES TO BE CONSIDERED AT THE AGM

The businesses to be considered at the AGM are described in more details in the section headed “Notice of 2022 Annual General Meeting” as set out on pages 27 to 30 of this circular.

At the AGM, ordinary resolutions will be proposed to consider and approve the following:

- (a) the report of the Board for the year ended 31 December 2022 (the “**2022 Report of the Board**”);
- (b) the report of the Supervisory Committee for year ended 31 December 2022 (the “**2022 Report of the Supervisory Committee**”);
- (c) the audited consolidated financial statements of the Company for the year ended 31 December 2022 (the “**2022 Financial Statements**”);
- (d) the 2022 Annual Report;
- (e) the annual financial budget of the Company for the year ending 31 December 2023 (the “**2023 Financial Budget**”);
- (f) the authorisation of the Board to determine the remuneration of the Directors;
- (g) the authorisation of the Supervisory Committee to determine the remuneration of the Supervisors; and
- (h) the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration.

At the AGM, special resolutions will be proposed to consider and approve the following:

- (a) the Issue General Mandate;
- (b) the Buy-Back General Mandate;
- (c) proposed expansion of business scope; and
- (d) proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstances where sufficient and necessary information are available, we have provided detailed information in this circular to the Shareholders.

### **3. BUSINESSES OF THE AGM**

#### **Ordinary Resolutions**

##### ***3.1 To consider and approve the 2022 Report of the Board***

The text of the 2022 Report of the Board is set out in the section headed “Report of the Board of Directors” in the 2022 Annual Report.

The 2022 Report of the Board was considered and approved by the Board on 28 March 2023 and is hereby proposed at the AGM for consideration and approval.

##### ***3.2 To consider and approve the 2022 Report of the Supervisory Committee***

The text of the 2022 Report of the Supervisory Committee is set out in the section headed “Report of the Supervisory Committee” in the 2022 Annual Report.

The 2022 Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 28 March 2023 and is hereby proposed at the AGM for consideration and approval.

##### ***3.3 To consider and approve the 2022 Financial Statements***

Please refer to the audited consolidated financial statements in the 2022 Annual Report.

The 2022 Financial Statements were considered and approved by the Board on 28 March 2023 and are hereby proposed at the AGM for consideration and approval.

##### ***3.4 To consider and approve the 2022 Annual Report***

The 2022 Annual Report was considered and approved by the Board on 28 March 2023 and is hereby proposed at the AGM for consideration and approval.



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## LETTER FROM THE BOARD

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### ***3.5 To consider and approve the 2023 Financial Budget***

The 2023 Financial Budget was considered and approved by the Board on 28 March 2023 and is hereby proposed at the AGM for consideration and approval, the specific details of which are as follows:

After comprehensively considering the economic situation, financial environment, development trend of the industry over the past three years and the Company's three-year business objectives, the 2023 Financial Budget was formulated mainly as follows:

- I. the total budget of operating cost and expenses (deducting taxes, surcharges and non-operating expenses) of the Company in 2023 is estimated to be approximately RMB14 billion; and
- II. in view of the strategic and business development, the budget amount of the Company's additional capital expenditure in 2023 is estimated to be approximately RMB0.2 billion (excluding the capital expenditure of investment and mergers and acquisitions).

The above budget amounts are only used as projections of the Company based on the business plan, the actual expenditure shall be recorded based on the actual prices and market conditions when the relevant transactions occur.

### ***3.6 To authorise the Board to determine the remuneration of the Directors***

### ***3.7 To authorise the Supervisory Committee to determine the remuneration of the Supervisors***

### ***3.8 To consider and approve the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for 2023 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration***

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## LETTER FROM THE BOARD

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### Special Resolutions

#### ***3.9 To consider and approve the grant of the Issue General Mandate***

In order to meet the capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, and in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Company proposes to grant the new Issue General Mandate to the Board by way of a special resolution at the AGM to allot, issue and deal with additional H Shares not exceeding 20% of the total number of H Shares in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,420,000,800 H Shares. Subject to the passing of the resolution related to the granting of the Issue General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 284,000,160 H Shares in accordance with the Issue General Mandate.

*(A) Specific plans on the Issue General Mandate:*

- (a) Subject to the conditions set out in (b) below, the Board is hereby authorised to approve, allot, issue, grant and/or otherwise deal with Shares (H Shares), securities convertible into Shares, and options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares, separately or at the same time during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in (b) below, if the allotment of voting shares will result in a de facto change of control of the Company, the Board shall separately obtain authorisation by way of a special resolution in advance before making such an allotment.

- (b) The number of Shares (H Shares), securities convertible into Shares, or options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert to Shares (which shall be calculated on the basis of the number of H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of H Shares in issue of the Company as at the date on which this resolution is passed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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- (c) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this special resolution is passed at the AGM until the earliest of: (1) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; (2) the expiration of twelve months following the date of passing of this resolution; and (3) the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

- (d) The Board is hereby authorised to determine the details of the issuance plan, including but not limited to: (1) the class and number of Shares proposed to be issued; (2) the pricing basis and/or the offer price (including the price range); (3) the date of opening and closing of the issuance; (4) the specific use of the proceeds raised; (5) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and (6) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.
- (e) The Board is hereby authorised to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the Shares authorised to be issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

*(B) Relevant mandate*

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the Issue General Mandate to issue Shares, it is proposed to the general meeting to approve the authorisation of the Board and any persons authorised by the Board to deal with the matters in connection with the Issue General Mandate to issue Shares. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the Issue General Mandate by the Board under this resolution.

