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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)

ANNOUNCEMENT PROPOSED APPOINTMENT OF AUDITORS

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Deewin Tianxia Co., Ltd (the “**Company**”, together with its subsidiaries, (the “**Group**”)) pursuant to rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

References are made to the announcement of the Company dated 21 May 2025 in relation to the retirement of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company upon the expiration of their terms of office at the conclusion of the annual general meeting of the Company held on 29 May 2025, and the announcement of the Company dated 2 June 2025 in relation to the closure of register of members of H shares of the Company for an extraordinary general meeting (the “**EGM**”) to be held on 14 July 2025 to, among others, consider and approve the appointment of the Company’s auditors.

The Board hereby announces that, based on the open bidding process of the Company and as recommended by the audit committee (the “**Audit Committee**”) of the Board, the Board resolved to propose to the shareholders of the Company (the “**Shareholders**”) at the EGM to approve the appointment of KPMG (“**KPMG**”) and KPMG Huazhen LLP (“**KPMG Huazhen**”) as the auditors of the Company under the International Financial Reporting Standards and the PRC Accounting Standards for Business Enterprises for the year 2025 respectively (the “**Proposed Appointment**”) and to authorise the Board to determine the remuneration of the auditors.

In assessing the appointment of KPMG and KPMG Huazhen as the auditors of the Company, the Audit Committee has considered a number of factors, including but not limited to: (i) the audit fees proposed by KPMG and KPMG Huazhen; (ii) their extensive experience, industry knowledge, and technical competency in providing audit services to listed companies; (iii) their independence from the Group and objectivity; (iv) their available resources and capabilities, including the size and composition of the proposed audit teams; and (v) Guidelines Notes on Change of Auditors and Guideline for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee and the Board are satisfied that KPMG and KPMG Huazhen are eligible and suitable to act as the new auditors of the Company. The Board and the Audit Committee are of the view that the Proposed Appointment is in the interest of the Company and the Shareholders as a whole.

The Proposed Appointment will be presented as an ordinary resolution for the consideration and approval of the Shareholders at the EGM. If approved, the terms of service of KPMG and KPMG Huazhen will commence from the date on which the relevant resolution is approved up to the conclusion of the next annual general meeting of the Company. A circular containing, among other things, details of the Proposed Appointment, together with a notice convening the EGM, will be made available to the Shareholders in due course.

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
25 June 2025

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. Zhao Peng 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.