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

雅生活智慧城市服務股份有限公司

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

(Stock Code: 3319)

PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board hereby announces that:

1. Mr. Weng Guoqiang has been nominated as a candidate for the proposed appointment of independent non-executive Director; and
2. Mr. Wang Peng has been proposed to be removed from the office of independent non-executive Director.

(i) NOMINATED AS A CANDIDATE FOR THE PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of A-Living Smart City Services Co., Ltd.* (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that the Company has received from Agile Group Holdings Limited, the controlling shareholder of the Company, a proposal in relation to the nomination of Mr. Weng Guoqiang (“**Mr. Weng**”) as a candidate for the proposed appointment of independent non-executive Director subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming general meeting of the Company (the “**EGM**”). His terms of office, if approved by the Shareholders at the EGM, will commence from the close of the EGM until the expiration of the terms of the second session of the Board.

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

Mr. Weng Guoqiang (翁國強), aged 61, has extensive experience in the property management industry in Shanghai for over 22 years. He had served as a general manager of Shanghai Lujiazui Property Management Co., Ltd. (上海陸家嘴物業管理有限公司) from October 1999 to May 2008 and as a general manager of Wuxi Dongzhou Property Management Company Limited* (無錫東洲物業管理有限公司) from May 2008 to December 2009. Since January 2010, Mr. Weng has taken up the positions of general manager and subsequently executive director in Shanghai Tonglai Property Management Company Limited* (上海同來物業管理有限公司).

Mr. Weng currently serves as an independent non-executive director of Riverine China Holdings Limited (the shares of which are listed on the Stock Exchange (stock code: 1417)) since November 2017.

Mr. Weng was the vice president of China Property Management Institute* (中國物業管理協會) from 2002 to September 2014. Since October 2014, he has been the senior consultant of China Property Management Institute. Since 1999, Mr. Weng has been the vice president of Shanghai Property Management Industry Institute* (上海市物業管理行業協會) (during the period between 2016 and 2017 served as the chairman of Shanghai Property Management Industry Institute).

Mr. Weng graduated with a Bachelor degree in Applied Mathematics from the Tongji University in the PRC in July 1982 and a Master degree in Public Administration from the University of Macau in Macau in September 2003.

Mr. Weng was accredited as a National Vocational Qualification Level 2 Vocational Management Professional* (國家職業資格二級職業經理人) in May 2003 and a Level 1 Senior Vocational Management Professional* (一級高級職業經理人) in September 2004 by the Shanghai Vocational Skill Testing Authority* (上海市職業技能鑒定中心). Mr. Weng was also accredited as a Certified Property Manager by the Personnel Department of Shanghai* (上海市人事局) in October 2006 and an Advanced Economist* (高級經濟師) by the Personnel Department of Jiangsu Province* (江蘇省人事廳) in September 2009.

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

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

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

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

(ii) PROPOSED REMOVAL OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Peng (“**Mr. Wang**”), an independent non-executive Director, has not attended the last two board meetings of the Company and has not appointed other director to attend such meetings on his behalf, despite the Board’s effort to contact and locate him before those meetings. Since then and up till the release of this announcement, Mr. Wang has remained uncontactable.

Pursuant to Article 100 of the articles of association of the Company (the “**Articles of Association**”), if a director fails to attend any two consecutive meetings of the Board in person or by appointing other directors to attend such meetings on his/her behalf, such director shall be deemed incapable of performing his/her duties, and the Board shall make recommendation to a general meeting for replacement.

The Board considers that Mr. Wang has failed to devote sufficient time to attend to the Group’s affairs and to discharge his duties and responsibilities in the capacity as an independent non-executive Director, and it would be in the interests of the Company and its Shareholders as a whole for the Board to make recommendation to the EGM for replacement.

Pursuant to Article 97 of the Articles of Association, the members of the Company may, at any general meeting convened and held in accordance with the Articles of Association, by ordinary resolution remove a Director at any time before the expiration of his period of office, but it shall not prejudice such director’s right to claim for compensation under any contract.

The Board, having considered the reasons as set forth above, has resolved to put forward an ordinary resolution at the EGM for considering and approving, among others, the removal of Mr. Wang from the office as an independent non-executive Director (the “**Proposed Removal**”) in accordance with Article 97 of the Articles of Association.

Saved as disclosed above, to the best of the Directors’ knowledge, information and belief, the Board is not aware of any disagreement between Mr. Wang and the Board or any matters that need to be brought to the attention of the Shareholders, and there will not be any material adverse effect on the operations of the Group if the Proposed Removal becomes effective.

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

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

Hong Kong, 3 December 2021

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

[^] *Executive Directors*

^{^^} *Non-executive Directors*

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

** for identification purposes only*