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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 EXTRAORDINARY GENERAL MEETING
HELD ON WEDNESDAY, 10 DECEMBER 2025;
(2) RE-DESIGNATION AND CHANGE OF DIRECTORS;
(3) CHANGE OF CO-CEO AND
COMPOSITION OF REMUNERATION COMMITTEE; AND
(4) CHANGE OF SUPERVISORS**

POLL RESULTS OF THE EGM

Reference is made to the circular (the “EGM Circular”) of the Company and the notice of the extraordinary general meeting of the Company (the “EGM”) both dated 19 November 2025. Terms used herein shall have the same meanings as defined in the EGM Circular.

At the EGM held on 10 December 2025, Ms. Luo Shaoying (“**Ms. Luo**”), the chairman of the Board and executive Director, acted as the chairman of the EGM. The other executive Directors, namely, Mr. Zhang Aiming and Mr. Fan Dong, the non-executive Director, Ms. Yi Lin, and the independent non-executive Directors, namely, Mr. Lu Youhua, Mr. Wang Susheng and Mr. Song Deliang attended the EGM in person or by video conference.

During the EGM, the proposed resolutions set out in the notice of the EGM 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 EGM. The Board is pleased to announce that the resolutions set out in the notice of the EGM were duly passed.

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of total voting shares	
		FOR	AGAINST
1.	“ THAT the appointment of Mr. Hu Xiaolin (胡小林) as a non-executive director of the Company (the “ Director ”) be and is hereby considered and approved, with effect from the date immediately following the EGM to the expiry of the term of office of the second session of the board of Directors (the “ Board ”) (i.e. 13 December 2026); THAT any Director be and is hereby authorised to sign on behalf of the Company the Director’s letter of appointment with Mr. Hu Xiaolin; and THAT the Board be and is hereby authorised to determine his remuneration.”	49,900,000 (100.0%)	0 (0.0%)
2.	“ THAT the appointment of Ms. Wang Kan (王侃) as a supervisor of the Company (the “ Supervisor ”) be and is hereby considered and approved, with effect from the date immediately following the EGM to the expiry of the term of office of the second session of the board of Supervisors (i.e. 13 December 2026); THAT any Director be and is hereby authorised to sign on behalf of the Company the Supervisor’s letter of appointment with Ms. Wang Kan; and THAT the Board be and is hereby authorised to determine her remuneration.”	49,900,000 (100.0%)	0 (0.0%)

Notes:

- (a) As a majority of the votes were cast in favour of the ordinary resolutions, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of issued shares of the Company and the total number of shares of the Company entitling the holders to attend to vote on the resolutions at the EGM was 66,990,867 H shares. As at the date of the EGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with 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 EGM; 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 EGM 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 EGM.

- (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 EGM.
- (f) The EGM 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 EGM.

RE-DESIGNATION AND CHANGE OF DIRECTORS

As set out in the EGM Circular, upon (i) the conclusion of the EGM; and (ii) the appointment of Mr. Hu as a non-executive Director, Ms. Yi shall succeed Mr. Fan as an employee Director (whom shall also act as an executive Director). Accordingly, Ms. Yi shall be redesignated from a non-executive Director to an employee Director (whom shall also act as an executive Director) with effect from 11 December 2025, upon Mr. Hu's appointment as a non-executive Director on 11 December 2025. Further, Mr. Fan shall resign as an executive Director and an employee Director in order to devote more time to his other commitments with effect from 11 December 2025.

For details of the biography of each of Ms. Yi and Mr. Hu, please refer to the announcement of the Company dated 7 November 2025. As at the date of this announcement, save as disclosed, Ms. Yi and Mr. Hu's biographical details remain unchanged.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Fan for his contribution to the Company during his terms of office, and would also like to take this opportunity to extend a warm welcome to Mr. Hu in joining the Company.

CHANGE OF CO-CEO AND COMPOSITION OF REMUNERATION COMMITTEE

The Board further announces that subsequent to the abovementioned re-designation and change of Directors becoming effective on 11 December 2025:

- (1) upon Mr. Fan's resignation as an executive Director and an employee Director, Mr. Fan shall also resign as a co-chief executive officer of the Company ("**Co-CEO**");
- (2) Ms. Luo shall succeed Mr. Fan as a Co-CEO;
- (3) due to the Company's strategic development and operational management needs, Mr. Zhang Aiming ("**Mr. Zhang**") shall resign as a Co-CEO;
- (4) Ms. Yi shall be appointed as a Co-CEO;

(5) Ms. Yi shall resign as a member of the Remuneration Committee; and

(6) Mr. Hu shall be appointed as a member of the Remuneration Committee;

Mr. Fan and Mr. Zhang have confirmed that they have no disagreements with the Board and that they were not aware of other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in connection with their resignation as Co-CEO.

Ms. Yi has also 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 and the Stock Exchange in connection with her resignation as a member of the Remuneration Committee.

Pursuant to Code Provision C.2.1 of Appendix C1 to the Listing Rules, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Although Ms. Luo acts as the chairman of the Board as well as a Co-CEO, given that (i) the role of the Company's chief executive is performed by two executive Directors, whereby Ms. Yi, being an executive Director and an employee Director also acts as a Co-CEO in addition to Ms. Luo; and (ii) Mr. Zhang, being an executive Director and an employee Director, acts as the vice-chairman of the Board, the Board is of the view that the Company continues to comply with Code Provision C.2.1 of Appendix C1 to the Listing Rules.

For details of the biography of Ms. Luo, please refer to the announcement of the Company dated 7 November 2025. As at the date of this announcement, save as disclosed, Ms. Luo's biographical details remain unchanged.

Each of Ms. Luo and Ms. Yi will further enter into a letter of appointment with the Company for a term of service for the period from 11 December 2025 to the expiry of the term of office of the second session of the Board (i.e. 13 December 2026), and will be entitled to remuneration of RMB2,880,000 and RMB2,400,000, respectively, to act as Co-CEO, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to her experience and duties with the Company and prevailing market conditions.

CHANGE OF SUPERVISORS

As set out in the EGM Circular, the resignation of Mr. Mao shall become effective upon (i) the conclusion of the EGM; and (ii) the approval of the proposed appointment of Ms. Wang as a Supervisor by the Shareholders. Accordingly, Ms. Wang shall be appointed as a Supervisor with effect from 11 December 2025, while Mr. Mao shall resign as a Supervisor and the chairman of the Supervisory Board in order to devote more time to his other commitments with effect from 11 December 2025.

For details of the biography of Ms. Wang, please refer to the announcement of the Company dated 7 November 2025. As at the date of this announcement, Ms. Wang's biographical details remain unchanged.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Mao for his contribution to the Company during his terms of office, and would also like to take this opportunity to extend a warm welcome to Ms. Wang in joining the Company.

Ms. Wang shall succeed Mr. Mao as the chairman of the Supervisory Board upon her appointment as a Supervisor.

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 executive Director

The PRC, 10 December 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*