
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in DOWELL SERVICE GROUP CO. LIMITED* (東原仁知城市運營服務集團股份有限公司), you should at once hand this circular together with the accompanying form of proxy to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) 2022 REPORT OF THE BOARD;**
- (2) 2022 REPORT OF THE SUPERVISORY BOARD;**
- (3) 2022 AUDITED CONSOLIDATED FINANCIAL STATEMENTS;**
- (4) 2022 ANNUAL REPORT;**
- (5) PROFIT DISTRIBUTION PLAN FOR 2022;**
- (6) RE-APPOINTMENT OF AUDITOR
FOR THE FINANCIAL REPORT FOR 2023;**
- (7) PROPOSED REMUNERATION OF DIRECTORS;**
- (8) PROPOSED REMUNERATION OF SUPERVISORS; AND**
- (9) NOTICE OF AGM**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the AGM to be held at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan'an District, Chongqing, the PRC on Friday, 9 June 2023 at 10:00 a.m. is set out in this circular and the form of proxy is also enclosed hereto. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at 17M 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), as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM (i.e. no later than 10:00 a.m. on Thursday, 8 June 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

This circular together with the form of proxy are also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dowellservice.com>).

Reference to dates and times in this circular are to Hong Kong dates and times.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022, which has been published on website of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.dowellservice.com)
“2022 Audited Consolidated Financial Statements”	the audited consolidated financial statements of the Group for the year ended 31 December 2022, which is set out in the 2022 Annual Report
“2022 Report of the Board”	the report of the Board for the year ended 31 December 2022, which is set out in the 2022 Annual Report
“2022 Report of the Supervisory Board”	the report of the Supervisory Board for the year ended 31 December 2022, which is set out in the 2022 Annual Report
“AGM”	the annual general meeting for 2022 of the Company to be held at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan’an District, Chongqing, the PRC, on Friday, 9 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-3 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the board of Directors
“Company”	東原仁知城市運營服務集團股份有限公司 (DOWELL SERVICE GROUP CO. LIMITED*), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange
“Company Law”	Company Law of the PRC (《中華人民共和國公司法》) as amended and supplemented from time to time
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company and are not listed on any stock exchange

DEFINITIONS

“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	collectively, the Company and its subsidiaries from time to time
“H Share(s)”	H share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange (Stock Code: 2352)
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“HK\$” or “HK dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including H Shares, Unlisted Foreign Shares and Domestic Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the Supervisory Board
“Supervisory Board”	the board of supervisors of the Company
“Unlisted Foreign Shares”	ordinary shares issued by the Company with a nominal value of RMB1.00 each and are held by persons other than PRC nationals or PRC incorporated entities and are not listed on any stock exchange

* *For identification purposes only*



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)

Non-executive Directors:

Ms. Luo Shaoying (*Chairman*)
Ms. Yi Lin

Executive Directors:

Mr. Zhang Aiming
(Vice chairman, Co-chief executive officer)
Mr. Fan Dong (*Co-chief executive officer*)

Independent non-executive Directors:

Ms. Cai Ying
Mr. Wang Susheng
Mr. Song Deliang

Registered office and headquarters:

Room 206, B1/F
No. 108 Baihe Road
Nanping Town
Nan'an District, Chongqing
The PRC

Principal place of

business in Hong Kong:

40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

11 May 2023

To the Shareholders

Dear Sir or Madam,

- (1) 2022 REPORT OF THE BOARD;**
- (2) 2022 REPORT OF THE SUPERVISORY BOARD;**
- (3) 2022 AUDITED CONSOLIDATED FINANCIAL STATEMENTS;**
- (4) 2022 ANNUAL REPORT;**
- (5) PROFIT DISTRIBUTION PLAN FOR 2022;**
- (6) RE-APPOINTMENT OF AUDITOR
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- (7) PROPOSED REMUNERATION OF DIRECTORS; AND**
- (8) PROPOSED REMUNERATION OF SUPERVISORS**

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LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with information relating to certain resolutions to be proposed at the AGM to be held on Friday, 9 June 2023, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM. For details of the proposed resolutions at the AGM, please also refer to the notice of AGM enclosed with this circular.

II. 2022 REPORT OF THE BOARD

The full text of the 2022 Report of the Board is set out in the section headed “Directors’ Report” in the 2022 Annual Report.

The 2022 Report of the Board was considered and approved by the Board on 30 March 2023 and will be proposed at the AGM as an ordinary resolution for Shareholders’ consideration and approval.

III. 2022 REPORT OF THE SUPERVISORY BOARD

The full text of the 2022 Report of the Supervisory Board is set out in the section headed “Supervisory Board’s Report” in the 2022 Annual Report.

The 2022 Report of the Supervisory Board was considered and approved by the Supervisory Board on 30 March 2023 and will be proposed at the AGM as an ordinary resolution for Shareholders’ consideration and approval.

IV. 2022 AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The independent auditors’ report and the 2022 Audited Consolidated Financial Statements (including the financial report prepared in accordance with the Hong Kong Financial Reporting Standards) are set out in the 2022 Annual Report. The 2022 Audited Consolidated Financial Statements was considered and approved by the Board on 30 March 2023 and will be proposed at the AGM as an ordinary resolution for Shareholders’ consideration and approval.

V. 2022 ANNUAL REPORT

The 2022 Annual Report was considered and approved by the Board on 30 March 2023 and will be proposed at the AGM as an ordinary resolution for Shareholders’ consideration and approval.

