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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)

**POLL RESULTS OF
(1) THE ANNUAL GENERAL MEETING;
(2) DISTRIBUTION OF FINAL DIVIDEND FOR 2023; AND
(3) THE EXTRAORDINARY GENERAL MEETING
HELD ON 19 JUNE 2024**

POLL RESULTS OF THE AGM

Reference is made to the circular (the “**AGM Circular**”) 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**”) and the notice of the annual general meeting of the Company (the “**AGM**”) both dated 21 May 2024. Terms used herein shall have the same meanings as defined in the AGM Circular.

At the AGM held on 19 June 2024, Mr. Zhang Aiming (“**Mr. Zhang**”), the vice chairman of the Board and executive Director, acted as the chairman of the AGM. Mr. Zhang and Mr. Fan Dong (each an executive Director whom also act as an employee Director) and Mr. Song Deliang (an independent non-executive Director) attended the AGM in person. Ms. Cai Ying and Mr. Wang Susheng (each an independent non-executive Director) attended the AGM by electronic means. Ms. Luo Shaoying and Ms. Yi Lin (each a non-executive Director) were unable to attend the AGM due to other work arrangements.

During the AGM, all the proposed resolutions set out in the notice of the AGM were taken by poll. Zhong Lun Law Firm and Computershare Hong Kong Investor Services Limited acted as the scrutineers and were responsible for vote counting at the AGM. The Board is pleased to announce that all the resolutions set out in the notice of the AGM were duly passed.

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of total voting shares	
		FOR	AGAINST
1.	To consider and approve the 2023 Report of the Board.	49,900,000 (100.0%)	0 (0.0%)
2.	To consider and approve the 2023 Report of the Supervisory Board.	49,900,000 (100.0%)	0 (0.0%)
3.	To consider and approve the 2023 Audited Consolidated Financial Statements.	49,900,000 (100.0%)	0 (0.0%)
4.	To consider and approve the 2023 Annual Report.	49,900,000 (100.0%)	0 (0.0%)
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)).	49,900,000 (100.0%)	0 (0.0%)
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.	49,900,000 (100.0%)	0 (0.0%)
7.	To authorise the Board to fix the remuneration of each Director.	49,900,000 (100.0%)	0 (0.0%)
8.	To authorise the Board to fix the remuneration of each Supervisor.	49,900,000 (100.0%)	0 (0.0%)

Notes:

- (a) As a majority of the votes were cast in favour of all of the ordinary resolutions, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of issued shares of the Company and the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 66,990,867 H shares. As at the date of the AGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited (“CCASS”)) and as such no voting rights of treasury shares have been exercised at the AGM; and (ii) no H Shares repurchased by the Company which are pending cancellation.
- (c) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

- (d) None of the Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the Shareholders have previously stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.
- (g) The Company's PRC legal advisers, Zhong Lun Law Firm, and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

DISTRIBUTION OF FINAL DIVIDEND FOR 2023

At the AGM, the resolution regarding the proposed Final Dividend of the Company for 2023 was duly approved by the Shareholders. The Company will distribute a final dividend of RMB0.03 per Share in cash (tax inclusive) for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company at the close of business of Monday, 24 June 2024. The Final Dividend payable to Shareholders has been declared in RMB and will be paid in HK dollars, the exchange rate of which has been calculated based on the average exchange rate of RMB against HK dollars published by the People's Bank of China seven days prior to the AGM, being approximately RMB1.0000: HK\$1.0979. Accordingly, the Final Dividend per H Share is approximately HK\$0.0329 (tax inclusive). The Final Dividend will be paid on or before Monday, 19 August 2024. For details of the payment of Final Dividend and the relevant taxation, please refer to the paragraph headed "Letter from the Board – VI. Profit distribution plan for 2023" of the AGM Circular.

POLL RESULTS OF THE EGM

Reference is made to the circular (the "EGM Circular") of the Company and the notice of the extraordinary general meeting of the Company (the "EGM") both dated 3 June 2024. Terms used herein shall have the same meanings as defined in the EGM Circular.

At the EGM held on 19 June 2024, Mr. Zhang, the vice chairman of the Board and executive Director, acted as the chairman of the EGM. Mr. Zhang and Mr. Fan Dong (each an executive Director whom also act as an employee Director) and Mr. Song Deliang (an independent non-executive Director) attended the EGM in person. Ms. Cai Ying and Mr. Wang Susheng (each an independent non-executive Director) attended the EGM by electronic means. Ms. Luo Shaoying and Ms. Yi Lin (each a non-executive Director) were unable to attend the EGM due to other work arrangements.

During the EGM, the proposed resolution set out in the notice of the EGM was taken by poll. Zhong Lun Law Firm and Computershare Hong Kong Investor Services Limited acted as the scrutineers and were responsible for vote counting at the EGM. The Board is pleased to announce that the resolution set out in the notice of the EGM was duly passed.

The poll result is as follows:

ORDINARY RESOLUTION		Number of votes and percentage of total voting shares	
		FOR	AGAINST
1.	<p>To consider and approve the following resolution:</p> <p>“THAT:</p> <p>(a) the transaction contemplated under the Equity Transfer Agreement and the Supplemental Agreement, copies of which have been produced to the meeting marked “A” and “B”, respectively, and signed by the Chairman of the meeting for the purpose of identification, is hereby approved; and</p> <p>(b) all acts done and things executed and all such documents or deeds entered into in connection with the implementation of the Equity Transfer Agreement (as supplemented by the Supplemental Agreement) and the transaction contemplated thereunder is hereby approved, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents or deeds and to take all steps as the Director may in his/her discretion consider necessary, desirable or expedient in connection with the implementation of the Equity Transfer Agreement (as supplemented by the Supplemental Agreement) or the transaction contemplated thereunder and to make and agree to such variations, amendments or waivers of matters relating thereto, as are, in the opinion of the Director, necessary or desirable.”</p>	<p>24,380,000 (100.0%)</p>	<p>0 (0.0%)</p>

Notes:

- (a) As a majority of the votes were cast in favour of the ordinary resolution, the resolution was duly passed as an ordinary resolution.

- (b) As at the date of the EGM, Tianjin Chengfang held 25,520,000 H Shares, representing approximately 38.09% of the issued H Shares. In accordance with the Listing Rules, Tianjin Chengfang was required to abstain from voting on the ordinary resolution. Save as disclosed, (i) there were no shares entitling the holder to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules; and (ii) none of the Shareholders were required under the Listing Rules to abstain from voting on the resolution at the EGM.
- (c) As at the date of the EGM, the total number of issued shares of the Company was 66,990,867 H Shares and the total number of shares of the Company entitling the Independent Shareholders to attend and vote on the resolution at the EGM was 41,470,867 H Shares. As at the date of the EGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with CCASS) and as such no voting rights of treasury shares have been exercised at the EGM; and (ii) no H Shares repurchased by the Company which are pending cancellation.
- (d) None of the Shareholders have previously stated their intention to vote against or to abstain from voting on any of the resolution at the EGM.
- (e) The EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.
- (f) The Company's PRC legal advisers, Zhong Lun Law Firm, and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

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

The PRC, 19 June 2024

As at the date of this announcement, the Board 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.

* *For identification purpose only*