THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Deewin Tianxia Co., Ltd, you should at once hand this circular and the enclosed proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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) 2025 PROFIT DISTRIBUTION PLAN;
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS;
(6) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026;
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM of Deewin Tianxia Co., Ltd to be held at 10:00 a.m. on Thursday, 28 May 2026 at Conference Room, 2nd Floor, East Wing Annex Building, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC are set out on pages AGM-1 to AGM-7 of this circular, respectively.

Form of proxy for use at the AGM is enclosed and is also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours (i.e. 10:00 a.m. on Wednesday, 27 May 2026) before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

30 April 2026

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Notice of Annual General Meeting AGM-1

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 28 May 2026 at Conference Room, 2nd Floor, East Wing Annex Building, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board" or "Board of Directors"	the board of Directors of the Company
"Company"	Deewin Tianxia Co., Ltd (德銀天下股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
"Company Law"	the Company Law of the PRC (as amended from time to time)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
"Domestic Shareholder(s)"	holder(s) of the domestic share(s)
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign invested shares with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Stock Exchange
"H Shareholder(s)"	holder(s) of the H Share(s)
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Issue General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to separately or concurrently issue, allot or otherwise deal with additional Domestic Shares and/or H Shares (including any sale or transfer of treasury Shares out of treasury) representing up to the limit of 20% of the total number of Shares in issue (excluding any treasury Shares (if any)) as at the date of approving the Issue General Mandate Resolution at the AGM
"Issue General Mandate Resolution"	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"PRC"	the People's Republic of China
"Repurchase General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase or otherwise deal with the H Shares representing up to the limit of 10% of the total number of the H Shares in issue (excluding any treasury Shares (if any)) as at the date of approving the Repurchase General Mandate Resolution at the AGM
"Repurchase General Mandate Resolution"	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Repurchase General Mandate to the Board
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
"Shareholder(s)"	holder(s) of Domestic Shares and H Shares of the Company
"Shares"	Domestic Shares and H Shares of the Company

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers (as amended from time to time)
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	percent

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)

Executive Directors
Zhao Peng
Wang Wenqi

Non-executive Directors
Guo Wancai *(Chairman)*
Tian Qiang
Zhao Chengjun
Feng Min

Independent non-executive Directors
Li Gang
Ip Wing Wai
Yu Qiang

Registered Office
16th Floor, Unit 1
Building 1, Jingwei International Centre
29 West Section of Xijin Road
Jingwei New City
Economic and Technological
Development Zone
Xi'an City, Shaanxi Province
The PRC

Place of business in Hong Kong
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

30 April 2026

To the Shareholders:

Dear Sir or Madam,

(1) 2025 PROFIT DISTRIBUTION PLAN; (2) PROPOSED GENERAL MANDATE TO ISSUE SHARES; (3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS; (6) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026; AND NOTICE OF ANNUAL GENERAL MEETING

(I) INTRODUCTION

The purpose of this circular is to provide you with (i) the notice of the AGM, and (ii) all the information reasonably necessary to enable you to make informed decisions on whether to vote for, against or abstain from the proposed resolution(s) at the AGM.

(II) 2025 WORK REPORT OF THE BOARD OF DIRECTORS

Please refer to Appendix I to this circular for the full text of the work report of the Board of Directors. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(III) 2025 ANNUAL FINANCIAL REPORT

PRC Accounting Standards for Business Enterprises

The annual financial statements for the year 2025 were entrusted to KPMG Huazhen LLP for audit. After the audit, KPMG Huazhen LLP is of the opinion that the financial statements of the Company have been prepared in accordance with the provisions of the domestic Accounting Standards for Business Enterprises ("**CASs**") and present fairly, in all material respects, the financial position of the Company as at 31 December 2025 and their financial performance and cash flows for the year then ended and has issued a standard unqualified audit report on the financial statements of the Company for the year 2025 as KPMG Huazhen Audit No. 2606855. The key accounting data and financial indicators of the Group for the year 2025 are as follows:

I. *Assets and liabilities*

At the end of 2025, the Group's total assets amounted to RMB11,428.00 million representing an increase of RMB1,938.77 million from the beginning of the year.

