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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)**

## **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) 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**”, together with its subsidiaries, the “**Group**”) hereby announces that Ms. Cai Ying (“**Ms. Cai**”) has tendered her resignation to the Company as an independent non-executive Director, and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board in order to devote more time to her other commitments.

Ms. Cai’s resignation shall become effective upon (i) the conclusion of the forthcoming annual general meeting (the “**AGM**”) to be convened by the Company; and (ii) the approval of the appointment of Mr. Lu Youhua (呂有華) (“**Mr. Lu**”) as an independent non-executive Director by the shareholders of the Company (the “**Shareholders**”) at the AGM.

Ms. Cai has confirmed that she has no disagreements with the Board and there is no matter that needs to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in connection with her resignation. The Board is also not aware of other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

## PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Lu has been nominated by the second session of the Board as a candidate for election at the AGM as an independent non-executive Director of the second session of the Board. Pursuant to the articles of association of the Company, such proposed appointment is subject to the approval by the Shareholders at the AGM. Upon Mr. Lu's appointment as an independent non-executive Director taking effect, Mr. Lu will also be appointed as a member of each of the Remuneration Committee and the Nomination Committee.

Set out below is the biographical details of Mr. Lu:

**Mr. Lu Youhua (呂有華)**, aged 53, obtained a bachelor's degree in accounting from Nanjing Institute of Economics\* (南京經濟學院), which is currently known as Nanjing University of Finance and Economics (南京財經大學), in December 1994. He also became a certified public accountant in the People's Republic of China (the "PRC") in March 1999 and a certified asset valuer in the PRC in August 2004.

Mr. Lu has more than 25 years of experience in the accounting field. Since January 2000, he has been an accountant at Jiangsu Tiancheng Certified Public Accountants Co., Ltd.\* (江蘇天誠會計師事務所有限公司) ("**Jiangsu Tiancheng**"). As at the date of this announcement, Mr. Lu is currently a deputy general manager of Jiangsu Tiancheng.

Between October 2022 and October 2024, Mr. Lu was an independent director of Dima Holdings Co., Ltd.\* (重慶市迪馬實業股份有限公司), a company which was previously listed on The Shanghai Stock Exchange of the PRC.

If Mr. Lu's appointment as an independent non-executive Director is approved by the Shareholders, Mr. Lu will enter into a letter of appointment with the Company for a term of office for the period from the date immediately following the passing of the relevant resolution at the AGM to the expiry of the term of office of the second session of the Board (i.e. 13 December 2026). It is proposed that Mr. Lu will be entitled to a remuneration of HK\$250,000 per annum, which has been determined by the Board upon recommendation of the Remuneration Committee with reference to his experience and duties with the Company and prevailing market conditions.

Save as disclosed herein, as at the date of this announcement, Mr. Lu (i) did not have any relationship with any Directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not hold other positions with the Company or any of its subsidiaries.

Mr. Lu has also confirmed (i) he has satisfied all the criteria for independence as set out in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) he is not aware of any factor that affects or may affect his independence in acting as an independent non-executive Director at the time of his appointment.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders relating to the proposed appointment of Mr. Lu.

## **ANNUAL GENERAL MEETING**

The AGM will be convened to consider and, if thought fit, to approve, among others, the proposed appointment of Mr. Lu. A circular containing, among others, further details of the resignation of Ms. Cai and proposed appointment of Mr. Lu, as well as the notice of the AGM will be published on the Company’s website at [www.dowellservice.com](http://www.dowellservice.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) in due course and will be despatched to the Shareholders as required.

By order of the Board  
**東原仁知城市運營服務集團股份有限公司**  
**DOWELL SERVICE GROUP CO. LIMITED\***  
**Ms. Luo Shaoying**  
*Chairman and non-executive Director*

The PRC, 31 March 2025

As at the date of this announcement, the Board comprises Mr. Zhang Aiming and Mr. Fan Dong as executive Directors, whom also act as employee 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.

\* *For identification purpose only*