

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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) RE-DESIGNATION OF DIRECTOR;**
- (2) CHANGE OF COMPOSITION OF AUDIT COMMITTEE;**
- (3) PROPOSED RE-DESIGNATION AND CHANGE OF DIRECTORS; AND**
- (4) PROPOSED CHANGE OF SUPERVISOR**

#### **RE-DESIGNATION OF DIRECTOR AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE**

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. Luo Shaoying (“**Ms. Luo**”) has been re-designated from a non-executive Director to an executive Director with effect from 7 November 2025 (the “**Re-designation**”).

Due to the Company’s strategic development and operational management needs, Ms. Luo will take charge of the overall management of the Company. Due to Ms. Luo’s increased involvement in the day-to-day management of the Company, the Board proposed that Ms. Luo be re-designated as an executive Director. Upon the Re-designation, and due to changes in operational management needs, Ms. Luo has resigned as a member of the audit committee of the Board (the “**Audit Committee**”). Mr. Lu Youhua, an independent non-executive Director, shall succeed Ms. Luo as a member of the Audit Committee.

Ms. Luo has confirmed that she has no disagreement with the Board and that she was not aware of other matters that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in connection with her resignation as a member of the Audit Committee.

The biographical details of Ms. Luo are set out as follows:

Ms. Luo Shaoying (羅韶穎), aged 52, is currently a non-executive Director, the chairlady of the Board, a member of the audit committee of the Company and the chairlady of the nomination committee of the Board. She was appointed as a non-executive Director in October 2022 and was re-elected as a non-executive Director in December 2023. Between May 2016 and April 2025, Ms. Luo served as a director of Dima Holdings Co., Ltd.\* (重慶市迪馬實業股份有限公司) (“**Dima**”), a company previously listed on the Shanghai Stock Exchange, and a substantial shareholder of the Company. In particular, Ms. Luo was the chairlady of Dima between August 2018 and November 2022, and the chief executive officer of Dima between May 2019 and April 2025. Between December 2012 and July 2022, Ms. Luo was a director of Doyen International Holdings Limited, a company previously listed on the Main Board of the Stock Exchange.

Ms. Luo obtained a bachelor’s degree in business administration from the University of Georgia, the U.S. in March 1998. She 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” by the All-China Women’s Federation in 2022.

Ms. Luo is a sister of Mr. Lo Siu Yu, who is a substantial shareholder of the Company; and a sister-in-law of Ms. Chiu Kit Hung, who is the spouse of Mr. Lo Siu Yu and a substantial shareholder of the Company.

As at the date of this announcement, Ms. Luo held 787,200 H shares of the Company.

Ms. Luo will enter into a service contract with the Company for a term of service for the period from 7 November 2025 to the expiry of the term of office of the second session of the Board (i.e. 13 December 2026). Ms. Luo will be entitled to a director’s fee of HK\$250,000 per annum, which has been determined by the Board upon recommendation of the remuneration committee of the Board (the “**Remuneration Committee**”) with reference to her experience and duties with the Company and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, (i) Ms. Luo did not have any relationship with any Directors, supervisors of the Company (the “**Supervisor**”), senior management or substantial or controlling Shareholders; (ii) she did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) she 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) she did not hold other positions with other members of the Group.

Save as disclosed, there is no other information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange relating to the Re-designation and there is no other matter that needs to be brought to the attention of the Shareholders.

## PROPOSED RE-DESIGNATION AND CHANGE OF DIRECTORS

The Board is pleased to announce that Ms. Yi Lin (“**Ms. Yi**”) has been elected by the Company’s employee meeting as an employee Director (whom shall also act as an executive Director) (the “**Employee Director Re-Designation**”) to succeed Mr. Fan Dong (“**Mr. Fan**”). Accordingly, Ms. Yi will be re-designated as an employee Director (whom shall also act as an executive Director) upon the Employee Director Re-designation taking effect. The Employee Director Re-Designation will take effect upon (i) the conclusion of the forthcoming extraordinary general meeting (the “**EGM**”) to be convened by the Company; and (ii) the approval of the appointment of Mr. Hu Xiaolin (胡小林) (“**Mr. Hu**”) as a non-executive Director by the Shareholders at the EGM. Upon the Employee Director Re-Designation taking effect, Mr. Fan will resign as an executive Director and an employee Director in order to devote more time to his other commitments.

