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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)**

**CHANGE OF JOINT COMPANY SECRETARY,  
AUTHORISED REPRESENTATIVE AND PROCESS AGENT  
AND  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND  
PROCESS AGENT**

The board of directors (the “**Board**”) of Deewin Tianxia Co., Ltd. (the “**Company**”) announces that Ms. Mak Po Man Cherie (“**Ms. Mak**”) has tendered her resignation as the joint company secretary of the Company (the “**Joint Company Secretary**”) and has ceased to act as an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the process agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 30 May 2024.

Ms. Mak has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board further announces that Ms. Chan Yin Wah (“**Ms. Chan**”) has been appointed as the Joint Company Secretary, the Authorised Representative and the Process Agent with effect from 30 May 2024. Mr. Liu Lulu (“**Mr. Liu**”) will remain as the other joint company secretary of the Company.

The biographical details of Mr. Liu and Ms. Chan are set out as follows:

Mr. Liu was appointed as the financial director of the Company on 29 January 2019, Board secretary of the Company on 25 December 2020 and the joint company secretary of the Company on 20 January 2021. Mr. Liu is primarily responsible for the financial management of the Group, information disclosure of Board related matters and liaison with regulatory authorities.

Mr. Liu has over 14 years of experience in corporate finance. From July 2010 to April 2013, he served as officer of the financial management department of Shaanxi Huazhen Industry and Trade Service Co., Ltd.\* (陝西華臻工貿服務有限公司). From November 2013 to April 2016, he served as financial director of Xinjiang Fargo Supply Chain Management Co., Ltd.\* (新疆遠行供應鏈管理有限公司). From April 2016 to February 2018, he served as financial director of Shanghai Fargo Supply-chain Management (Group) Co., Ltd.\* (上海遠行供應鏈管理(集團)有限公司). He then served as deputy director of the financial services department of Shaanxi Automobile Holding Group Co., Ltd.\* (陝西汽車控股集團有限公司) from January 2018 to January 2019. Since January 2019, he has been serving as financial director of the Company.

Mr. Liu graduated with a master degree in financial science in 2010 from the Xinjiang University of Finance and Economics\* (新疆財經大學) in the PRC.

Ms. Chan is an associate director of SWCS Corporate Services Group (Hong Kong) Limited. Ms. Chan has extensive company secretarial professional experience. Ms. Chan holds a bachelor's degree in economics and a master's degree in professional accounting. She is a fellow member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Chan is also a fellow member of the Association of Chartered Certified Accountants.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. Liu to act as a Joint Company Secretary for a three-year period from the date of the Company's listing (i.e. 15 July 2022) (the “**Waiver Period**”), on the condition that Mr. Liu would be assisted by Ms. Mak, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period. Relevant details of the Waiver were disclosed in the prospectus of the Company dated 30 June 2022. Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Mak, the Company has applied to the Stock Exchange and has been granted with a new waiver (the “**New Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (the “**Remaining Waiver Period**”) in relation to the eligibility of Mr. Liu to act as a Joint Company Secretary, on the conditions that:

- (i) Mr. Liu must be assisted by Ms. Chan during the Remaining Waiver Period; and
- (ii) the New Waiver can be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Remaining Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Liu, having had the benefit of Ms. Chan's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Mak for her contribution to the Company during her tenure of service and to welcome Ms. Chan on her new appointment.

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, the PRC,  
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.*