At the end of 2025, the Group's total liabilities amounted to RMB8,087.39 million, representing an increase of RMB1,956.67 million as compared to the beginning of the year.

At the end of 2025, the Group's total owners' equity amounted to RMB3,340.61 million, representing a decrease of RMB17.90 million as compared to the beginning of the year.

II. *Operating results*

(1) *Total operating revenue and net profit*

In accordance with PRC CASs, the Group achieved operating revenue of RMB2,762.22 million and net profit of RMB50.1 million for the year 2025.

(2) *Expenses*

In accordance with PRC CASs, the total sales expenses, administrative expenses, research and development expenses and finance costs of the Group for the year 2025 amounted to RMB201.15 million.

III. ***Cash flow situation***

Net cash inflow from operating activities in 2025 was RMB125.20 million, as compared to net cash outflow from operating activities of RMB76.62 million recorded for the corresponding period of the previous year; net cash outflow from investing activities in 2025 was RMB245.08 million, as compared to net cash outflow from investing activities of RMB36.66 million recorded for the same period of the previous year; net cash outflow from financing activities in 2025 was RMB162.55 million, as compared to net cash inflow from financing activities of RMB30.63 million recorded for the same period of the previous year.

International Financial Reporting Standard

The audited consolidated financial statements of the Company for the year 2025 prepared in accordance with the International Financial Reporting Standards and the auditor's report are set out in the 2025 annual report of the Company.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(IV) 2025 PROFIT DISTRIBUTION PLAN

The Board recommended the payment of a final dividend of RMB0.3147 (tax inclusive) per ten shares for the year ended 31 December 2025 (the "**Proposed 2025 Final Dividend**"), based on the total share capital of 2,181,436,500 Shares as at 27 March 2026, the total cash dividend to be distributed is RMB68,649,806.66, subject to the approval of the Shareholders at the AGM. Such Proposed 2025 Final Dividend will be payable on Wednesday, 26 August 2026 or an earlier date to the Shareholders whose names appear on the register of members of the Company on Monday, 8 June 2026.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

For the purpose of ascertaining the Shareholders' entitlement to the Proposed 2025 Final Dividend, the Registers of Members will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive. In order to establish entitlements to the Proposed 2025 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 2 June 2026.

According to Article 167 of the Articles of Association, the Company shall pay cash dividends and other payments to holders of domestic shares in RMB. The Company shall pay cash dividends and other payments to the holders of overseas listed foreign shares, which shall be denominated and declared in RMB and paid in foreign currency.

(V) PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Company proposed to grant the Issue General Mandate to the Board to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares of the Company (including any sale or transfer of treasury Shares out of treasury) up to the limit of 20% of the total number of Shares in issue (excluding any treasury Shares), as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the total number of issued shares of the Company (excluding any treasury Shares) was 2,181,436,500, which comprised 1,629,000,000 Domestic Shares and 552,436,500 H Shares. Assuming that there is no change in the number of Domestic Shares and H Shares of the Company before the AGM, the Company may issue up to 436,287,300 Shares under the Issue General Mandate. If the total number of issued shares of the Company (excluding any treasury Shares) changes due to the Company's repurchase and cancelation of Shares, the General Mandate shall be adjusted accordingly based on the number of Shares changed.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorization given under the Issue General Mandate Resolution by a special resolution of the Company in a general meeting.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

(VI) PROPOSE GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any H Shares, the Company proposes to consider and approve the granting of the Repurchase General Mandate to the Board by way of a special resolution at the AGM, subject to the conditions set out in the AGM, to repurchase H Shares not exceeding 10% of the aggregate number of H Shares of the Company in issue (excluding any treasury Shares (if any)) as at the date of passing the resolution in relation to such mandate.

