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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;  
(2) PAYMENT OF THE 2024 FINAL DIVIDEND;  
(3) CHANGE OF EXECUTIVE DIRECTOR AND  
AUTHORISED REPRESENTATIVE;  
(4) ABOLISHMENT OF SUPERVISORY COMMITTEE,  
DISMISSAL OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS,  
AND DISMISSAL OF EMPLOYEE REPRESENTATIVE SUPERVISOR;  
(5) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that the AGM was held in order on Thursday, 29 May 2025 to consider and approve the resolutions as set out in the AGM Notice starting from 10:00 a.m..

**(1) VOTING RESULTS OF AGM**

References are made to (i) the circular (the “**Circular**”) dated 30 April 2025; and (ii) the notice of the AGM dated 30 April 2025 (the “**AGM 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 AGM Notice.

The board of directors of the Company (the “**Board**”) is pleased to announce that the AGM, was held in order at Conference Room, 2nd Floor, East Wing Annex Building, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC on Thursday, 29 May 2025 starting from 10:00 a.m., during which all the resolutions set out in the AGM Notice were duly considered and approved. As at the date of the AGM, 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 AGM, 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 AGM, and no repurchased Shares and therefore no Shares are pending cancellation.

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 a total number of 1,807,231,500 Shares carrying voting rights, or 82.8459% of the total number of Shares carrying voting rights for the resolutions.

At the time of the AGM, 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 AGM.

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

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
<b>Ordinary Resolutions</b>				
1	To consider and approve the 2024 work report of the Board of Directors of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2	To consider and approve the 2024 work report of the Supervisory Committee of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
3	To consider and approve the 2024 annual final financial report of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4	To consider and approve the 2025 comprehensive budget plan of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5	To consider and approve the 2025 financing plan.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
6	To consider and approve the 2024 profit distribution plan.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
7	To consider and approve the appointment of Mr. Zhao Peng (趙鵬) as an executive director of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
<b>Ordinary Resolution</b>				
8	To consider and approve matters in connection with the purchase of liability insurance for the directors, supervisors and senior management of the Company, and to authorize any one Director or senior management to handle the specific matters in connection with the purchase of liability insurance for directors, supervisors and senior management within the proposal scheme, including but not limited to the selection of the insurance company, the determination of the liability limit, the insurance amount, and other insurance terms, the execution of relevant legal documents, the handling of all the matters relating to insurance placement and claims, and the arrangement for renewal or re-purchase of the liability insurance upon or prior to the expiration of the liability insurance for directors, supervisors and senior management.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
<b>Special Resolutions</b>				
9	To consider and approve the following resolution on the proposed general mandate to issue Shares:	/	/	/
	9.1 To authorize the Board to approve, within the Relevant Period, the issue of Shares (including any sale or transfer of treasury Shares out of treasury) at its discretion, and the number of H Shares and Domestic Shares to be issued as approved by the Board, separately or concurrently, shall not exceed 20% of the total number of shares of the Company in issue (excluding any treasury Shares) as at the date on which this resolution is considered and approved at the AGM.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	9.2 To authorize the Board to determine the specific share issuance plan.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
<b>Special Resolutions</b>				
	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.	1,807,231,500 (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 despatch 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.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
10	To consider and approve the resolution 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 (excluding any treasury shares (if any)) as at the date of approval of the resolution at the general meeting of the Company with self-raised funds of the Company during the authorization period.	1,807,231,500 (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.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
<b>Ordinary Resolution</b>				
11	To consider and approve the authorization to the Board to determine the payment of 2025 interim dividend.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
<b>Special Resolution</b>				
12	To consider and approve the proposed amendments to the articles of association of the Company set out in Appendix IV to the Circular.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
<b>Ordinary Resolutions</b>				
13	To consider and approve the proposed abolishment of the supervisory committee of the Company, subject to the passing of the above-mentioned Resolution No. 12.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
14	Subject to the passing of the above-mentioned Resolutions No. 12 and No. 13, to consider and approve:	/	/	/
	14.1 the proposed dismissal of Mr. Ji Jianguo as a non-employee representative supervisor of the Company;	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	14.2 the proposed dismissal of Mr. Zhang Shaojie as a non-employee representative supervisor of the Company.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
15	To consider and approve the proposed repeal of the Rules of Procedures for Supervisory Committee of the Company, subject to the passing of the above-mentioned Resolutions No. 12 and No. 13.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
16	To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to the Circular, subject to the passing of the above-mentioned Resolutions No. 12 and No. 13.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)
17	To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings set out in Appendix VI to the Circular, subject to the passing of the above-mentioned Resolutions No. 12 and No. 13.	1,807,231,500 (100.0000%)	0 (0.0000%)	0 (0.0000%)

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

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

As not less than two-thirds of the votes present at the AGM in person or by proxy were cast in favour of the relevant special resolutions above, such special resolutions were duly passed.

