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 EGM; AND (2) THE APPOINTMENT OF AUDITORS

The Board is pleased to announce that the EGM was held in order on Monday, 14 July 2025 to consider and approve the resolutions as set out in the EGM Notice starting from 10:00 a.m..

(1) VOTING RESULTS OF EGM

References are made to (i) the circular (the "**Circular**") dated 27 June 2025; and (ii) the notice of the EGM dated 27 June 2025 (the "**EGM Notice**") 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 EGM Notice.

The board of directors of the Company (the "**Board**") is pleased to announce that the EGM was held in order at 1st Conference Room, 16th Floor, Unit 1, Building 1, Jingwei International Center, Xijin Road, Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi Province, the PRC on Monday, 14 July 2025 starting from 10:00 a.m., during which all the resolutions set out in the EGM Notice were duly considered and approved. As at the date of the EGM, the total number of issued shares of the Company (the "**Shares**") (excluding treasury shares, if any) is 2,181,436,500.

As at the date of the EGM, there were no treasury shares held by the Company (including treasury shares held or deposited with CCASS) and as such, no holders of treasury shares were required to abstain from voting at the EGM, and no repurchased Shares and therefore no Shares are pending cancellation.

For the resolutions as set out in the EGM Notice, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM 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 EGM 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 Listing Rules. There were no parties who had stated their intention in the Circular to vote against the resolutions proposed at the EGM or to abstain from voting. The Shareholders in attendance either in person or by proxy at the EGM represented a total number of 1,828,557,000 Shares carrying voting rights, or approximately 83.8235% of the total number of Shares carrying voting rights for the resolutions.

At the time of the EGM, the Company had nine Directors. Mr. Guo Wancai as Chairman and a 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, attended the EGM.

The EGM were legally and validly convened in accordance with the requirements of the Company Law and the Articles of Association of the Company. At the EGM, the following resolutions were considered and approved by way of poll:

No.	Ordinary Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
1	To consider and approve the proposed appointment of KPMG as the auditors of the Company for the year 2025 under the International Financial Reporting Standards and to authorize the Board to determine their remuneration.	1,828,557,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2	To consider and approve the proposed appointment of KPMG Huazhen LLP as the auditors of the Company for the year 2025 under the China Accounting Standards for Business Enterprises and to authorize the Board to determine their remuneration.	1,828,557,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
3	To consider and approve the proposed adjustment to the remuneration of independent non-executive Directors:			
	(a) An independent non-executive Director who is ordinarily resident in Hong Kong shall be remunerated at a rate of RMB140,000 per annum (before tax).	1,828,557,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	(b) An independent non-executive Director who is not ordinarily resident in Hong Kong shall be remunerated at a rate of RMB100,000 per annum (before tax).	1,828,557,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

For details of each of the above resolutions proposed at the EGM, please refer to the Circular.

As more than 50% of the votes present at the EGM in person or by proxy were cast in favour of each of the above relevant ordinary resolutions, such ordinary resolutions were duly passed.

The Board confirmed that all the resolutions mentioned above were duly passed. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for vote-taking at the EGM.

(2) THE APPOINTMENT OF AUDITORS

References are made to the announcement of the Company dated 25 June 2025, and the Circular and EGM Notice dated 27 June 2025 in relation to, among others, the proposed appointment of auditors of the Company.

The Board hereby announces that following the passing of the resolutions in relation to the appointment of auditors of the Company at the EGM, KPMG and KPMG Huazhen were appointed as the auditors of the Company under the International Financial Reporting Standards and the PRC Accounting Standards for Business Enterprises, respectively, for the year 2025 with immediate effect and will hold office until the conclusion of the next annual general meeting of the Company.

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
14 July 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.