



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)

PROXY FORM FOR USE IN THE ANNUAL GENERAL MEETING

No. of Shares to which this Proxy Form relates ^(Note 2)	
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I/We^(Note 3) _____
of^(Note 3) _____
being the holder(s) of _____ Domestic Shares (“Domestic Shares”)/foreign capital shares (“H Shares”)^(Note 2) with a nominal value of RMB1.00 each in the registered share of Deewin Tianxia Co., Ltd (the “Company”), hereby appoint the Chairman of the AGM or^(Note 5) _____ of _____ as my/our^(Note 4) proxy(ies) to attend the annual general meeting (the “AGM”) to be held at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the People’s Republic of China (the “PRC”) at 9:30 a.m. on 30 May 2024 (Thursday) or any adjournment thereof, and to vote at such meeting as indicated below on behalf of me/us^(Note 4), or if no such indication is given, as my/our^(Note 4) proxy(ies) think(s) fit.

No.	Ordinary Resolutions	For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the 2023 work report of the Board of Directors of the Company.			
2.	To consider and approve the 2023 work report of the Board of Supervisors of the Company.			
3.	To consider and approve the 2023 annual final financial report of the Company.			
4.	To consider and approve the 2024 comprehensive budget plan of the Company.			
5.	To consider and approve the 2024 consolidated financing credit facility.			
6.	To consider and approve the 2023 profit distribution plan.			
7.	To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2024 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration.			
8.	To consider and approve the 2024 investment plan and to authorize the Board to adjust the 2024 investment plan in an amount not exceeding 10% of the total amount of the plan in principle, and to approve and update the 2025 investment plan.			
Special Resolutions		For^(Note 6)	Against^(Note 6)	Abstain^(Note 6)
9.	To consider and approve the following resolution on the proposed general mandate to issue Shares:			
	9.1 To authorize the Board to approve, within the Relevant Period, the issue of Shares at its discretion, and the number of H Shares and Domestic Shares to be issued as approved by the Board shall not exceed 20% of each class of H Shares and Domestic Shares of the Company in issue as at the date on which this resolution is considered and approved at the AGM.			
	9.2 To authorize the Board to determine the specific share issuance plan.			
	9.3 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.			
	9.4 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.			
10.	To consider and approve the resolution on the general mandate to repurchase shares:			
	10.1 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 with self-raised funds of the Company during the authorization period.			
	10.2 The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares.			
Ordinary Resolution		For^(Note 6)	Against^(Note 6)	Abstain^(Note 6)
11.	To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2024.			
Special Resolutions		For^(Note 6)	Against^(Note 6)	Abstain^(Note 6)
12.	To consider and approve the proposed amendments to the articles of association set out in Appendix IV to the Circular.			
13.	To consider and approve the proposed amendments to the rules of procedures for general meetings set out in Appendix V to the Circular.			

Ordinary Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
14.	To consider and approve the proposed amendments to the Rules of Procedures for the Board Meetings set out in Appendix VI to this circular.			
15.	To consider and approve the re-election of Mr. Wang Runliang as an executive Director of the Second Session of the Board of Directors of the Company.			
16.	To consider and approve the re-election of Mr. Wang Wenqi as an executive Director of the Second Session of the Board of Directors of the Company.			
17.	To consider and approve the re-election of Mr. Guo Wancai as a non-executive Director of the Second Session of the Board of Directors of the Company.			
18.	To consider and approve the re-election of Mr. Tian Qiang as a non-executive Director of the Second Session of the Board of Directors of the Company.			
19.	To consider and approve the re-election of Mr. Zhao Chengjun as a non-executive Director of the Second Session of the Board of Directors of the Company.			
20.	To consider and approve the re-election of Mr. Li Gang as an independent non-executive Director of the Second Session of the Board of Directors of the Company.			
21.	To consider and approve the re-election of Mr. Ip Wing Wai as an independent non-executive Director of the Second Session of the Board of Directors of the Company.			
22.	To consider and approve the re-election of Mr. Yu Qiang as an independent non-executive Director of the Second Session of the Board of Directors of the Company.			
23.	To consider and approve the independent non-executive Directors' fees of the Second Session of the Board of Directors of the Company: the independent non-executive Director who is ordinarily resident in Hong Kong shall be remunerated at a rate of RMB120,000 per annum (before tax), and the remaining two independent non-executive Director shall be remunerated at a rate of RMB80,000 per annum (before tax).			
24.	To consider and approve the re-election of Mr. Zhang Shaojie as a Supervisor of the Second Session of the Board of Supervisors of the Company.			
25.	To consider and approve the appointment of Mr. Ji Jianguo as a Supervisor of the Second Session of the Board of Supervisors of the Company.			

Date: _____ 2024

Shareholder's signature: _____

Notes:

- Unless the context otherwise requires, capitalized terms used in this proxy form have the same meanings as defined in the circular of the Company dated 26 April 2024 and of which this proxy form relates. The description of the resolution in this proxy form is by way of summary only. Please refer to the Notice of Annual General Meeting dated 26 April 2024 for the full text of the resolution.
- Please insert the number of shares registered in your name(s) and related to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name (s) and address(es) are to be inserted in **Block Letters** as set out in the register of members of the Company.
- Please strike out the inappropriate one.
- If you wish to appoint any person other than the Chairman of the AGM as your proxy, please delete the words "the chairman of the AGM or" and insert the name and address of the person to be appointed as your proxy in the space provided. If no name is inserted, the chairman of the AGM will become your proxy accordingly. Each shareholder is entitled to appoint one or more proxies to attend and vote on his behalf at the meeting. A proxy need not be a member of the Company but should attend the meeting in person. Any alteration to this form shall be initialized by the person who signs this form. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons present whose name stands first on the register of members of the Company in respect of such Shares, either personally or by proxy, shall alone and not others be entitled to vote in respect thereof.
- Important: If you wish to vote for any of the resolution set out above, please tick in the box marked "For". If you wish to vote against any of the resolutions set out above, please tick in the box marked "Against". If you wish to abstain from voting on any resolution, please put a tick in the box marked "Abstain" or insert the number of Shares held by you. If no such indication is given, my/our proxy is/are entitled to vote as it/they thinks fit.
- This proxy form must be signed under your hand or your attorney duly authorized in writing (and for such purpose, the authorization must be notarially certified), or if you are a body corporate or an entity, the instrument shall be signed under the hand of the chairman of the board or attorneys duly authorized in writing with the seal of the body corporate or entity affixed, provided that the way to sign this proxy form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
- To be valid, holder of the H shares shall deliver the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, if any, under which it is signed by an attorney duly authorized or other persons being authorized to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting. To be valid, the form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's designated correspondence address at 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) (for holders of Domestic share of the Company) not less than 24 hours before the time for holding of the AGM (i.e. before 9:30 a.m. on 29 May 2024 (Wednesday)).
- Any proxy/proxies who attend the AGM on behalf of any shareholder shall bring along this proxy form as completed and signed together with identification proof of the proxy/proxies.
- This proxy form shall be completed in duplication. One copy shall be delivered to the Company or the Company's H shares registrar in accordance with note 8. The other copy shall be produced at the time attending the AGM by the proxy/proxies in accordance with note 9.
- Completion and delivery of the proxy form shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- All times stated refer to Hong Kong time.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- Your and your proxy's Personal Data may be disclosed or transferred by the Company to its H share registrar, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.
- By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.