The Board confirmed that all the resolutions mentioned above were duly passed. PricewaterhouseCoopers, which retired as the auditor of the Company upon the conclusion of the AGM, was appointed as the scrutineer for votetaking at the AGM. 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.

## **(2) PAYMENT OF THE 2024 FINAL DIVIDEND**

The resolution in relation to the 2024 final dividend distribution plan was approved at the AGM and the Company will pay a final dividend of RMB0.3513 (tax inclusive) per ten Shares for 2024 (the “**2024 Final Dividend**”).

The 2024 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. RMB0.91770 against HK\$1.00). Accordingly, the 2024 Final Dividend is HK\$0.3828 (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 “**EIT 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 non-foreign 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 2024 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, 10 June 2025 (the “**Record Date**”), 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) CHANGE OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE**

References are made to the announcement of the Company dated 21 January 2025 and the Circular and AGM Notice dated 30 April 2025 in relation to, among others, the proposed change of executive Director.

The Board is pleased to announce that as the relevant resolution was duly passed at the AGM, Mr. Zhao Peng (“**Mr. Zhao**”) has been appointed as an executive Director with effect from 29 May 2025. The biographical details of Mr. Zhao were set out in the Circular under the requirements of Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change in any such information. The Company has entered into a service contract with Mr. Zhao for a term commencing from the date of this announcement until the expiration of the term of the second session of the Board.

Mr. Wang Runliang (王潤梁) (“**Mr. Wang**”) has resigned as an executive Director with effect from the appointment of Mr. Zhao as an executive Director on 29 May 2025.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company during his tenure as an executive Director, and extend its welcome to Mr. Zhao for joining the Board.

Mr. Zhao has also been appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) in replacement of Mr. Wang with effect from 29 May 2025. Ms. Chan Yin Wah, the joint company secretary of the Company, remains as the other Authorised Representative of the Company.

For further details, please refer to the announcement of the Company dated 21 January 2025 and the Circular and AGM Notice dated 30 April 2025.

### **(4) ABOLISHMENT OF SUPERVISORY COMMITTEE, DISMISSAL OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS, AND DISMISSAL OF EMPLOYEE REPRESENTATIVE SUPERVISOR**

References are made to the announcement of the Company dated 25 April 2025 and the Circular and AGM Notice dated 30 April 2025 in relation to, among others, the proposed amendments to the Articles of Association, the proposed abolishment of the Supervisory Committee and the proposed dismissal of non-employee Representative Supervisors.

The Board hereby announces that as each of the resolutions in relation to the proposed amendments to the Articles of Association, the proposed abolishment of the Supervisory Committee and the proposed dismissal of Non-employee Representative Supervisors was duly passed at the AGM, the Supervisory Committee has been abolished, and each of the Non-employee Representative Supervisors, namely, Mr. Ji Jianguo (季健國) (“**Mr. Ji**”) and Mr. Zhang Shaojie (張少傑) (“**Mr. Zhang**”) has been dismissed as a Non-employee Representative Supervisor with effect from 29 May 2025.

The abolished Supervisory Committee included one employee representative supervisor, Mr. Qin Xiaohui (秦曉輝) (“**Mr. Qin**”). Accordingly, the Board hereby announces that the meeting of employee representatives of the Company resolved that Mr. Qin has been dismissed as the employee representative Supervisor of the Company (the “**Employee Representative Supervisor**”) with effect from 29 May 2025. Pursuant to the amended Articles of Association of the Company with effect from 29 May 2025, the meeting of employee representatives of the Company will no longer elect any Employee Representative Supervisor.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ji, Mr. Zhang and Mr. Qin for their valuable contributions to the Company during their tenure as the Supervisors.

For further details, please refer to the announcement of the Company dated 25 April 2025 and the Circular and the AGM Notice dated 30 April 2025.

## **(5) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that the special resolution regarding the amendments to the Articles of Association has been duly passed at the AGM, the details of which were set out in the Circular.

Please refer to the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.deewintx.com](http://www.deewintx.com)) for the full text of the amended Articles of Association. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

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  
29 May 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.*