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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) POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING  
HELD ON 29 MAY 2024**
- (2) DISTRIBUTION OF FINAL DIVIDEND**
- (3) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**
- (4) APPOINTMENT OF SUPERVISOR**
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BY THE BOARD**
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References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”, together with the Circular, the “**AGM Documents**”) of 雅生活智慧城市服務股份有限公司 (A-Living Smart City Services Co., Ltd.\*) (the “**Company**”) dated 26 April 2024 in relation to the 2023 annual general meeting of the Company (the “**AGM**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Documents.

#### **AGM**

The Board is pleased to announce that the AGM was convened and held at Conference Room, 33/F, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 3:00 p.m. on Wednesday, 29 May 2024.

As at the date of the AGM, the total number of issued Shares was 1,420,000,800 H Shares which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting at the AGM. No Shareholder has stated his or her intention in the AGM Documents to vote against or to abstain from voting on the resolutions proposed at the AGM. All the proposed resolutions as set out in the Notice were put to vote by way of a poll.

The AGM was legally and validly convened and held in compliance with the requirements of the Company Law and the Articles of Association.

Tricor Investor Services Limited, the share registrar of the H Shares, was appointed as the scrutineer for the purpose of vote-taking at the AGM. Mr. Li Dalong, being the executive Director, attended the AGM in person. Mr. Chan Cheuk Hung, Mr. Huang Fengchao and Mr. Chen Siyang, being the executive Directors, Mr. Xu Yongping, being the non-executive Director, Mr. Wang Gonghu, Mr. Weng Guoqiang and Mr. Li Jiahe, being the independent non-executive Directors, attended the AGM by way of telephone conference.

Shareholders (including their proxies and authorised representatives), holding a total of 732,771,947 Shares and representing approximately 51.6% of the total number of issued Shares, were present at the AGM.

## POLL RESULTS

The poll results of the proposed resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the report of the Board for the year ended 31 December 2023.	732,607,916 (99.978%)	37,500 (0.005%)	126,531 (0.017%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.	732,629,416 (99.981%)	16,000 (0.002%)	126,531 (0.017%)
3.	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2023.	732,629,416 (99.981%)	16,000 (0.002%)	126,531 (0.017%)
4.	To consider and approve the annual report of the Company for the year ended 31 December 2023.	732,629,416 (99.981%)	16,000 (0.002%)	126,531 (0.017%)
5.	To consider and approve the annual financial budget of the Company for the year ending 31 December 2024.	732,645,947 (99.983%)	16,000 (0.002%)	110,000 (0.015%)
6.	To declare a final dividend of RMB0.06 per share (before tax) for the year ended 31 December 2023.	732,645,947 (99.983%)	16,000 (0.002%)	110,000 (0.015%)
7.	To consider and approve the proposed appointment of non-executive director.	729,612,205 (99.569%)	3,049,742 (0.416%)	110,000 (0.015%)
8.	To authorise the Board to determine the remuneration of the Directors.	732,079,484 (99.906%)	582,463 (0.079%)	110,000 (0.015%)
9.	To consider and approve the proposed appointment of supervisor.	732,645,947 (99.983%)	16,000 (0.002%)	110,000 (0.015%)
10.	To authorise the Supervisory Committee to determine the remuneration of the Supervisors.	732,079,484 (99.906%)	582,463 (0.079%)	110,000 (0.015%)
11.	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.	732,645,947 (99.983%)	16,000 (0.002%)	110,000 (0.015%)
SPECIAL RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
12.	To grant a general mandate to the Board to allot, issue and deal with additional H shares and/or resell the treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued H shares of the Company (excluding treasury shares) 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.	690,388,761 (94.216%)	42,273,186 (5.769%)	110,000 (0.015%)

13.	To grant a general mandate to the Board to buy back H shares not exceeding 10% of the total number of issued H shares of the Company (excluding treasury shares).	732,645,947 (99.983%)	16,000 (0.002%)	110,000 (0.015%)
14.	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 26 April 2024.	662,342,022 (90.389%)	70,319,925 (9.596%)	110,000 (0.015%)

In respect of each of the above ordinary resolutions numbered 1 to 11, as more than half of the votes of the voting Shareholders (including their proxies and authorised representatives) were cast in favour of each of these resolutions, all these resolutions were duly passed as ordinary resolutions.

In respect of each of the above special resolutions numbered 12 to 14, as more than two-thirds of the votes of the voting Shareholders (including their proxies and authorised representatives) were cast in favour of each of these resolutions, all these resolutions were duly passed as special resolutions.

### **DISTRIBUTION OF FINAL DIVIDEND**

The Board is pleased to announce that the distribution of a final dividend of RMB0.06 per share (before tax) for the year ended 31 December 2023 (the “**Final Dividend**”) was approved by the Shareholders at the AGM. The details of the payment of the Final Dividend will be as follows:

The Company will pay the Final Dividend on or about Friday, 12 July 2024 to the Shareholders whose names appear on the register of members of the Company as at the close of business on Friday, 7 June 2024. For the purpose of determining the entitlement of shareholders of H Shares to the Final Dividend, the H Shares register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of H Shares will be registered. In order for shareholders of H Shares to qualify for the proposed Final Dividend, all properly completed share transfer forms together with the relevant share certificates must be lodged with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 June 2024.

