
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) PROPOSED CHANGE OF DIRECTORS;**
(2) PROPOSED IMPLEMENTATION OF THE H SHARE FULL CIRCULATION
BY THE COMPANY;
(3) NOTICE OF EGM;
AND
(4) NOTICE OF H SHARE CLASS MEETING

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 4 to 9 of this circular.

A notice convening the EGM and a notice convening the H Share Class Meeting to be held at 4th Floor, Hall E, Dongyuan 1981, Nan'an District, Chongqing, the PRC on Monday, 31 October 2022 at 10:00 a.m. and 10:30 a.m. or immediately after the conclusion of the EGM, respectively, are set out in this circular and their forms of proxy are also enclosed hereto. Whether or not you intend to attend the EGM and/or the H Share Class Meeting, you are requested to complete the accompanying relevant 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 1981, 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 EGM and/or H Share Class Meeting or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting 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

14 October 2022

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DEFINITIONS

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

“Articles”	the articles of association of the Company currently in force
“Authorised Representative(s)”	authorised representative(s) of the Company for the purpose of Rule 3.05 of the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange
“Conversion and Listing”	the implementation of the H Share Full Circulation and the Company’s application to the Stock Exchange for the listing of, and permission to deal in, such H Shares on the Main Board of the Stock Exchange
“CSRC”	the China Securities Regulatory Commission
“Dima”	Dima Holdings Co., Ltd.* (重慶市迪馬實業股份有限公司) (a company whose issued shares are listed on The Shanghai Stock Exchange of the PRC (stock code: 600565.SH)), one of the controlling shareholders (as defined under the Listing Rules) of the Company
“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
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 4th Floor, Hall E, Dongyuan 1981, Nan’an District, Chongqing, the PRC, on Monday, 31 October 2022 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 EGM-1 to EGM-3 of this circular, or any adjournment thereof
“Group”	collectively, the Company and its subsidiaries from time to time
“Guidelines”	the Announcement [2019] No. 22 “Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies” (《H股公司境內未上市股份申請「全流通」業務指引》) issued by the CSRC on 14 November 2019

DEFINITIONS

“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
“H Shareholder(s)”	holder(s) of H Shares
“H Share Class Meeting”	the 2022 second H Share class meeting of the Company to be held at 4th Floor, Hall E, Dongyuan 1981, Nan’an District, Chongqing, the PRC, on Monday, 31 October 2022 at 10:30 a.m. or immediately after the conclusion of the EGM, to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages HGM-1 to HGM-3 of this circular, or any adjournment thereof
“H Share Full Circulation”	proposed conversion of the Unlisted Shares into H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 October 2022, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. Chen Han, a non-executive Director and a member of the Remuneration Committee
“Mr. Heng”	Mr. Heng Qingda, an executive Director, the vice chairman of the Board, one of the co-chief executive officers of the Company and an Authorised Representative
“Mr. Zhang”	Mr. Zhang Aiming
“Ms. Luo”	Ms. Luo Shaoying
“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
“Proposed Appointments”	the proposed appointments of (i) Ms. Luo as a non-executive Director; and (ii) Mr. Zhang as an executive Director

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“Resignations”	the resignations of both Mr. Chen and Mr. Heng
“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 Domestic Shares, H Shares and Unlisted Foreign Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“Unlisted Shares”	collectively, (i) 30,510,000 Domestic Shares in issue; and (ii) 19,490,000 Unlisted Foreign Shares in issue
“%”	per cent

* *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. Yi Lin (*Chairman*)
Mr. Chen Han

Executive Directors:

Mr. Heng Qingda
(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

14 October 2022

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF DIRECTORS; AND
(2) PROPOSED IMPLEMENTATION OF THE H SHARE FULL
CIRCULATION BY THE COMPANY

I. INTRODUCTION

The purpose of this circular is to provide you with information relating to certain resolutions regarding (i) the Proposed Appointments; and (ii) Conversion and Listing, which are to be proposed at the EGM and the H Share Class Meeting, to enable you to make an informed decision on whether to vote for or against the proposed resolution(s) at the EGM and/or the H Share Class Meeting. For details of the proposed resolution(s) at the EGM and/or the H Share Class Meeting, please also refer to the notice of EGM and the notice of the H Share Class Meeting enclosed with this circular.

* For identification purposes only

LETTER FROM THE BOARD

II. PROPOSED CHANGE OF DIRECTORS

Reference is made to the announcement of the Company dated 28 September 2022 regarding, among others, the Resignations and the Proposed Appointments.