Mr. Fan has confirmed that he has no disagreement with the Board and that he was not aware of other matters that need to be brought to the attention of the shareholders of the Company and The Stock Exchange in connection with the Employee Director Re-designation, and his resignation as an executive Director and an employee Director.

The biographical details of Ms. Yi are set out as follows:

Ms. Yi Lin (易琳), aged 52, is currently a non-executive Director and a member of the Remuneration Committee. She was appointed as a non-executive Director in December 2020 and was re-elected as a non-executive Director in December 2023. Between December 2020 and October 2022, she was the chairlady of the Board. She obtained a bachelor’s degree in accounting from Chongqing University in the PRC in June 1995. She further obtained a master’s degree in accounting from Shanghai University of Finance and Economics in the PRC in September 2002.

Ms. Yi has over 19 years of experience in financial management and accounting. From August 2006 to December 2007, Ms. Yi served as the general manager of the finance department of Chongqing Doyen Holdings Group Co., Ltd.\* (重慶東銀控股集團有限公司) and was responsible for coordinating the daily operation of the finance department. Since January 2008, Ms. Yi has served as the chief finance officer of Dongyuan Property Development Group Company Limited\* (東原房地產開發集團有限公司), a subsidiary of Dima. From April 2010 to March 2012, Ms. Yi served as the chief finance officer of Dima. From March 2012 to April 2013, Ms. Yi served as a vice general manager and the secretary of the board of directors of Dima. From April 2013 to May 2014, Ms. Yi served as the general manager of Dima. Between April 2013 and April 2025, Ms. Yi served as a director of Dima. Between May 2014 and April 2025, Ms. Yi also served as the vice chief executive officer and the head of finance department of Dima.

Upon Ms. Yi's appointment as an employee Director (whom shall also act as an executive Director) being effective, Ms. Yi will enter into a service contract with the Company for a term of service for the period from the effective date of her appointment as an employee Director (whom shall also act as an executive Director) to the expiry of the term of office of the second session of the Board (i.e. 13 December 2026). Ms. Yi's election as an employee Director does not require the approval of the Shareholders at a general meeting. Ms. Yi will be entitled to a director's fee of HK\$250,000 per annum, which has been determined by the Board upon recommendation of the Remuneration Committee with reference to her experience and duties with the Company and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, (i) Ms. Yi did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders; (ii) she did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) she 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) she did not hold other positions with other members of the Group.

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 Employee Director Re-Designation.

The Board also announces that Mr. Hu has been nominated by the second session of the Board as a candidate for election at the EGM as a 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 EGM. Upon his appointment as a non-executive Director being approved by the Shareholders at the EGM, Mr. Hu will also be appointed as a member of the Remuneration Committee.

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

Mr. Hu Xiaolin (胡小林), aged 48, completed the National Higher Education Accounting Diploma Examination\* (國家高等教育會計專業專科考試) at the Southwestern University of Finance and Economics\* (西南財經大學) in June 1996 and completed his part-time study of business administration at the Chongqing Technology and Business University (重慶工商大學) in January 2009. In December 2012, Mr. Hu was recognised as a senior accountant by the Chongqing Municipal Social Talent Professional Title Reform Office\* (重慶市社會人才職稱改革辦公室). Mr. Hu became a certified public accountant in the People's Republic of China (the "PRC") in April 2004, certified public valuer in the PRC in September 2006 and a certified registered tax agent in the PRC in June 2007. Mr. Hu also obtained legal professional qualification in the PRC in April 2021.

