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**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 2023**

**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 Floor 5, Building 2, Ping An Wealth Center, Shenchang Road, Minhang District, Shanghai, the People's Republic of China (the “PRC”) at 10:00 a.m. on Wednesday, 19 June 2024 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 2023 Report of the Board.
2. To consider and approve the 2023 Report of the Supervisory Board.
3. To consider and approve the 2023 Audited Consolidated Financial Statements.
4. To consider and approve the 2023 Annual Report.
5. To consider and approve the profit distribution plan for the year ended 31 December 2023 (proposed a final dividend of RMB0.03 per H Share (tax inclusive)).
6. To consider and approve the re-appointment of BDO Limited as the financial report auditor of the Company for 2024, 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 auditors.
7. To authorise the Board to fix the remuneration of each Director.

8. To authorise the Board to fix the remuneration of each 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**  
**Ms. Luo Shaoying**  
*Chairman and non-executive Director*

Shanghai, People's Republic of China, 21 May 2024

\* *For identification purposes only*

*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 21 May 2024.
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 H Share held by him/her/it.
3. In order to be valid, the proxy form 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 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 Tuesday, 18 June 2024 (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 proxy form 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, the register of members of the Company will be fixed at the close of business of Thursday, 6 June 2024. In order to be eligible to attend and vote at the AGM, holders of H shares 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 not later than 4:30 p.m. on Thursday, 6 June 2024.
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 Monday, 24 June 2024. In order for Shareholders 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 registration no later than 4:30 p.m. on Monday, 24 June 2024.
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 resolution will be decided by way of poll, except where the chairman, 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. 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](http://www.dowellservice.com)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://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 of the Company comprises Mr. Zhang Aiming and Mr. Fan Dong as executive Directors whom also act as employee Directors; 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.*