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德銀天下股份有限公司
DEEWIN TIANXIA CO.,LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

**(1) VOTING RESULTS OF AGM, H SHARE CLASS MEETING AND DOMESTIC SHARE CLASS MEETING;
(2) PAYMENT OF THE 2022 FINAL DIVIDEND;
(3) CHANGES IN COMPOSITION OF THE BOARD; AND
(4) CHANGES IN COMPOSITION OF THE BOARD OF SUPERVISORS**

The Board is pleased to announce that the AGM, the H Share Class Meeting and the Domestic Share Class Meeting were held at 9:30 a.m. on Tuesday, 30 May 2023 to consider and approve the resolutions set out in the Notice.

(1) VOTING RESULTS OF AGM, H SHARE CLASS MEETING AND DOMESTIC SHARE CLASS MEETING

References are made to (i) the circular (the “**Circular**”) of Deewin Tianxia Co., Ltd (the “**Company**”) dated 27 April 2023; and (ii) the notices of the AGM, the H Share Class Meeting and the Domestic Share Class Meeting (collectively, the “**General Meetings**”) dated 27 April 2023 (collectively, the “**Notices**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Notices.

The board of directors of the Company (the “**Board**”) is pleased to announce that the AGM, the H Share Class Meeting and the Domestic Share Class Meeting were held in order at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC on Tuesday, 30 May 2023 starting from 9:30 a.m., during which all the resolutions set out in the Notices were duly considered and approved. As at the date of the General Meetings, the total number of issued Shares of the Company (the “**Shares**”) is 2,236,042,500.

For ordinary resolutions numbered 1 to 11 and special resolutions numbered 12.1 to 12.4 and 13.1 to 13.2 as set out in the AGM Notice, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 2,236,042,500. There were no Shares entitling the holders 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. The Shareholders in attendance either in person or by proxy at the AGM represented 1,629,112,500 Shares carrying voting rights, or 72.8570% of the total number of Shares carrying voting rights for the resolutions.

For the special resolutions as set out in the Notice of the H Share Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolutions at the H Share Class Meeting was 607,042,500. There were no Shares entitling the holders to attend and abstain from voting in favour of the special resolutions at the H Share Class Meeting as set out in Rule 13.40 of the Listing Rules. The Shareholders in attendance either in person or by proxy at the H Share Class Meeting represented 112,500 Shares carrying voting rights, or 0.0185% of the total number of H Shares carrying voting rights for the special resolutions.

For the special resolutions as set out in the notice of the Domestic Share Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolutions at the Domestic Share Class Meeting was 1,629,000,000. There were no Shares entitling the holders to attend and abstain from voting in favour of the special resolutions at the Domestic Share Class Meeting as set out in Rule 13.40 of the Listing Rules. The Shareholders in attendance either in person or by proxy at the Domestic Share Class Meeting represented 1,629,000,000 Shares carrying voting rights, or 100.0000% of the total number of Domestic Shares of carrying voting rights for the special resolutions.

At the time of the General Meetings, the Company had nine Directors. Mr. Guo Wancai as Chairman and a non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as the executive Directors, Mr. Wang Jianbin, Mr. Zhou Qi and Ms. Feng Min as the non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as the independent non-executive Directors, attended the General Meetings.

The General Meetings were legally and validly convened in accordance with the requirements of the PRC Company Law and the Articles of Association of the Company.

