

# A-LIVING SERVICES CO., LTD. \*

## 雅居樂雅生活服務股份有限公司

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

(Stock Code: 3319)

### PROXY FORM FOR THE 2020 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 17 MARCH 2020

Number of shares to which this proxy form relates <sup>(Note 1)</sup>	Domestic Shares
	Unlisted Foreign Shares
	H Shares

I/We <sup>(Note 2)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered shareholder(s) of \_\_\_\_\_ domestic shares/unlisted foreign shares/H shares <sup>(Note 3)</sup>  
in the issued share capital of A-Living Services Co., Ltd. ("A-Living") hereby appoint the Chairman of the meeting <sup>(Note 4)</sup>  
or \_\_\_\_\_ (name) of \_\_\_\_\_ (address)

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2020 second extraordinary general meeting of A-Living (the "EGM") to be held at Conference Room, 33/F, Agile Center, 26 Huaxia Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 10:00 a.m. on Tuesday, 17 March 2020 (or at any adjournment thereof) and to vote at such meeting (or at any adjournment thereof) in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think fit.

SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To approve, confirm and ratify the acquisition agreement (the "CMIG PM Agreement") dated 25 September 2019 entered into between 天津雅居樂企業管理諮詢有限公司 (Tianjin Yachao Enterprise Management Consulting Co., Ltd.*) (the "Purchaser") and 廣東豐信盈隆股權投資合夥企業(有限合夥) (Guangdong Fengxin Yinglong Equity Investment Partnership (Limited Partnership*)) (the "Vendor"), pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to dispose of the 60% equity interest in 中民未來物業服務有限公司 (CMIG Futurelife Property Management Limited*) at the total consideration of RMB1,560,000,000 and the transactions contemplated; and to authorise the directors of A-Living to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the CMIG PM Agreement and the transactions contemplated thereunder, details of which are set out in the circular dated 24 February 2020.			

Date: \_\_\_\_\_

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please delete as appropriate and insert the number of shares of A-Living registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all the shares of A-Living registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of A-Living entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy to attend the meeting and vote on his/her behalf. A proxy need not be a shareholder of A-Living. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTENTION ON A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "ABSTAIN".** If no direction is given, your proxy may vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Any abstention vote or waiver of voting shall be deemed as "abstain". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain". The abstention vote shall be regarded as valid votes when A-Living counts the votes in respect of the relevant matter.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of A-Living.
- To be valid, this 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 deposited at (i) A-Living'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, PRC (for shareholders of domestic shares and unlisted foreign shares) or (ii) A-Living's H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for shareholders of H shares) not less than 24 hours before the time appointed for the EGM.
- Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof if you so wish. If you attend and vote at the EGM in person, the authority of your proxy will be revoked.

\* for identification purposes only