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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 2021**

**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 at Summer Conference Room, 31st Floor, Dongyuan Centre Office Building, Jiangbei District, Chongqing, the People’s Republic of China (the “PRC”) at 10:00 a.m. on Tuesday, 28 June 2022 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 work report of the Board for the year ended 31 December 2021.
2. To consider and approve the work report of the Supervisory Board for the year ended 31 December 2021.
3. To consider and approve the final financial account report of the Company for the year ended 31 December 2021.
4. To consider and approve the profit distribution plan for the year ended 31 December 2021.
5. To consider and approve the appointment of BDO Limited as the financial report auditor of the Company for 2022, 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.
6. To authorise the Board to fix the remuneration of each Director.

\* *For identification purposes only*

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

### **SPECIAL RESOLUTIONS**

8. To consider and approve the proposed change in registered capital of the Company.
9. 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

**Yi Lin**

*Chairman*

Chongqing, People's Republic of China, 30 May 2022

*Notes:*

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meaning as those defined in the circular of the Company dated 30 May 2022.
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.
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 (for holders of H shares) or the Company's office in the PRC at 31st Floor, Dongyuan Centre Office Building, Jiangbei 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 Monday, 27 June 2022 (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. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 8 June 2022 to Tuesday, 28 June 2022, both dates inclusive, during which period no transfer of shares will be registered. 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 by the holders of Domestic Shares and Unlisted Foreign Shares to the Company's office in the PRC at 31st Floor, Dongyuan Centre Office Building, Jiangbei District, Chongqing, the PRC, not later than 4:30 p.m. on Tuesday, 7 June 2022.
5. 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.
6. As required under the Listing Rules, the above resolutions 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.
7. Shareholders attending the AGM 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 AGM. If an attending Shareholder is a legal person, its legal representative or director or person authorized 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.
10. The form of proxy for use at the AGM is enclosed herewith.

*As of the date of this notice, the board of Directors comprises Mr. Heng Qingda and Mr. Fan Dong as executive directors of the Company; Ms. Yi Lin and Mr. Chen Han as non-executive Directors; and Ms. Cai Ying, Mr. Wang Susheng and Mr. Song Deliang as independent non-executive Directors.*