VI. PROFIT DISTRIBUTION PLAN FOR 2022

On 30 March 2023, the Board considered and approved the profit distribution plan of the Company for the year ended 31 December 2022. After auditing, the Company’s accumulative net profit attributable to the parent company for the year ended 31 December 2022 was approximately RMB56.4 million. Together with the undistributed profit of approximately RMB45.6 million at the beginning of 2022, and after deducting the withdrawal of statutory reserve of approximately RMB5.6 million, the profit available for

LETTER FROM THE BOARD

distribution is approximately RMB96.3 million. The Board proposed the distribution of a final dividend of RMB0.14 per Share (tax inclusive) for the year ended 31 December 2022 (the “**Final Dividend**”). The profit distribution plan shall be subject to the consideration and approval of the Shareholders at the AGM. The Final Dividend payable to (i) Domestic Shareholders shall be paid in RMB; (ii) H Shareholders shall be declared in RMB and paid in HK dollars; and (iii) holders of Unlisted Foreign Shares shall be declared in RMB and paid in United States Dollars (“USD”), the exchange rate of which will be calculated based on the average exchange rate of RMB against HK dollars or USD published by the People’s Bank of China seven days prior to the AGM. Upon approval at the AGM, the Final Dividend will be paid on or before Tuesday, 8 August 2023.

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 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 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.

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules which came into effect on 1 January 2008, and amended on 24 February 2017 and 29 December 2018, the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprise to H Shareholders which are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通告》(國稅函[2008]897號)), which was promulgated by the State Administration of Taxation and came into effect on 6 November 2008, etc., where a PRC domestic enterprise distributes dividends for 2008 and subsequent years for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the Final Dividend as enterprise income tax, distribute the Final Dividend to holders of Unlisted Foreign Shares and all non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company, i.e. any Shareholders who hold H Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organisations and groups on Wednesday, 14 June 2023. After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, it shall refund the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement).

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Pursuant to the Notice on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the relevant tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant agreed preferential tax treatment, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures on Enjoying Treatment under Tax Treaties by Nonresident Taxpayers (State Administration of Taxation Announcement 2015, No. 60) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist with the tax refund subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders. Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares in the PRC and in Hong Kong and other tax effects.

VII. RE-APPOINTMENT OF AUDITOR FOR THE FINANCIAL REPORT FOR 2023

The 2022 Audited Consolidated Financial Statements were audited by BDO Limited. BDO Limited will retire as the auditor of the Company with effect from the conclusion of the AGM and, being eligible, offered themselves for re-appointment.

In order to maintain the continuity of the work, the Board, upon the recommendation of the Audit Committee, recommends the re-appointment of BDO Limited as the auditor of the Company for the year ending 31 December 2023 and to hold office until the conclusion of the next annual general meeting.

Such proposal was considered and approved by the Board on 30 March 2023 and is hereby proposed at the AGM for consideration and approval (including approving the Board to authorise the management to determine their remuneration).

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VIII. PROPOSED REMUNERATION OF DIRECTORS

In accordance with the relevant provisions of the Company Law, the Articles of Association and other regulations, and based on the remuneration level of the Company's industry, the Directors' proposed remuneration for 2023 are as follows:

Name	Position	Proposed remuneration from the Company for 2023
Ms. Luo Shaoying	Chairman, non-executive Director	HK\$250,000
Ms. Yi Lin	Non-executive Director	HK\$250,000
Mr. Zhang Aiming	Vice chairman, Co-chief executive officer, executive Director	HK\$250,000
Mr. Fan Dong	Co-chief executive officer, executive Director	HK\$250,000
Ms. Cai Ying	Independent non-executive Director	HK\$250,000
Mr. Wang Susheng	Independent non-executive Director	HK\$250,000
Mr. Song Deliang	Independent non-executive Director	HK\$250,000

The above proposed remuneration was considered and approved by the Board and an ordinary resolution will be proposed at the AGM for consideration and approval by the Shareholders.

IX. PROPOSED REMUNERATION OF SUPERVISORS

In accordance with the relevant provisions of the Company Law, the Articles of Association and other regulations, based on the remuneration level of the Company's industry, and combined with the actual situation of the Company and the working hours of the Supervisors (except the employee representative Supervisor), it is proposed that all Supervisors (except the employee representative Supervisor) are not entitled to service fees for 2023.

The Supervisory Board has considered and approved the above-mentioned proposed remuneration and the related Supervisors have abstained from voting on the relevant resolution concerning their remuneration.

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The above proposed remuneration was considered and approved by the Board and an ordinary resolution will be proposed at the AGM for consideration and approval by the Shareholders.

X. AGM

A notice convening the AGM to be held at 4th Floor, Hall E, Dongyuan 1891, 80 Nanbin Road, Nan'an District, Chongqing, the PRC on Friday, 9 June 2023 at 10:00 a.m., is set out in this circular and the form of proxy is also enclosed hereto.

If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company in Hong Kong, at 17M 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), as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM (i.e. no later than 10:00 a.m. on Thursday, 8 June 2023) or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Pursuant to the Articles of Association, for the purpose of holding the AGM, 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, non-registered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company in Hong Kong, 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 not later than 4:30 p.m. on Wednesday, 31 May 2023.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by 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 a show of hands. Therefore, the resolutions proposed at the AGM will be voted by poll.

LETTER FROM THE BOARD

XI. BAD WEATHER ARRANGEMENTS

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.

XII. RECOMMENDATION

The Directors consider that all matters proposed to be approved at the AGM are in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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

* *For identification purposes only*



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

NOTICE OF AGM

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

NOTICE OF AGM

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. 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.