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## LETTER FROM THE BOARD

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### ***3.10 To consider and approve the grant of the Buy-Back General Mandate***

The Company Law (to which the Company is subject and has incorporated in its Articles of Association) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buy-back is effected for the purpose of (a) cancellation of shares for the purpose of reducing its capital; (b) merging with other companies that hold shares in the Company; (c) allocating shares for the purpose of the employee stock ownership plan or share incentive plan; (d) shareholders objecting to resolutions of the general meeting of shareholders concerning merger or division of the Company, requiring the Company to buy their shares; (e) allocating shares for the conversion of corporate bonds which are convertible into shares issued by the Company; or (f) as necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders. Upon the approval of relevant regulatory authorities in the PRC and in compliance with the Articles of Association, the Company may buy back its H Shares for the abovementioned purposes. However, in accordance with the Listing Rules, any H Shares bought back can only be cancelled and the registered capital of the Company shall be reduced accordingly.

PRC laws and regulations and the Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to buy back H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in a general meeting.

As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any buy-back of H Shares will, therefore, be paid in Hong Kong dollars, and the approvals of the State Administration of Foreign Exchange of the PRC and other relevant authorities will be required.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of the publication on a newspaper within 30 days after the passing of the resolution. Creditors shall have the right to require the Company to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.

Accordingly, approval is being sought from the Shareholders for a general mandate to buy back H Shares in issue. In accordance with the legal and regulatory requirements described herein, the Directors will convene and hold the AGM and a special resolution will be proposed to grant the Board the Buy-Back General Mandate, details of which will be set out in the notice of the AGM. The H Shares which may be bought back pursuant to the Buy-Back General Mandate shall not exceed 10% of the number of H Shares in issue of

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## LETTER FROM THE BOARD

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the Company as at the date of passing of the resolution(s) approving the Buy-Back General Mandate. The period of the Buy-Back General Mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution of shareholders at a general meeting and ends at the earlier of: (a) the expiration of twelve months after the passing of this special resolution at the AGM; (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting; or (c) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution.

An explanatory statement giving certain information regarding the Buy-Back General Mandate is set out in Appendix II to this circular.

### ***3.11 To consider and approve the proposed expansion of business scope***

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 at 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 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.

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## LETTER FROM THE BOARD

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### ***3.12 To consider and approve the 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.

For details of the Proposed Amendments, please refer to the Appendix I to this circular.

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 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.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The proxy form of the AGM is enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. For shareholders of H Shares, the proxy form should be returned to the Company’s H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. For shareholders of Domestic Shares, the proxy form should be returned to the Company’s principal place of office in the PRC at 35th Floor, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

#### **5. VOTING BY POLL**

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**A-Living Smart City Services Co., Ltd.\***  
**Chan Cheuk Hung/Huang Fengchao**  
*Co-chairman*

\* *for identification purposes only*

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.

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APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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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

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**APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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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.

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APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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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.~~”



In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM for the grant of the Buy-Back General Mandate to the Directors.

## **BUY-BACK GENERAL MANDATE**

### **Reasons for buying back H Shares**

The Directors believe that the flexibility afforded by the Buy-Back General Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

### **Registered Capital**

As at the Latest Practicable Date, the total number of issued Shares was RMB1,420,000,800 comprising 1,420,000,800 H Shares of RMB1.00 each.

### **Exercise of the Buy-Back General Mandate**

Subject to the passing of the special resolution in relation to the grant of the Buy-Back General Mandate to the Board proposed at the AGM, the Board will be granted the Buy-Back General Mandate until the earlier of (a) the expiry date of 12 months after the passing of the special resolution at the AGM; (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting; or (c) the conclusion of the next annual general meeting of the Company (the “**Relevant Period**”). The exercise of the Buy-Back General Mandate is subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

In accordance with the Listing Rules, the Company will not buy back H Shares if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.

The exercise in full of the Buy-Back General Mandate (on the basis of 1,420,000,800 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or bought back by the Company on or prior to the date of the AGM) would result in a maximum of 142,000,080 H Shares that may be bought back by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

**Funding of Buy-Backs**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not buy back securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

**GENERAL INFORMATION**

An exercise of the Buy-Back General Mandate in full could have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2022) at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-Back General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs of the Company or the gearing level of the Company. The number of H Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-back under the Buy-Back General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**STATUS OF BOUGHT BACK H SHARES**

The Listing Rules provide that the listing of all the H Shares bought back by the Company shall automatically be cancelled, and the registered capital of the Company shall be reduced accordingly based on the total nominal value of H Shares cancelled.

