



# 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 DOMESTIC SHARE CLASS MEETING

Number of Domestic Shares related to this proxy form <sup>(Note 2)</sup>	
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I/We<sup>(Note 3)</sup> \_\_\_\_\_  
of<sup>(Note 3)</sup> \_\_\_\_\_,  
am/are the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> Domestic Shares in Deewin Tianxia Co., Ltd (the "Company"),  
hereby appoint the chairman(s) of the Domestic Share Class Meeting or<sup>(Note 5)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies<sup>(Note 4)</sup> to attend the Domestic Share Class Meeting of the Company to be held at 11:30 a.m. (or the time immediately after the conclusion of the H Share Class Meeting) on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wisar Plaza, Weiyang District, Xi'an City, Shaanxi Province or at any adjournment thereof and vote on the resolution(s) to be presented at the meeting and any adjournment thereof as hereunder indicated for, or if no such indication is given, as my/our proxy/proxies<sup>(Note 4)</sup> thinks fit.

No.	Special Resolutions	For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
1.	To consider and approve the resolution on the general mandate to repurchase shares:			
	1.1 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.			
	1.2 The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares.			
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.			

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 class meeting for holders of Domestic Shares 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 Domestic Share Class Meeting as your proxy, please delete the words "the chairman of the Domestic Share Class Meeting 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 Domestic Share Class Meeting 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 Domestic Share Class Meeting, 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 Domestic Share Class Meeting 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 Domestic 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 not less than 24 hours before the time for holding the meeting. The postal address of the Company is 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).
- Any proxy/proxies who attend the Domestic Share Class Meeting 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 in accordance with note 8. The other copy shall be produced at the time attending the Domestic Share Class Meeting 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 Domestic Share Class Meeting 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 branch share registrar in Hong Kong, 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 the Company at the above address.