Between January 2004 and March 2011, Mr. Hu was employed as the project manager and deputy department manager at Chongqing Ruiertian Enterprise Management Consulting Co., Ltd.\* (重慶瑞而天企業管理諮詢有限公司) (previously known as Chongqing Zhongrui Accounting Firm Co., Ltd.\* (重慶中瑞會計師事務所有限公司)). Since April 2011, Mr. Hu has been employed as the finance manager and financial director at Chongqing Chaofenglian Materials Co., Ltd.\* (重慶潮豐聯物資有限公司), a substantial shareholder of the Company.

If Mr. Hu's appointment as a non-executive Director is approved by the Shareholders, Mr. Hu will enter into a letter of appointment with the Company for a term of service for the period from the date immediately following the passing of the relevant resolution at the EGM 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. Hu will be entitled to a director's fee 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 prevailing market conditions.

Save as disclosed herein, as at the date of this announcement, Mr. Hu (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 or underlying 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.

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. Hu.

## RESIGNATION OF SUPERVISOR

The Board and the supervisory board of the Company (the "**Supervisory Board**") further announces that Mr. Mao Dun ("**Mr. Mao**") has tendered his resignation to the Company as a Supervisor and the chairman of the Supervisory Board in order to devote more time to his other commitments.

Mr. Mao's resignation shall become effective upon (i) the conclusion of the EGM; and (ii) the approval of the appointment of Ms. Wang Kan (王侃) ("**Ms. Wang**") as a Supervisor by the Shareholders at the EGM.

Mr. Mao has confirmed that he has no disagreements with the Board and the Supervisory Board and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with his resignation. The Board and the Supervisory Board are also not aware of other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

## PROPOSED APPOINTMENT OF SUPERVISOR

The Board and the Supervisory Board announces that Ms. Wang has been nominated by the second session of the Supervisory Board as a candidate for election at the EGM as a Supervisor of the second session of the Supervisory Board. Pursuant to the articles of association of the Company, such proposed appointment is subject to the approval by the Shareholders at the EGM. Subject to Ms. Wang's appointment as a Supervisor, Ms. Wang shall succeed Mr. Mao as the chairman of the Supervisory Board.

Set out below is the biographical details of Ms. Wang:

Ms. Wang Kan (王侃), aged 30, obtained a bachelor's degree in social work from the Sichuan International Studies University\* (四川外國語大學) in June 2013. Between July 2013 and May 2022, Ms. Wang served as the deputy manager of compensation and performance at the human resources centre of the Company. Since June 2022, Ms. Wang has served as the human resources manager at Dima. Since April 2025, Ms. Wang also served as an employee representative supervisor of Dima.

If Ms. Wang's appointment as a Supervisor is approved by the Shareholders, Ms. Wang will enter into a letter of appointment with the Company for a term of service for the period from the date immediately following the passing of the relevant resolution at the EGM to the expiry of the term of office of the second session of the Supervisory Board (i.e. 13 December 2026). Ms. Wang will not be entitled to any supervisor's emolument.

Save as disclosed herein, as at the date of this announcement, Ms. Wang (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 or underlying 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.

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 Ms. Wang.

## EXTRAORDINARY GENERAL MEETING

The EGM will be convened to consider and, if thought fit, to approve, among others, the proposed appointment of Mr. Hu as a non-executive Director and Mr Wang as a supervisor. A circular containing, among others, further details of the resignations of Mr. Fan (as executive Director (whom also acts as an employee Director)) and Mr. Mao (as Supervisor) and proposed appointments of Mr. Hu (as non-executive Director) and Ms. Wang (as Supervisor), as well as the notice of the EGM will be despatched to the Shareholders as required and 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.

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 executive Director*

The PRC, 7 November 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 as executive Director, Ms. Yi Lin as non-executive Director, and Mr. Lu Youhua, Mr. Wang Susheng and Mr. Song Deliang as independent non-executive Directors.*

\* *For identification purpose only*