At the General Meetings, the following resolutions were considered and approved by way of poll:

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
Ordinary Resolutions at the AGM				
1	To consider and approve the 2022 work report of the Board of Directors of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2	To consider and approve the 2022 work report of the Board of Supervisors of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
3	To consider and approve the 2022 annual final financial report of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4	To consider and approve the 2023 comprehensive budget plan of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5	To consider and approve the 2023 consolidated financing credit facility.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
6	To consider and approve the 2022 profit distribution plan.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
7	To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2023 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
8	To consider and approve the appointment of Mr. Tian Qiang as a non-executive director of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
9	To consider and approve the appointment of Mr. Zhao Chengjun as a non-executive director of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
10	To consider and approve the appointment of Mr. Zhang Shaojie as a supervisor of the Company.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
11	To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2023.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
Special Resolutions at the AGM				
12	To consider and approve the following resolution on the proposed general mandate to issue Shares:	/	/	/
	12.1 To consider and approve, at its discretion, the grant of a general mandate to the Board to issue H Shares and Domestic Shares not exceeding 20% of each class of the issued H Shares and Domestic Shares of the Company as at the date on which this resolution is considered and approved at the AGM.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	12.2 To authorize the Board to determine the specific Share issuance plan.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	12.3 To authorize the Board to increase the registered capital of the Company to reflect the Shares authorized to be issued by the Company pursuant to this resolution, to make such appropriate and necessary amendments to the provisions of the Articles of Association relating to the issue of Shares and registered capital, and to take any other action and complete any formality required to effect such increase.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
	12.4 To authorize the secretary to the Board and/or the company secretary to deal with all relevant matters in relation to the issue of Shares, including but not limited to the preparation, amendment, publication and despatch of relevant announcements and Shareholder circulars in accordance with the relevant requirements under domestic and overseas laws and regulations and the Listing Rules, as well as the requirements and recommendations of the relevant domestic and overseas government departments and regulatory authorities.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
13	To consider and approve the resolution relating to granting the general mandate to the Board to repurchase Shares:			
	13.1 To consider and approve, at its discretion, authorizing the Board of the Company to repurchase, with funds raised by the Company, not more than 10% of the total number of H Shares of the Company in issue as at the date of passing of the resolution at the general meeting of the Company, within the authorization period.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	13.2 To authorize the Board of the Company to deal with matters relating to the repurchase of H Shares.	1,629,112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
Special Resolutions at H Share Class Meeting				
1	To consider and approve the resolution relating to granting the general mandate to the Board to repurchase Shares:			
	1.1 To consider and approve, at its discretion, authorizing the Board of the Company to repurchase, with funds raised by the Company, not more than 10% of the total number of H Shares of the Company in issue as at the date of passing of the resolution at the general meeting of the Company, within the authorization period.	112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	1.2 To authorize the Board of the Company to deal with matters relating to the repurchase of H Shares.	112,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
Special Resolutions at Domestic Share Class Meeting				
1	To consider and approve the resolution relating to granting the general mandate to the Board to repurchase Shares:	/	/	/
	1.1 To consider and approve, at its discretion, authorizing the Board of the Company to repurchase, with funds raised by the Company, not more than 10% of the total number of H Shares of the Company in issue as at the date of passing of the resolution at the general meeting of the Company, within the authorization period.	1,629,000,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	1.2 To authorize the Board of the Company to deal with matters relating to the repurchase of H Shares.	1,629,000,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

The Board confirmed that all the resolutions mentioned above were duly passed. PricewaterhouseCoopers, the auditor of the Company, was appointed as the scrutineer for vote-taking at the General Meetings. The work of PricewaterhouseCoopers as the scrutineer was limited to certain procedures requested by the Company to double check the poll results summary prepared by the Company for consistency with the poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance has been issued by PricewaterhouseCoopers on matters of legal interpretation or entitlement to vote.

(2) PAYMENT OF THE 2022 FINAL DIVIDEND

The resolution in relation to the 2022 final dividend distribution plan was approved at the Annual General Meeting and the Company will pay a final dividend of RMB0.4336 (including tax) per ten Shares for 2022 (the “**2022 Final Dividend**”).

The 2022 Final Dividend is denominated and declared in Renminbi, and will be paid in Renminbi to Domestic Shareholders and in HK dollars to holders of H Shares. The actual amount in HK dollars will be calculated based on the average benchmark exchange rate between Renminbi and HK dollars published by the People’s Bank of China five working days prior to the date of convening the AGM (i.e. RMB0.90079 against HK\$1.00). Accordingly, the 2022 Final Dividend is approximately HK\$0.4814 (tax inclusive) for every ten H Shares.

