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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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”) on Wednesday, 13 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

To consider and approve, by way of separate ordinary resolutions, each of the following resolutions:

1. **“THAT:**

- (a) the transactions contemplated under the New Master City Operations Services Agreement, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the relevant annual caps for the transactions contemplated thereunder be and are hereby approved; and
- (b) all acts done and things executed and all such documents or deeds entered into in connection with the implementation of the New Master City Operations Services Agreement and the transactions contemplated thereunder and the annual caps for the transactions contemplated thereunder be and are 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 New Master City Operations Services Agreement or the transactions contemplated thereunder and/or the annual caps for the transactions 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.”

2. **“THAT:**

- (a) the transactions contemplated under the New Master Lifestyle Services Agreement, a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, and the relevant annual caps for the transactions contemplated thereunder be and are hereby approved; and
- (b) all acts done and things executed and all such documents or deeds entered into in connection with the implementation of the New Master Lifestyle Services Agreement and the transactions contemplated thereunder and the annual caps for the transactions contemplated thereunder be and are 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 New Master Lifestyle Services Agreement or the transactions contemplated thereunder and/or the annual caps for the transactions 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.”

3. **“THAT:**

- (a) the transactions contemplated under the New Master FATH and Other Comprehensive Services Agreement, a copy of which has been produced to the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification, and the relevant annual caps for the transactions contemplated thereunder be and are hereby approved; and
- (b) all acts done and things executed and all such documents or deeds entered into in connection with the implementation of the New Master FATH and Other Comprehensive Services Agreement and the transactions contemplated thereunder and the annual caps for the transactions contemplated thereunder be and are 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 New Master FATH and Other Comprehensive Services Agreement or the transactions contemplated thereunder and/or the annual caps for the transactions 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.”

4. **“THAT:**

- (a) the re-election of Ms. Luo Shaoying as a non-executive Director be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;

- (b) any Director be and is hereby authorised to sign on behalf of the Company the Director's service contract with Ms. Luo Shaoying; and
- (c) the Board be and is hereby authorised to determine her remuneration."

5. **"THAT:**

- (a) the re-election of Ms. Yi Lin as a non-executive Director be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Director's service contract with Ms. Yi Lin; and
- (c) the Board be and is hereby authorised to determine her remuneration."

6. **"THAT:**

- (a) the re-election of Ms. Cai Ying as an independent non-executive Director be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Director's service contract with Ms. Cai Ying; and
- (c) the Board be and is hereby authorised to determine her remuneration."

7. **"THAT:**

- (a) the re-election of Mr. Wang Susheng as an independent non-executive Director be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Director's service contract with Mr. Wang Susheng; and
- (c) the Board be and is hereby authorised to determine his remuneration."

8. **"THAT:**

- (a) the re-election of Mr. Song Deliang as an independent non-executive Director be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Director's service contract with Mr. Song Deliang; and
- (c) the Board be and is hereby authorised to determine his remuneration."

9. “**THAT:**

- (a) the re-election of Mr. Mao Dun as a Supervisor be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Supervisor’s service contract with Mr. Mao Dun; and
- (c) the Board be and is hereby authorised to determine his remuneration.”

10. “**THAT:**

- (a) the appointment of Mr. Yang Guang as a Supervisor be and is hereby considered and approved, with effect from the date on which the appointment is approved by the Shareholders at the EGM or 14 December 2023 (whichever is later) for a term of three years;
- (b) any Director be and is hereby authorised to sign on behalf of the Company the Supervisor’s service contract with Mr. Yang Guang; and
- (c) the Board be and is hereby authorised to determine his remuneration.”

SPECIAL RESOLUTION

11. To consider and approve the Proposed Amendments to the Articles of Association.

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, 21 November 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 21 November 2023.
- 2. Any Shareholder entitled to attend and vote at the EGM 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 H 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 have one vote for each H 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 as soon as possible and in any event not later than 24 hours prior to the EGM (i.e. no later than 10:00 a.m. on Tuesday, 12 December 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 EGM 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 EGM; 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 EGM.

4. The record date for determining the entitlement of members of the H Shares to attend and vote at the EGM will be fixed at the close of business of Friday, 1 December 2023. In order to be eligible to attend and vote at the EGM, all transfer documents 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 not later than 4:30 p.m. on Friday, 1 December 2023
5. Completion and return of an instrument appointing a proxy will not preclude a Shareholder from attending and voting in person at the EGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. 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.
7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. References to time and dates in this notice are to Hong Kong time.
9. Shareholders or their proxies shall present their identity documents when attending the EGM. If any 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 EGM.
10. The form of proxy for use at the EGM is enclosed herewith.
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 EGM, the EGM 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 comprises Mr. Zhang Aiming and Mr. Fan Dong as executive directors of the Company; Ms. Yi Lin and Ms. Luo Shaoying as non-executive Directors; and Ms. Cai Ying, Mr. Wang Susheng and Mr. Song Deliang as independent non-executive Directors.