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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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND

(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR BOARD MEETINGS

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of Directors (the “**Board**”) of Deewin Tianxia Co., Ltd. (the “**Company**”) hereby announces that on 28 March 2024, the Board resolves to propose certain amendments to the Articles of Association of the Company (the “**Articles of Association**”). The Board also resolves to propose to the general meeting of the Company to authorize relevant personnel of the Company to handle relevant matters such as industrial and commercial change registration and filing of the Articles of Association.

On 14 February 2023, the State Council of the People's Republic of China (the “**PRC**”) (the “**State Council**”) issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》), pursuant to which the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) was repealed. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and its supporting guidelines, pursuant to which the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) were repealed with effect from 31 March 2023. From the same date, a PRC issuer shall formulate its articles of association with reference to the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) rather than the Mandatory Provisions. The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) in accordance with the aforementioned new regulatory requirements with effect from 1 August 2023. In light of the above changes in laws, regulations and regulatory rules, the Board proposes to amend the Articles of Association in accordance with the Company Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the supporting guidelines, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the latest amended Listing Rules, and taking into account the actual situation of the Company.

The proposed amendments to the Articles of Association (including the deletion of the class meeting requirements from the Articles of Association following the abolition of the Mandatory Provisions) will not prejudice the protection of the shareholders and will not have a material impact on the relevant shareholder protection measures, as domestic shares and H shares are regarded as the same class of ordinary shares under the PRC laws, and the substantive rights attached to these two classes of shares, including voting rights, dividends and distribution of assets upon liquidation, are the same.

Details of the proposed amendments to the Articles of Association will be set out in the circular to be published and/or dispatched by the Company to the shareholders. The proposed amendments to the Articles of Association are subject to the approval of the shareholders by way of special resolution at the general meeting, the domestic share class meeting and the H share class meeting of the Company.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR BOARD MEETINGS

In view of the above proposed amendments to the Articles of Association and in order to meet the requirements of the Company's operation, on 28 March 2024, the Board also resolves to propose certain amendments to the rules of procedures for the general meetings of the Company (the "**Rules of Procedures for General Meetings**") and the Rules of Procedures for the Board Meetings (the "**Rules of Procedures for the Board Meetings**") to align with the proposed amendments to the Articles of Association.

Details of the proposed amendments to the Rules of Procedures for General Meetings and the Rules of Procedures for the Board Meetings will be set out in the circular to be published and/or dispatched by the Company to the shareholders. The proposed amendments to the Rules of Procedures for General Meetings are subject to the approval of the shareholders by way of special resolution at the general meeting, the domestic share class meeting and the H share class meeting of the Company. The proposed amendments to the Rules of Procedures for the Board Meetings are subject to the approval of the shareholders by way of an ordinary resolution at a general meeting of the Company.

GENERAL

A circular containing, among other things, (i) the proposed amendments to the Articles of Association; and (ii) the proposed amendments to the Rules of Procedures for General Meetings and the Rules of Procedures for the Board Meetings will be published and/or dispatched 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 Waicai
Chairman

Xi'an, the PRC, 28 March, 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.