Pursuant to the requirements of the Enterprise Income Tax Law of the People's Republic of China, the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China (collectively, the “**Enterprise Income Tax Law**”) and the Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Non-resident Enterprise Holders of H Shares (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guoshuihan [2008] No. 897, the “**Notice**”), the Company is required to withhold enterprise income tax at the rate of 10% when distributing the final dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company.

Pursuant to the regulations promulgated by the State Administration of Tax, the dividend (bonus) received by the overseas resident individual shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents according to the relevant laws. However, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China as well as the tax arrangements between Mainland China and Hong Kong (Macau). The tax rate for dividends under the relevant tax agreements and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing Shares in Hong Kong may, when distributing dividends, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for citizens from countries which have entered into tax agreements/arrangements stipulating a tax rate of lower than 10%, the withholding agents may file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and such Shareholders shall timely submit application to withholding agents and collect and file related information for reference pursuant to the Measures for the Administration of Non-Resident Taxpayers' Enjoyment of the Treatment under Tax Agreements (《非居民納稅人享受協定待遇管理辦法》) (Announcement No. 35 [2019] of the State Administration of Taxation) and related tax agreements/arrangement. Upon approval by the tax authorities, the excess tax amounts withheld will be refunded; (2) for citizens from countries which have entered into tax agreements/arrangements stipulating a tax rate of higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed upon effective tax rate when distributing dividends, and are not obligated to file an application; and (3) for citizens from countries without tax agreements/arrangements or are under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividends.

Pursuant to the aforesaid tax regulations, when the 2022 Final Dividend is to be distributed to the holders of H Shares whose names appeared on the register of members of H Shares of the Company as at Monday, 12 June 2023, the Company will withhold and pay 10% of the dividend to be distributed to the individual holders of H Shares of the Company as individual income tax.

The Company will strictly withhold and pay the enterprise income tax and individual income tax in accordance with the relevant laws or regulations and strictly based on the register of members for H Shares of the Company as at the Record Date. The Company assumes no responsibility for any requests or claims in relation to any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding and paying enterprise income tax and individual income tax.

Should the holders of H Shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their taxation advisors regarding relevant tax laws and regulations in Mainland China, Hong Kong and other countries on the taxation implications of the dividend payment by the Company, holding, or dealing in the H shares of the Company.

(3) CHANGES IN COMPOSITION OF THE BOARD

At the AGM, the appointment of Mr. Tian Qiang (“**Mr. Tian**”) and Mr. Zhao Chengjun (“**Mr. Zhao**”) as non-executive Directors were duly approved by the Shareholders and such appointments took effect immediately thereafter.

The biographical details of Mr. Tian and Mr. Zhao as required under Rule 13.51(2) of the Listing Rules are set out in the Circular. Save as disclosed in the Circular, each of Mr. Tian and Mr. Zhao: (i) does not, nor did they in the past three years, hold any directorship in any other listed companies; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any other interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. In addition, save as disclosed in the Circular, there is no other information relating to Mr. Tian and Mr. Zhao that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

(4) CHANGES IN COMPOSITION OF THE BOARD OF SUPERVISORS

At the AGM, the appointment of Mr. Zhang Shaojie (“**Mr. Zhang**”) as a supervisor was duly approved by the Shareholders and such appointments took effect immediately thereafter.

The biographical details of Mr. Zhang as required under Rule 13.51(2) of the Listing Rules are set out in the Circular. Save as disclosed in the Circular, Mr. Zhang: (i) does not, nor did he in the past three years, hold any directorship in any other listed companies; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any other interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. In addition, save as disclosed in the Circular, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

By Order of the Board of Directors
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
Guo Wancai
Chairman

Xi'an, 30 May 2023

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.

* For identification purposes only