

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



DOWELL SERVICE GROUP CO. LIMITED*
東原仁知城市運營服務集團股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2352)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of **DOWELL SERVICE GROUP CO. LIMITED* 東原仁知城市運營服務集團股份有限公司** (the “**Company**”) will be held in physical form at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan’an District, Chongqing, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 9 June 2023 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Report of the Board.
2. To consider and approve the 2022 Report of the Supervisory Board.
3. To consider and approve the 2022 Audited Consolidated Financial Statements.
4. To consider and approve the 2022 Annual Report.
5. To consider and approve the profit distribution plan for the year ended 31 December 2022 (proposed a final dividend of RMB0.14 per Share (tax inclusive)).
6. To consider and approve the re-appointment of BDO Limited as the financial report auditor of the Company for 2023, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditor.
7. To authorise the Board to fix the remuneration of each Director.

* *For identification purposes only*

8. To authorise the Board to fix the remuneration of each Supervisor (except the employee representative Supervisor).

Yours faithfully
By order of the Board
DOWELL SERVICE GROUP CO. LIMITED*
東原仁知城市運營服務集團股份有限公司
Luo Shaoying
Chairman

Chongqing, People's Republic of China, 11 May 2023

Notes:

1. Unless the context otherwise stated, capitalised terms used in this notice shall have the meaning as those defined in the circular of the Company dated 11 May 2023.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her/its proxy or proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. 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 present in person or by proxy shall be entitled to one vote for each Share held by him/her/it.
3. In order to be valid, the form of proxy together with the notarised power of attorney and other authorisation documents, if any, must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the Company's office in the PRC at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan'an District, Chongqing, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares) as soon as possible and in any event not later than 24 hours prior to the AGM (i.e. no later than 10:00 a.m. on Thursday, 8 June 2023 (Hong Kong time)) or any adjournment thereof.

If the proxy is a legal person, its legal representative or any representative authorised by its board of directors or by other decision-making body shall attend the AGM on its behalf. If the Shareholder is a recognised clearing house (or its agent), the Shareholder may authorise one or more suitable persons to act as its representative at the AGM; however, if more than one person are authorised, the form of proxy shall clearly indicate the number and types of shares each person is authorised to represent. The persons after such authorisation may represent the recognised clearing house (or its agent) to exercise the rights, as if they were the individual Shareholders.

A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the AGM.

4. The record date for determining the entitlement of members of the Company to attend and vote at the AGM will be fixed at the close of business of Wednesday, 31 May 2023. In order to be eligible to attend and vote at the AGM, holders of H Shares whose transfer have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration, or for the holders of Domestic Shares and Unlisted Foreign Shares to the Company's office in the PRC at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan'an District, Chongqing, the PRC, not later than 4:30 p.m. on Wednesday, 31 May 2023.
5. For the purpose of determining the entitlement to the Final Dividend (subject to the approval by the Shareholders at the AGM), the record date will be fixed at the close of business of Wednesday, 14 June 2023. In order for holders of H Shares to qualify for the Final Dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's office in the PRC at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan'an District, Chongqing, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares), for registration no later than 4:30 p.m. on Wednesday, 14 June 2023.
6. Completion and return of an instrument appointing a proxy will not preclude a Shareholder from attending and voting in person at the AGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. As required under the Listing Rules, the above resolutions will be decided by way of poll, except where the chairperson, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by show of hands.
8. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
9. References to time and dates in this notice are to Hong Kong time.
10. Shareholders or their proxies shall present their identity documents when attending the AGM. If an attending Shareholder is a legal person, its legal representative or director or person authorised by other governing body shall present the copy of the resolution of the board of directors or other governing body of such Shareholder for appointing such person to attend the AGM.
11. The form of proxy for use at the AGM is enclosed herewith.
12. Where gale warning (orange typhoon warning or above), rainstorm warning (orange rainstorm warning or above), extreme weather conditions or other similar event is or are in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website (www.dowellservice.com) and on the website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

As of the date of this notice, the board of Directors comprises Mr. Zhang Aiming and Mr. Fan Dong as executive directors of the Company; Ms. Luo Shaoying and Ms. Yi Lin as non-executive Directors; and Ms. Cai Ying, Mr. Wang Susheng and Mr. Song Deliang as independent non-executive Directors.

* *For identification purposes only*