**H SHARES PRICES**

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
April	14.20	10.86
May	13.38	11.02
June	13.76	11.82
July	12.70	9.36
August	9.79	6.91
September	8.75	5.92
October	6.70	4.29
November	10.14	4.39
December	11.60	8.77
<b>2023</b>		
January	10.88	9.12
February	10.10	8.00
March	8.91	6.48
April (up to the Latest Practicable Date)	7.17	6.43

**H SHARES BOUGHT BACK BY THE COMPANY**

No buy-back of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

**DISCLOSURE OF INTERESTS**

If as a result of share buy-back by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Agile Group Holdings Limited, whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, held approximately 47.44% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy back H Shares in accordance with the terms of the Buy-Back General Mandate proposed at the AGM, the shareholding of Agile Group Holdings Limited would increase to approximately 52.71% of the total number of issued Shares of the Company. Such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to buy back the H Shares to the extent that will trigger the obligations under the Takeovers Code. Moreover, the Directors will not make share buy-back on the Hong Kong Stock Exchange if such buy-back would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company or its subsidiaries under the Buy-Back General Mandate in the event that the Buy-Back General Mandate is approved by the Shareholders and the conditions (if any) to which the Buy-Back General Mandate is subject are fulfilled.

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 H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Buy-Back General Mandate is approved by its Shareholders and the conditions (if any) to which the Buy-Back General Mandate is subject are fulfilled.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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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)**

### NOTICE OF 2022 ANNUAL GENERAL MEETING TO BE HELD ON 30 MAY 2023

**NOTICE IS HEREBY GIVEN THAT** the 2022 annual general meeting (the “AGM”) of A-Living Smart City Services Co., Ltd. (the “Company”) will be held at Conference Room, 33/F, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 30 May 2023 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2022.
2. To consider and approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended 31 December 2022.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2022.
4. To consider and approve the annual report of the Company for the year ended 31 December 2022.
5. To consider and approve the annual financial budget of the Company for the year ending 31 December 2023.
6. To authorise the Board to determine the remuneration of the Directors.
7. To authorise the Supervisory Committee to determine the remuneration of the Supervisors.
8. To consider and approve the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

9. To grant a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the total number of issued H shares of the Company and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate. Details of the resolutions are set out in the circular of the Company dated 28 April 2023.
  
10. To consider and, if thought fit, to approve the following general mandate for the Board and the persons authorised by the Board to buy back the Company's H shares:
  - (1) the Board be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to buy back the Company's H shares not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the AGM.
  
  - (2) the Board be authorised to (including but not limited to the following):
    - (i) formulate and implement the buy-back plan, including but not limited to determining the time of buy-back, period of buy-back, buy-back price and number of shares to buy back, etc.;
  
    - (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the articles of association of the Company;
  
    - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
  
    - (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and rules;
  
    - (v) carry out cancellation procedures for bought back shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings;
  
    - (vi) execute and deal with any documents and matters related to share buy-back.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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(3) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution of shareholders at the AGM and ends at the earlier of:

- (i) the expiration of twelve months after the passing of this special resolution at the AGM;
- (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting; or
- (iii) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution.

- 11. To consider and approve the proposed expansion of the business scope of the Company as set out in the circular of the Company dated 28 April 2023.
- 12. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 28 April 2023, among which, the proposed amendment to the article numbered 11 is conditional upon the passing of the special resolution numbered 11.

By Order of the Board  
**A-Living Smart City Services Co., Ltd.\***  
**Chan Cheuk Hung/Huang Fengchao**  
*Co-chairman*

Hong Kong, 28 April 2023

*As at the date of this notice, the Board comprises eight members, being Mr. Chan Cheuk Hung<sup>^</sup> (Co-chairman), Mr. Huang Fengchao<sup>^</sup> (Co-chairman), Mr. Li Dalong<sup>^</sup> (President (General Manager) and Chief Executive Officer), Mr. Wei Xianzhong<sup>^^</sup>, Ms. Yue Yuan<sup>^^</sup>, Mr. Wan Kam To<sup>^^^</sup>, Mr. Weng Guoqiang<sup>^^^</sup> and Mr. Li Jiahe<sup>^^^</sup>.*

<sup>^</sup> Executive Directors

<sup>^^</sup> Non-executive Directors

<sup>^^^</sup> Independent Non-executive Directors

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.agileliving.com.cn>) in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the AGM. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the AGM and vote instead of him/her. 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 proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company’s principal place of office in the People’s Republic of China (the “**PRC**”) at 35th Floor, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC (for shareholders of Domestic Shares) or (ii) the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for shareholders of H Shares) not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Saturday, 29 April 2023 to Tuesday, 30 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, shareholders of H Shares whose transfer documents have not been registered are required to submit the share certificates together with the properly completed share transfer forms to the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 28 April 2023 for registration. Shareholders of H Shares who are registered with Tricor Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.
5. The AGM is expected to take no more than half a day. Shareholders of the Company who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses. Shareholders of the Company may contact the Investor Relations Department of the Company at (852) 2740 8921 (telephone number) and [ir@agileliving.com.cn](mailto:ir@agileliving.com.cn) for any enquires in respect of the AGM.

\* *for identification purposes only*