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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 ANNUAL GENERAL MEETING HELD ON 10 JUNE 2025;  
(2) DISTRIBUTION OF FINAL DIVIDEND FOR 2024; AND  
(3) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
COMPOSITION OF BOARD COMMITTEES**

**POLL RESULTS OF THE AGM**

Reference is made to the circular (the “**AGM 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**”) and the notice of the annual general meeting of the Company (the “**AGM**”) both dated 13 May 2025. Terms used herein shall have the same meanings as defined in the AGM Circular.

At the AGM held on 10 June 2025, Ms. Luo Shaoying (“**Ms. Luo**”), the chairman of the Board and non-executive Director, acted as the chairman of the AGM. The executive Directors, namely, Mr. Zhang Aiming and Mr. Fan Dong, the non-executive Directors, namely, Ms. Luo and Ms. Yi Lin, and the independent non-executive Directors, namely, Ms. Cai Ying and Mr. Song Deliang attended the AGM either in person or by electronic means. Mr. Wang Susheng, an independent non-executive Director, was unable to attend the AGM due to other work arrangements.

During the AGM, all the proposed resolutions set out in the notice of the AGM were taken by poll. Ms. Tan Liang, supervisor of the Company, Zhong Lun Law Firm and Computershare Hong Kong Investor Services Limited acted as the scrutineers and were responsible for vote counting at the AGM. The Board is pleased to announce that all the resolutions set out in the notice of the AGM were duly passed.

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of total voting shares	
		FOR	AGAINST
1.	To consider and approve the 2024 Report of the Board.	49,900,000 (100.0%)	0 (0.0%)
2.	To consider and approve the 2024 Report of the Supervisory Board.	49,900,000 (100.0%)	0 (0.0%)
3.	To consider and approve the 2024 Audited Consolidated Financial Statements.	49,900,000 (100.0%)	0 (0.0%)
4.	To consider and approve the 2024 Annual Report.	49,900,000 (100.0%)	0 (0.0%)
5.	To consider and approve the profit distribution plan for the year ended 31 December 2024 (proposed a final dividend of RMB0.03 per H Share (tax inclusive)).	49,900,000 (100.0%)	0 (0.0%)
6.	To consider and approve the re-appointment of BDO Limited as the financial report auditor of the Company for 2025, 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 auditors.	49,900,000 (100.0%)	0 (0.0%)
7.	To consider and approve the appointment of Mr. Lu Youhua as an independent non-executive Director of the Company.	49,900,000 (100.0%)	0 (0.0%)
8.	To authorise the Board to fix the remuneration of each Director.	49,900,000 (100.0%)	0 (0.0%)
9.	To authorise the Board to fix the remuneration of each Supervisor.	49,900,000 (100.0%)	0 (0.0%)

*Notes:*

- (a) As a majority of the votes was cast in favour of all of the ordinary resolutions, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of issued shares of the Company and the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 66,990,867 H shares. As at the date of the AGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited (“CCASS”)) and as such no voting rights of treasury shares have been exercised at the AGM; and (ii) no H Shares repurchased by the Company which are pending cancellation.

- (c) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.
- (d) None of the Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the Shareholders have previously stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.
- (g) Ms. Tan Liang, supervisor of the Company, the Company's PRC legal advisers, Zhong Lun Law Firm, and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineers for the vote-taking at the AGM.

## **DISTRIBUTION OF FINAL DIVIDEND FOR 2024**

At the AGM, the resolution regarding the proposed Final Dividend of the Company for 2024 was duly approved by the Shareholders. The Company will distribute a final dividend of RMB0.03 per Share in cash (tax inclusive) for the year ended 31 December 2024 to the Shareholders whose names appear on the register of members of the Company at the close of business of Friday, 13 June 2025. The Final Dividend payable to Shareholders has been declared in RMB and will be paid in HK dollars, the exchange rate of which has been calculated based on the average exchange rate of RMB against HK dollars published by the People's Bank of China seven days prior to the AGM, being approximately RMB1.0000: HK\$1.0917. Accordingly, the Final Dividend per H Share is approximately HK\$0.0328 (tax inclusive). The Final Dividend will be paid on Friday, 8 August 2025. For details of the payment of Final Dividend and the relevant taxation, please refer to the paragraph headed "Letter from the Board – VI. 2024 profit distribution plan" of the AGM Circular.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES**

As disclosed in the announcement of the Company dated 31 March 2025 (the "**Announcement**"), the resignation of Ms. Cai Ying ("**Ms. Cai**") shall become effective upon (i) the conclusion of the AGM; and (ii) the approval of the appointment of Mr. Lu as an independent non-executive Director by the Shareholders at the AGM. The Board would like to take this opportunity to express its sincere gratitude to Ms. Cai for her contributions to the Company during her term of office.

The Board is pleased to announce that Mr. Lu has been appointed as an independent non-executive Director with effect from 11 June 2025. The biographical details of Mr. Lu was set out in the AGM Circular. As at the date of this announcement, his biographical details remain unchanged.

Mr. Lu will enter into a letter of appointment with the Company for a term of service for the period from 11 June 2025 to the expiry of the term of office of the second session of the Board (i.e. 13 December 2026). The Board would like to take this opportunity to extend a warm welcome to Mr. Lu in joining the Company.

As disclosed in the Announcement, the following changes will become effective upon the appointment of Mr. Lu as an independent non-executive Director taking effect:

- (1) Ms. Cai will cease to be a member of the Remuneration Committee and Mr. Lu will be appointed as a member of the Remuneration Committee; and
- (2) Ms. Cai will cease to be a member of the Nomination Committee and Mr. Lu will be appointed as a member of the Nomination Committee.

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, 10 June 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*