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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)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the H share class meeting (the “**H share class meeting**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 11:00 a.m. (or immediately upon conclusion of the Annual General Meeting and any adjournment thereof) on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 26 April 2024 (the “**Circular**”):

SPECIAL RESOLUTION

1. To consider and approve the resolution relating to granting the general mandate to repurchase Shares:
 - I. The General Mandate
 - (1) The Board of the Company is hereby authorized to repurchase up to 10% of the total number of H shares of the Company in issue as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
 - (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;

3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;
4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
5. sign and execute other documents and complete other matters relevant to repurchases of H Shares, including signing and executing subsequent capital reductions, cancellation of shares and amendments to the Articles of Association deemed appropriate relating to the repurchases of shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM, Domestic Share Class Meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the AGM for the year 2024 of the Company; or
- (II) the revocation or variation of this resolution by passing a special resolution of the general meeting, Domestic Share Class Meeting and H Share Class Meeting of the Company.

If within the validity of the General Mandate, the Board or a person authorized by the Board has signed the necessary documents and handled necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the abovesaid validity, or continued after the abovesaid validity, the validity of the General Mandate will be extended accordingly.

The Company's Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant regulatory authorities.

2. To consider and approve the proposed amendments to the Articles of Association set out in Appendix IV to this circular.
3. To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to this circular.

By Order of the Board
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 26 April 2024

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE H SHARE CLASS MEETING

The H Share register of members of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares whose names appear on the Company's Register of Members at the opening of business on Thursday, 30 May 2024 are entitled to attend and vote at the H Share Class Meeting.

In order to be eligible to attend and vote at the H Share Class Meeting, holders of the Company's H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:30 p.m. on Thursday, 23 May 2024 at Shops 1712- 1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHARE CLASS MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the H Share Class Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

(3) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Share Class Meeting. A proxy needs not be a Shareholder of the Company. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the H Share Class Meeting.
- b. Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument

is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting and completion and return of a form of proxy will not preclude a Shareholder from attending H Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the H Share Class Meeting if he or she so wishes.

- (4) THE H SHARE CLASS MEETING IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

16th Floor, Unit 1 Building 1, Jingwei Centre, 29 West Section of Xijin Road Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi, the PRC

(Postal code: 710200)

Telephone No: (86) 29 8606 0733

Attention: LIU Lulu (劉錄錄)

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.