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)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(adopted by the Board on 4 September 2017)
(First revision on 6 December 2018)
(Second revision on 4 December 2025)

Chapter 1 Members

Article 1 The nomination committee (the "**Nomination Committee**") of (A-Living Smart City Services Co., Ltd.* (the "**Company**") should be established by the board of directors of the Company (the "**Board**") and it should comprise a minimum of three members. The Nomination Committee shall have at least one director of a different gender.

Article 2 The majority of Nomination Committee members (the "**Member(s)**") must be independent non-executive directors.

Article 3 The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board.

Article 4 Members shall be elected for a term of office equivalent to that of the directors. At the expiration of their term of office, they could be re-elected and re-appointed. Any Member who ceases to be a member of the Board during his/her term of office shall automatically cease to be a member. The Board shall fill the vacancy if the number of Members fails to meet the minimum number requirements.

Chapter 2 Secretary

Article 5 The company secretary, any joint company secretary of the Company or his/her delegate shall act as the secretary of the Nomination Committee.

Article 6 The Nomination Committee may, from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

Chapter 3 Meeting

Article 7 Any Member can call for a meeting anytime when it is necessary.

Article 8 Notice should be given within a reasonable time before a meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of the Members at the meeting would be deemed to be treated as the waiver of the required notification requirement. If a follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting. Agenda and accompanying meeting papers should be sent out at least 3 days before the date of meeting.

Article 9 The quorum necessary for the transaction of business of the Nomination Committee shall be two Members, one of whom must be an independent non-executive director.

Article 10 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The Members can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

Article 11 Resolutions of the Nomination Committee shall be passed by more than half of the Members.

Article 12 A resolution passed and signed by all Members is valid, and the validity is the same as any resolution passed in the meeting of the Nomination Committee held.

Article 13 Minutes of the Nomination Committee meeting should be kept by a duly appointed secretary of the Nomination Committee. Draft and final versions of minutes of the meeting should be sent to all Members for their comments and records within a reasonable time after the meeting.

Chapter 4 Meeting attendance

Article 14 Upon the invitation from the Nomination Committee, the chairman or chairlady of the Board (if he/she is not a Member) and/or the general manager or chief executive officer, external advisor and the other persons can be invited to attend all or part of any meeting.

Article 15 Only the Members can vote in the meeting.

Chapter 5 Annual General Meeting

Article 16 The chairman or chairlady of the Nomination Committee or (if absent) the other member of the Nomination Committee (who must be an independent non-executive director) should attend the annual general meeting of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

Chapter 6 Duties and Powers

Article 17 The Nomination Committee shall have the following duties and powers:

(1) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) assess the independence of independent non-executive directors;

(4) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman or chairlady of the Board and the chief executive;

(5) review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of the policy or a summary of the policy in the corporate governance report;

(6) review the nomination procedures and the process and criteria to select and recommend candidates for directorship (the "**Nomination Policy**"); and to make disclosure of the policy for the nomination of directors performed by the Nomination Committee during the year in the corporate governance report;

(7) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

(i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

(ii) if the proposed independent non-executive director will be holding their seventh (or more) directorship of companies listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), why the Board believes the individual would still be able to devote sufficient time to the Board;

(iii) the perspectives, skills and experience that the individual can bring to the Board; and

(iv) how the individual contributes to diversity of the Board.

(8) evaluate each director's time commitment and contribution to the Board at least annually, as well as the director's ability to discharge his or her responsibilities effectively, taking into account criteria including professional qualifications and work experience, existing directorships in companies listed on the Main Board or GEM of the Stock Exchange, other significant external time commitments of such Director and other factors or circumstances relevant to the director's character, integrity, independence and experience; and

(9) to support the Company's regular evaluation of the Board's performance.

Chapter 7 Reporting

Article 18 The Nomination Committee shall report to the Board after each of its meetings.

Chapter 8 Authorisation

Article 19 The Nomination Committee is authorised by the Board to request from employees of the Company to provide any information within the scope of its duties.

Article 20 The Nomination Committee should have access to independent professional advice at the Company's expense, and to secure the independent party possessing the relevant experience, profession and knowledge to attend the meeting if necessary, to perform its responsibilities as a member of the Nomination Committee.

Remark: The independent professional advice can be sought via the chief financial officer, the company secretary or a joint company secretary.

Article 21 The Nomination Committee should be provided with sufficient resources to perform its duties.

* For identification purposes only