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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) POLL RESULTS OF THE EGM AND THE H SHARE CLASS MEETING HELD ON 31 OCTOBER 2022; AND (2) CHANGE OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD, AUTHORISED REPRESENTATIVE, CO-CEO AND COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular (the “**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**”), in relation to, among others, the proposed change of Directors and the proposed implementation of the H Share Full Circulation by the Company, the notice of EGM (the “**EGM Notice**”) and the notice of the H Share Class Meeting (the “**H Share Class Meeting Notice**”) all dated 14 October 2022. Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

At the EGM and the H Share Class Meeting held on 31 October 2022, Ms. Yi Lin (“**Ms. Yi**”), the chairman of the Board and non-executive Director, acted as the chairman of the EGM and the H Share Class Meeting. The executive Directors, namely, Mr. Heng and Mr. Fan Dong, the non-executive Directors, namely, Ms. Yi and Mr. Chen, and the independent non-executive Directors, namely, Ms. Cai Ying, Mr. Wang Susheng and Mr. Song Deliang attended each of the EGM and the H Share Class Meeting.

During the EGM and the H Share Class Meeting, all the proposed resolutions set out in the EGM Notice and the H Share Class Meeting Notice dated 14 October 2022 were taken by poll. Beijing Dentons Law Office, LLP (Chongqing) and Computershare Hong Kong Investor Services Limited acted as the scrutineers and were responsible for vote counting at the EGM and the H Share Class Meeting. The Board is pleased to announce that all the resolutions set out in the EGM Notice and the H Share Class Meeting Notice were duly passed.

\* *For identification purposes only*

## Poll results of the EGM

The poll results are as follows:

ORDINARY RESOLUTIONS	Number of votes and percentage of total voting shares	
	FOR	AGAINST
1. To approve the appointment of Ms. Luo Shaoying as a non-executive Director 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; and to authorise any Director to sign on behalf of the Company the letter of appointment with Ms. Luo Shaoying; and to authorise the Board to determine her remuneration.	57,478,000 (100%)	0 (0%)
2. To approve the appointment of Mr. Zhang Aiming as an executive Director, 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; and to authorise any Director to sign on behalf of the Company the service contract with Mr. Zhang Aiming; and to authorise the Board to determine his remuneration.	57,478,000 (100%)	0 (0%)
<b>SPECIAL RESOLUTION</b>		
3. To approve the proposed H Share Full Circulation; and to authorise any Director to complete 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 and the Conversion and Listing or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.	57,478,000 (100%)	0 (0%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 2, the resolutions were duly passed as ordinary resolutions.
- (b) As at least two-thirds of the votes were cast in favour of the special resolution numbered 3, such resolution was duly passed as a special resolution.
- (c) As at the date of the EGM, the total number of issued Shares and the total number of Shares entitling the holders to attend to vote on the resolutions at the EGM was 66,990,867 Shares, comprising 30,510,000 Domestic Shares, 19,490,000 Unlisted Foreign Shares and 16,990,867 H Shares.
- (d) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.
- (e) None of the Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) None of the Shareholders have previously stated their intention to vote against or to abstain from voting on any of the resolutions at the EGM.
- (g) No Shareholder has abstained from voting on any resolution at the EGM.
- (h) The EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles.
- (i) The Company's PRC legal advisers, Beijing Dentons Law Office, LLP (Chongqing), and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

**Poll results of the H Share Class Meeting**

The poll results is as follows:

SPECIAL RESOLUTION	Number of votes and percentage of total voting shares	
	FOR	AGAINST
1. To approve the proposed H Share Full Circulation; and to authorise any Director to complete 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 and the Conversion and Listing or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.	7,478,000 (100%)	0 (0%)

*Notes:*

- (a) As at least two-thirds of the votes were cast in favour of the special resolution, such resolution was duly passed as a special resolution.
- (b) As at the date of the H Share Class Meeting, the total number of issued H Shares entitling the H Shareholders to attend to vote on the resolution at the H Share Class Meeting was 16,990,867 H Shares.
- (c) There were no H Shares entitling the holder to attend and abstain from voting in favour of the resolution at the H Share Class Meeting as set out in Rule 13.40 of the Listing Rules.
- (d) None of the H Shareholders were required under the Listing Rules to abstain from voting on the resolution at the H Share Class Meeting.
- (e) None of the H Shareholders have previously stated their intention to vote against or to abstain from voting on any of the resolutions at the H Share Class Meeting.
- (f) No H Shareholder has abstained from voting on any resolution at the H Share Class Meeting.
- (g) The H Share Class Meeting was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles.
- (h) The Company's PRC legal advisers, Beijing Dentons Law Office, LLP (Chongqing), and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the H Share Class Meeting.

**CHANGE OF DIRECTORS, CHAIRMAN AND VICE CHAIRMAN OF THE BOARD, AUTHORISED REPRESENTATIVE, CO-CEO AND COMPOSITION OF BOARD COMMITTEES**

As disclosed in the Circular, the Resignations of each of Mr. Heng and Mr. Chen became effective upon (i) the conclusion of the EGM; and (ii) the approval of the appointments of Ms. Luo and Mr. Zhang by the Shareholders. The Board would like to take this opportunity to express its sincere gratitude to Mr. Heng and Mr. Chen for their contributions to the Company during their respective terms of office.

The Board is pleased to announce that Ms. Luo and Mr. Zhang have been appointed as a non-executive Director and an executive Director, respectively, with effect from the conclusion of the EGM. The biographical details of each of Ms. Luo and Mr. Zhang were set out in the Circular. As at the date of this announcement, such biographical details remain unchanged.

Ms. Luo and Mr. Zhang will enter into a letter of appointment and service contract, respectively, with the Company for a term of service for the period from 31 October 2022 to the expiry of the term of office of the first session of the Board (i.e. 13 December 2023). The Board would also like to take this opportunity to extend a warm welcome to Ms. Luo and Mr. Zhang in joining the Company.

As disclosed in the announcement of the Company dated 28 September 2022 regarding, among others, the Resignations and the Proposed Appointments, the following changes became effective upon (i) the approval of the appointments of Ms. Luo and Mr. Zhang by the Shareholders at the EGM; and (ii) the Resignations becoming effective:

- (1) Ms. Yi ceased to be the chairman of the Board and Ms. Luo was appointed as the chairman of the Board;
- (2) Mr. Heng ceased to be the vice-chairman of the Board and Mr. Zhang was appointed as the vice-chairman of the Board;
- (3) Mr. Heng ceased to be an Authorised Representative and Mr. Zhang was appointed as an Authorised Representative;
- (4) Mr. Heng ceased to be a co-chief executive officer of the Company (“Co-CEO”) and Mr. Zhang was appointed as a Co-CEO;
- (5) Ms. Yi ceased to be a member of the audit committee of the Board (“Audit Committee”) and Ms. Luo was appointed as a member of the Audit Committee;
- (6) Mr. Chen ceased to be a member of the Remuneration Committee and Ms. Yi was appointed as a member of the Remuneration Committee; and
- (7) Ms. Yi ceased to be a member and the chairman of the nomination committee of the Board (“Nomination Committee”) and Ms. Luo was appointed as a member and the chairman of the Nomination Committee.

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  
**Ms. Luo Shaoying**  
*Chairman and non-executive Director*

The PRC, 31 October 2022

*Upon conclusion of the EGM and the H Share Class Meeting held on the date of this announcement, the Board comprises Mr. Zhang Aiming and Mr. Fan Dong as executive 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.*

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