The Resignations

- (i) Mr. Heng has tendered his resignation to the Company as an executive Director, the vice chairman of the Board, one of the co-chief executive officers of the Company and an Authorised Representative, in order to devote more time to his other commitments; and
- (ii) Mr. Chen has tendered his resignation to the Company as a non-executive Director and a member of the Remuneration Committee in order to devote more time to his other commitments.

The Resignations shall become effective upon (i) the conclusion of the EGM to be convened by the Company; and (ii) the approval of the Proposed Appointments by the Shareholders.

Mr. Heng and Mr. Chen have both confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with their respective resignations. The Board is also not aware of other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Proposed Appointments

The Board announces that Ms. Luo and Mr. Zhang have been nominated by the first session of the Board as candidates for election at the EGM as a non-executive Director and an executive Director, respectively, of the first session of the Board. Pursuant to the Articles, the Proposed Appointments are subject to the approval by the Shareholders at the EGM.

The biographical details of each of Ms. Luo and Mr. Zhang are set out in Appendix to this circular.

If Ms. Luo's appointment as a non-executive Director is approved by the Shareholders, Ms. Luo will enter into a letter of appointment with the Company for a term of service for the period from the date of the passing of the relevant resolution at the EGM to the expiry of the term of office of the first session of the Board (i.e. 13 December 2023). Ms. Luo will not be entitled to any director's emoluments.

LETTER FROM THE BOARD

If Mr. Zhang's appointment as an executive Director is approved by the Shareholders, Mr. Zhang will enter into a service contract with the Company for a term of service for the period from the date of the passing of the relevant resolution at the EGM to the expiry of the term of office of the first session of the Board (i.e. 13 December 2023). Mr. Zhang will not be entitled to any director's emoluments.

III. PROPOSED IMPLEMENTATION OF THE H SHARE FULL CIRCULATION BY THE COMPANY

Reference is made to the announcement of the Company dated 28 September 2022 regarding, among others, the Conversion and Listing.

As set out in such announcement, in view of the Guidelines, on 28 September 2022, the Board considered and approved the proposed H Share Full Circulation. Upon obtaining all relevant approvals (including approvals from the CSRC and the Stock Exchange) and having complied with all applicable laws, rules and regulations, the Unlisted Shares shall be converted into H Shares and the Company will apply for the listing of, and permission to deal in, such H Shares on the Main Board of the Stock Exchange. According to the Articles, the Conversion and Listing shall be considered and approved by a special resolution at each of the (i) class meeting for holders of H Shares; and (ii) general meeting of the Company.

Details of the H Share Full Circulation are as follows:

1. Scope of shares that can be applied for conversion into H Shares

All Unlisted Shares can apply for conversion into H Shares.

2. The intention of the application for the H Share Full Circulation

As at the Latest Practicable Date, the total number of issued Shares is 66,990,867 Shares. The total number of H Shares in issue is 16,990,867 Shares, accounting for approximately 25.36% of the total number of issued Shares. The total number of Unlisted Shares in issue is 50,000,000 Shares, accounting for approximately 74.64% of the total number of issued Shares.

After communication with all shareholders holding the Unlisted Shares, as at the Latest Practicable Date, all the Unlisted Shares (i.e. 50,000,000 Shares) are proposed to apply for the H Share Full Circulation, accounting for approximately 74.64% of the total number of issued Shares. Upon completion of the H Share Full Circulation, the total number of H Shares shall become 66,990,867 Shares, accounting for 100.0% of the total number of issued Shares.

Each of (i) Tianjin Chengfang Corporate Management Consultant Company Limited* (天津澄方企業管理諮詢有限公司), holder of 25,520,000 Domestic Shares; (ii) Tianjin Shengyihe Management Consulting Partnership Enterprise (Limited Partnership)* (天津盛益合企業管理諮詢合夥企業(有限合夥)), holder of 4,990,000 Domestic Shares; (iii) Kingdom Vast Limited, holder of 12,705,000 Unlisted Foreign

LETTER FROM THE BOARD

Shares; and (iv) Harvest Property Management Investment Limited, holder of 6,785,000 Unlisted Foreign Shares, intend to participate in the H Share Full Circulation.

3. Completion time of the H Share Full Circulation

The Company will complete the H Share Full Circulation as and when appropriate within the validity period of the approval documents obtained from the CSRC in relation to the H Share Full Circulation and within 24 months after the passing of the relevant resolution(s) of the H Share Full Circulation at the class meeting and the general meeting.