Final Dividend payable to the holders of H Shares (the “**H Shareholders**”) shall be paid in Hong Kong dollars (except for the H Shareholders who became Shareholders through the Inter-connected Mechanism for Trading on the Shanghai and Hong Kong Stock Markets and the Inter-connected Mechanism for Trading on the Shenzhen and Hong Kong Stock Markets, whose Final Dividend will be paid in Renminbi), the exchange rate of which will be calculated based on the average exchange rate of Renminbi against Hong Kong dollars published by The People’s Bank of China five business days prior to the AGM.

The average exchange rate of Renminbi against Hong Kong dollars published by The People’s Bank of China five business days prior to 29 May 2024, being the date of the AGM at which the Final Dividend was approved, was RMB1.00 against HK\$1.098233. Accordingly, the amount of the Final Dividend payable per H Share is HK\$0.065894 (before tax).

According to the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations, the Company is required to withhold 10% enterprise income tax before paying dividend to non-resident enterprise Shareholders which would include HKSCC Nominees Limited. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong and will pay to the receiving agent the Final Dividend for payment to the H Shareholders on or about Friday, 12 July 2024. Cheques will be despatched to the H Shareholders by ordinary post at their own risk.

## FINAL DIVIDEND FOR INVESTORS OF SOUTHBOUND TRADING

For investors (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange through Shanghai Stock Exchange and Shenzhen Stock Exchange (collectively the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading with China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited or the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the investors for Southbound Trading, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of Southbound Trading through its depository and clearing system. The cash dividends of the investors of Southbound Trading will be distributed in Renminbi.

According to the provisions of the Notice on the Relevant Tax Policies Concerning the Pilot Program of an Inter-connected Mechanism for Trading on the Shanghai and Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)) and the Notice on the Relevant Tax Policies Concerning the Pilot Program of an Inter-connected Mechanism for Trading on the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016] 127號)), the income tax implications on dividends and bonuses received by Mainland individual investors, Mainland securities investment funds and Mainland enterprise investors are as follows:

- (i) for Mainland individual investors, H share companies shall withhold the individual income tax for these investors at the tax rate of 20% on dividends and bonuses received by them from investing in H shares listed on the Hong Kong Stock Exchange via Southbound Trading;
- (ii) for dividends and bonuses received by Mainland securities investment funds from investing in shares listed on the Hong Kong Stock Exchange via Southbound Trading, the individual income tax shall be levied in accordance with the above provisions; and
- (iii) for dividends and bonuses received by Mainland enterprise investors from investing in shares listed on the Hong Kong Stock Exchange via Southbound Trading, the income tax on the Mainland enterprises shall not be withheld by the H share companies. The tax payable shall be declared and paid by the enterprises. For dividends and bonuses received by the Mainland resident enterprises after holding the H shares for 12 months continuously, the enterprise income tax will be exempted according to laws.

The record date and the date of distribution of cash dividends and other time arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders.

## APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Yue Yuan (“**Ms. Yue**”) has been appointed as a non-executive Director with effect from the date on which the relevant resolution was passed at the AGM. The biographical details of Ms. Yue were set out in the Circular under the requirements of Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change in any such information. The Company has entered into a service contract with Ms. Yue for a term commencing from the date of this announcement until the expiration of the term of the third session of the Board.

## **APPOINTMENT OF SUPERVISOR**

The Board is pleased to announce that Mr. Wang Weiqiong (“**Mr. Wang**”) has been appointed as the Supervisor with effect from the date on which the relevant resolution was passed at the AGM. The biographical details of Mr. Wang were set out in the Circular under the requirements of Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change in any such information. The Company has entered into a service contract with Mr. Wang for a term commencing from the date of this announcement until the expiration of the term of the third session of the Supervisory Committee.

## **OBTAINING OF THE GENERAL MANDATE TO BUY BACK H SHARES BY THE BOARD**

A general mandate was granted to the Board by the Shareholders to buy back a maximum of 142,000,080 H Shares, being the maximum of 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution. Under the Buy-Back General Mandate, the Board is authorised to buy back H Shares during the Relevant Period and to determine the relevant matters in relation to the buy-back of H Shares by reference to the market conditions and in accordance with the needs of the Company upon obtaining approvals from the State Administration of Foreign Exchange of the PRC and other relevant authorities and in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. Upon exercise of the Buy-Back General Mandate by the Board, the Company will cancel the bought-back H Shares in accordance with the Listing Rules, which will lead to a reduction in the registered capital of the Company. Accordingly, the Company shall publish an announcement to notify creditors of the Company in compliance with the Company Law and the Articles of Association.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Proposed Amendments have been approved by the Shareholders by way of a special resolution at the AGM and has become effective on 29 May 2024. The full text of the revised Articles of Association will be published on the websites of the Hong Kong Stock Exchange and the Company.

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, 29 May 2024

*As at the date of this announcement, 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. Chen Siyang<sup>^</sup> (Vice President), Ms. Yue Yuan<sup>^^</sup>, Mr. Wang Gonghu<sup>^^</sup>, Mr. Weng Guoqiang<sup>^^</sup> and Mr. Li Jiahe<sup>^^</sup>.*

<sup>^</sup> *Executive Directors*

<sup>^^</sup> *Non-executive Director*

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

*\* for identification purposes only*