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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 2023 FINAL DIVIDEND;
(3) ELECTION OF THE CHAIRMAN AS WELL AS THE CHAIRMAN AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD; AND
(4) ELECTION OF THE CHAIRMAN 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 in order on Thursday, 30 May 2024 to consider and approve the resolutions as set out in the Notices starting from 9:30 a.m..

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

References are made to (i) the circular (the “**Circular**”) dated 26 April 2024; and (ii) the notices of the AGM, the H Share Class Meeting and the Domestic Share Class Meeting (collectively, the “**General Meetings**”) dated 26 April 2024 (collectively, the “**Notices**”) of Deewin Tianxia Co., Ltd (the “**Company**”). 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 Thursday, 30 May 2024 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 2,181,436,500.

For the resolutions 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 2,181,436,500. There were no Shares requiring 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, and there were no Shares requiring the holders to abstain from voting under the Hong Kong Listing Rules. There were no parties who had stated their intention in the Circular to vote against the resolutions proposed at the AGM or to abstain from voting. The Shareholders in attendance either in person or by proxy at the AGM represented 1,720,576,500 Shares carrying voting rights, or 78.8736% of the total number of Shares carrying voting rights for the resolutions.

For the 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 resolutions at the H Share Class Meeting was 552,436,500. There were no Shares requiring the holders to attend and abstain from voting in favour of the resolutions at the H Share Class Meeting as set out in Rule 13.40 of the Listing Rules, and there were no Shares requiring the holders to abstain from voting under the Hong Kong Listing Rules. There were no parties who had stated their intention in the Circular to vote against the resolutions proposed at the H Share Class Meeting or to abstain from voting. The Shareholders in attendance either in person or by proxy at the H Share Class Meeting represented 91,576,500 Shares carrying voting rights, or 16.5768% of the total number of H Shares carrying voting rights for the resolutions.

For the 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 resolutions at the Domestic Share Class Meeting was 1,629,000,000. There were no Shares requiring the holders to attend and abstain from voting in favour of the resolutions at the Domestic Share Class Meeting as set out in Rule 13.40 of the Listing Rules, and there were no Shares requiring the holders to abstain from voting under the Hong Kong Listing Rules. There were no parties who had stated their intention in the Circular to vote against the resolutions proposed at the Domestic Share Class Meeting or to abstain from voting. 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 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 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, 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 2023 work report of the Board of Directors of the Company. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 2 | To consider and approve the 2023 work report of the Board of Supervisors of the Company. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 3 | To consider and approve the 2023 annual final financial report of the Company. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 4 | To consider and approve the 2024 comprehensive budget plan of the Company. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 5 | To consider and approve the 2024 consolidated financing credit facility. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 6 | To consider and approve the 2023 profit distribution plan. | 1,720,576,500 (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 2024 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |

| No. | Resolutions | Number of Shares (Approximate Percentage) | | |
|---------------------------------------|--|--|----------------|----------------|
| | | For | Against | Abstain |
| Special Resolutions at the AGM | | | | |
| 9 | To consider and approve the following resolutions 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 9.2 | To authorize the Board to determine the specific share issuance plan. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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 dispatch 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |

| No. | Resolutions | Number of Shares (Approximate Percentage) | | |
|--|--|--|----------------|----------------|
| | | For | Against | Abstain |
| 10 | To consider and approve the resolutions 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 Meetings of the Company with self-raised funds of the Company during the authorization period. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 10.2 | The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| Ordinary Resolution at the AGM | | | | |
| 11 | To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2024. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| Special Resolutions at the AGM | | | | |
| 12 | To consider and approve the proposed amendments to the Articles of Association set out in Appendix IV to the Circular. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 13 | To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to the Circular. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| Ordinary Resolutions at the AGM | | | | |
| 14 | To consider and approve the proposed amendments to the Rules of Procedures for the Board Meetings set out in Appendix VI to the Circular. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |

| No. | Resolutions | Number of Shares (Approximate Percentage) | | |
|-----|--|--|----------------|----------------|
| | | For | Against | Abstain |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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). | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 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. | 1,720,576,500 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |

| No. | Resolutions | Number of Shares (Approximate Percentage) | | |
|--|--|--|----------------|----------------|
| | | For | Against | Abstain |
| Special Resolutions at the H Share Class Meeting | | | | |
| 1 | To consider and approve the resolutions relating to granting 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 Meetings of the Company with self-raised funds of the Company during the authorization period. | 91,576,500 (100.00%) | 0 (0.0000%) | 0 (0.0000%) |
| | 1.2 The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares. | 91,576,500 (100.00%) | 0 (0.0000%) | 0 (0.0000%) |
| 2 | To consider and approve the proposed Amendments to the Articles of Association set out in Appendix IV to the Circular. | 91,576,500 (100.00%) | 0 (0.0000%) | 0 (0.0000%) |
| 3 | To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to the Circular. | 91,576,500 (100.00%) | 0 (0.0000%) | 0 (0.0000%) |
| Special Resolutions at the Domestic Share Class Meeting | | | | |
| 1 | To consider and approve the resolutions relating to granting 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 Meetings of the Company with self-raised funds of the Company during the authorization period. | 1,629,000,000 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| | 1.2 The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares. | 1,629,000,000 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 2 | To consider and approve the proposed amendments to the Articles of Association set out in Appendix IV to the Circular. | 1,629,000,000 (100.0000%) | 0 (0.0000%) | 0 (0.0000%) |
| 3 | To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to the Circular. | 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.

Please refer to the Circular for the biographical details of the Directors for the Second Session of the Board and Supervisors for the Second Session of the Board of Supervisors who were re-elected or appointed at the Annual General Meeting, and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As at the date of this announcement, such information remains the same.

(2) PAYMENT OF THE 2023 FINAL DIVIDEND

The resolution in relation to the 2023 final dividend distribution plan was approved at the Annual General Meeting and the Company will pay a final dividend of RMB0.4076 (tax inclusive) per ten Shares for 2023 (the “**2023 Final Dividend**”).

The 2023 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. RMB0.91046 against HK\$1.00). Accordingly, the 2023 Final Dividend is HK\$0.4477 (tax inclusive) per 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 nonforeign 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 2023 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 Tuesday, 11 June 2024, 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) ELECTION OF THE CHAIRMAN, THE CHAIRMAN AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

The Board is pleased to announce that the first meeting of the Second Session of the Board was held on 30 May 2024, and the following resolutions were made:

- (i) election of Mr. Guo Wancai as the Chairman of the Second Session of the Board;
- (ii) election of members of the special committees of the Second Session of the Board with details as follow:

The Audit Committee consists of three Directors, namely Mr. Ip Wing Wai, Mr. Li Gang and Mr. Yu Qiang. Mr. Ip Wing Wai is the Chairman of the Audit Committee.

The Remuneration Committee consists of three Directors, namely Mr. Li Gang, Mr. Yu Qiang and Mr. Ip Wing Wai. Mr. Li Gang is the Chairman of the Remuneration Committee.

The Nomination Committee consists of three Directors, namely Mr. Guo Wancai, Mr. Li Gang and Mr. Yu Qiang. Mr. Guo Wancai is the Chairman of the Nomination Committee.

(4) ELECTION OF THE CHAIRMAN OF THE BOARD OF SUPERVISORS

The Board of Supervisors is pleased to announce that the first meeting of the Second Session of the Board of Supervisors was held on 30 May 2024 and resolved to elect Mr. Ji Jianguo as the Chairman of the Second Session of the Board of Supervisors.

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 2024

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*