4. Conditions for the H Share Full Circulation

The H Share Full Circulation is subject to the fulfilment of the following conditions precedent:

- (1) the approval of the proposed H Share Full Circulation of relevant class of shares having been obtained at the class meeting; and the approval of the proposed H Share Full Circulation having been obtained at the general meeting;
- (2) the approval of the proposed H Share Full Circulation by the CSRC and any other relevant PRC administrative and regulatory authority; and
- (3) the listing committee of the Stock Exchange granting the listing of, and permission to deal in, all the H Shares converted from the H Share Full Circulation.

As at the Latest Practicable Date, the Company has not applied to the CSRC for the H Share Full Circulation and details of the implementation plan of the H Share Full Circulation and the Conversion and Listing have not been finalised. The Company will make further announcement(s) on the progress of the H Share Full Circulation and the Conversion and Listing in accordance with the requirements of the Listing Rules.

The H Share Full Circulation and the Conversion and Listing are subject to other relevant procedures as required by the CSRC, the Stock Exchange and other domestic and overseas regulatory authorities. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

LETTER FROM THE BOARD

IV. EGM AND THE H SHARE CLASS MEETING

A notice convening the EGM and a notice of convening the H Share Class Meeting to be held at 4th Floor, Hall E, Dongyuan 1981, Nan'an District, Chongqing, the PRC on Monday, 31 October 2022 at 10:00 a.m. and 10:30 a.m. or immediately after the conclusion of the EGM, respectively are set out in this circular and their forms of proxy are also enclosed hereto.

Whether or not you intend to attend the EGM and/or the H Share Class Meeting, you are requested to complete the accompanying relevant 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 1981, 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 EGM and/or H Share Class Meeting or any adjournment thereof. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjournment thereof if you so wish.

Pursuant to the Articles, for the purpose of holding the EGM and the H Share Class Meeting, the record date for determining the entitlement of members of the Shares to attend and vote at the EGM and/or the H Share Class Meeting will be fixed at the close of business of Wednesday, 19 October 2022. In order to be eligible to attend and vote at the EGM and/or the H Share Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, 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 1981, Nan'an District, Chongqing, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares) not later than 4:30 p.m. on Wednesday, 19 October 2022.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders and the H Shareholders at the EGM and the H Share Class Meeting, respectively, 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 resolution(s) proposed at the EGM and the H Share Class Meeting will be voted by poll.

V. RECOMMENDATION

The Directors consider that all matters proposed to be approved at the EGM and the H Share Class Meeting are in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution(s) to be proposed at the EGM and the H Share Class Meeting.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 and non-executive Director

* *For identification purposes only*

Set out below are the biographical details of Ms. Luo:

Ms. Luo Shaoying (羅韶穎), aged 48, obtained a bachelor's degree in business administration from the University of Georgia, the United States of America in March 1998. Ms. Luo has been appointed as a director and the vice chairman of Dima since May 2016. In August 2018, Ms. Luo was redesignated as the chairman of Dima. In May 2019, she was also appointed as the chief executive officer of Dima. Between December 2012 and July 2022, Ms. Luo was a director of Doyen International Holdings Limited, a company whose issued shares are listed on the Stock Exchange (stock code: 668).

Ms. Luo was awarded the “Top 10 Philanthropic People” by the Chongqing Daily 2020 Annual Charity Awards and “China Philanthropic People” in the 2020 China Annual Conference on Philanthropy. She was also awarded the title of the “National March 8th Red-Banner Pacesetter” (全國三八紅旗手) by the All-China Women's Federation in 2022.

Ms. Luo is a sister of Mr. Lo Siu Yu, who is a substantial shareholder (as defined under the Listing Rules) of the Company; and a sister-in-law of Ms. Zhao Jiehong, who is the spouse of Mr. Lo Siu Yu and a substantial shareholder (as defined under the Listing Rules) of the Company.

Set out below are the biographical details of Mr. Zhang:

Mr. Zhang Aiming (張愛明), aged 48, obtained a master's degree in professional accountancy from The Chinese University of Hong Kong in December 2008. He also became a certified public accountant in June 2002 and a certified internal auditor in November 2002.

Between March 2012 and May 2022, Mr. Zhang held various roles at Dima. He served as the chief financial officer of Dima between March 2012 to April 2013, the secretary of the board of directors of Dima between April 2013 and May 2019, and a vice chief executive officer of Dima between March 2021 and May 2022. Prior to joining Dima, Mr. Zhang also worked in various property developers and property management companies in the PRC.

Save as disclosed above, (i) Ms. Luo and Mr. Zhang have not held any directorships in any other listed public companies in the last three years immediately prior to the Latest Practicable Date; (ii) they do not have any relationships with any Directors, supervisors of the Company, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) they do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iv) they have not held any positions with any members of the Group; and (v) there is no other information relating to the Proposed Appointments that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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 at 4th Floor, Hall E, Dongyuan 1981, Nan’an District, Chongqing, the People’s Republic of China (the “PRC”) at 10:00 a.m. on Monday, 31 October 2022 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the appointment of Ms. Luo Shaoying as a non-executive director of the Company (the “**Director**”) be and is hereby considered and approved, with effect from the date on which this resolution is passed for a term of service for the period from the date on which this resolution is passed to the expiry of the term of office of the first session of the board of Directors (the “**Board**”) (i.e. 13 December 2023);

THAT any Director be and is hereby authorised to sign on behalf of the Company the Director’s letter of appointment with Ms. Luo Shaoying; and

THAT the Board be and is hereby authorised to determine her remuneration.”

2. **“THAT** the appointment of Mr. Zhang Aiming as an executive Director be and is hereby considered and approved, with effect from the date on which this resolution is passed for a term of service for the period from the date on which this resolution is passed to the expiry of the term of office of the first session of the Board (i.e. 13 December 2023);

THAT any Director be and is hereby authorised to sign on behalf of the Company the Director’s service contract with Mr. Zhang Aiming; and

THAT the Board be and is hereby authorised to determine his remuneration.”

* For identification purposes only

NOTICE OF EGM

SPECIAL RESOLUTION

3. “**THAT** the proposed H Share Full Circulation (as defined in the circular of the Company dated 14 October 2022 (the “**Circular**”)) be and is hereby considered and approved; and

THAT any Director be and is hereby authorised to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (as defined in the Circular) and the Conversion and Listing (as defined in the Circular) or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

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 and non-executive Director

Chongqing, PRC, 14 October 2022

* *For identification purposes only*

Notes:

1. Unless the context otherwise stated, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.
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.
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 4th Floor, Hall E, Dongyuan 1981, 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 EGM 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 is 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.

NOTICE OF EGM

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 Shares to attend and vote at the EGM will be fixed at the close of business of Wednesday 19 October 2022. 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 (for holders of H Shares) or to the Company's office in the PRC at 4th Floor, Hall E, Dongyuan 1981, Nan'an District, Chongqing, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares) not later than 4:30 p.m. on Wednesday, 19 October 2022.
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 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 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 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 EGM.
10. The form of proxy for use at the EGM is enclosed herewith.

As of the date of this notice, the Board comprises Mr. Heng Qingda and Mr. Fan Dong as executive Directors; 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.

NOTICE OF THE H SHARE CLASS MEETING



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 second H share class meeting (the “**H Share Class Meeting**”) 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 4th Floor, Hall E, Dongyuan 1981, Nan’an District, Chongqing, the People’s Republic of China (the “**PRC**”) at 10:30 a.m., or immediately after the conclusion of the extraordinary general meeting of the Company, on Monday, 31 October 2022 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

“**THAT** the proposed H Share Full Circulation (as defined in the circular of the Company dated 14 October 2022 (the “**Circular**”)) be and is hereby considered and approved; and

THAT any director of the Company (the “**Director**”) be and is hereby authorised to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (as defined in the Circular) and the Conversion and Listing (as defined in the Circular) or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

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 and non-executive Director

Chongqing, PRC, 14 October 2022

* For identification purposes only

NOTICE OF THE H SHARE CLASS MEETING

Notes:

1. Unless the context otherwise stated, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.
2. Any H Shareholder entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more persons (whether such person is an H 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 as soon as possible and in any event not later than 24 hours prior to the H Share Class Meeting 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 H Share Class Meeting on its behalf. If the H Shareholder is a recognised clearing house (or its agent), the H Shareholder may authorise one or more suitable persons to act as its representative at the H Share Class Meeting; however, if more than one person is authorised, the proxy form shall clearly indicate the number of H 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 H 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 H Share Class Meeting.

4. The record date for determining the entitlement of members of the H Shares to attend and vote at the H Share Class Meeting will be fixed at the close of business of Wednesday 19 October 2022. In order to be eligible to attend and vote at the H Share Class Meeting, 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 Wednesday, 19 October 2022.
5. Completion and return of an instrument appointing a proxy will not preclude an H Shareholder from attending and voting in person at the H Share Class Meeting 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 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.
7. H Shareholders attending the H Share Class Meeting 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. H Shareholders or their proxies shall present their identity documents when attending the H Share Class Meeting. If an attending H 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 H Shareholder for appointing such person to attend the H Share Class Meeting.

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10. The form of proxy for use at the H Share Class Meeting is enclosed herewith.

As of the date of this notice, the Board comprises Mr. Heng Qingda and Mr. Fan Dong as executive Directors; 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.