An explanatory statement containing certain information regarding the Repurchase General Mandate is set out in Appendix II to this circular.

The above resolutions will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

(VII) AUTHORIZATION TO THE BOARD TO DETERMINE THE PAYMENT OF 2026 INTERIM DIVIDEND

In accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, in order to enable the Company to distribute the 2026 Interim Dividend in a timely and flexible manner, it is proposed that the Board be authorized by the Shareholders' General Meeting to determine the payment of the 2026 Interim Dividend, including: to authorize the Board to determine the 2026 Interim Dividend Payment Plan, to implement the payment of the Interim Dividend, including but not limited to handling the application, registration, filing and other procedures and signing relevant documents with the relevant domestic and overseas departments and regulatory authorities.

The above resolutions will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(VIII) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 April 2026 in relation to, among other things, the proposed amendments to the Articles of Association (the "**Proposed Amendments to the Articles of Association**").

According to the provisions under the currently effective Company Law, the Guidelines for the Articles of Association of Listed Companies (CSRC Announcement [2025] No. 6) (《上市公司章程指引》), the Listing Rules, and other applicable laws, regulations, rules and normative documents, and by taking into account the actual needs of the corporate governance of the Company, the Board resolved to make certain amendments to the Articles of Association (the "**Proposed Amendments**") in respect of, among others, the period for closure of the register of members, the payment of dividends and the voting procedures at general meetings on 20 April 2026.

The full text of the Proposed Amendments to the Articles of Association is set out in Appendix III to this circular.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

(IX) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

Reference is made to the announcement of the Company dated 20 April 2026 in relation to, among other things, the proposed amendments to the rules of procedures for general meetings.

In view of the above Proposed Amendments to the Articles of Association and taking into account the actual needs of the corporate governance of the Company, on 20 April 2026, the Board also resolved to propose certain amendments to the rules of procedures for the general meetings of the Company (the "**Rules of Procedures for General Meetings**") to align with the proposed amendments to the Articles of Association.

The full text of the proposed amendments to the Rules of Procedures for General Meetings is set out in Appendix IV to this circular.

The above resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(X) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026

Given that KPMG and KPMG Huazhen LLP ("**KPMG**") have been providing the Company with relatively professional services, and both parties have maintained good cooperation, and they have good credibility and influence in the capital market, and are familiar with the regulatory requirements of the capital market, the Company proposes to re-appoint KPMG and KPMG Huazhen LLP as the auditors of the Company for 2026 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, with a term of office commencing from the date of approval at the 2025 AGM of the Company to the next annual general meeting. At the same time, it is proposed that the Board be authorized by the Shareholders' resolution to determine the auditors' fees.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be no more than approximately RMB2.8 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no additional material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(XI) ANNUAL GENERAL MEETING

A notice convening the AGM to be held in the Conference Room, 2nd Floor, East Wing Annex Building, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC on Thursday, 28 May 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-7 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the accompanying proxy forms in accordance with the instructions printed thereon not less than 24 hours (i.e. 10:00 a.m. on Wednesday, 27 May 2026) before the time fixed for holding the AGM or any adjournment thereof (if any). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM or any adjournment thereof (if any) should you so wish.

Voting at the AGM will be taken by poll. An announcement on the poll results of the AGM will be published on the websites of the Stock Exchange and the Company.

The H Share register of members of the Company was closed from Tuesday, 28 April 2026 to Thursday, 28 May 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic shareholders whose names appear on the Company's Register of Members at the opening of business on Thursday, 28 May 2026 are entitled to attend the AGM.

In order to attend and vote at the AGM, holders of H shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 27 April 2026.

(XII)RECOMMENDATION

The Board considers that the resolutions set out in the notice of the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board of Directors
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
Company Secretary
Liu Lulu

Deewin Tianxia Co., Ltd

Work Report of the Board of Directors for 2025

I. OVERVIEW OF THE COMPANY'S BUSINESS IN 2025

Please refer to the section headed "Business Overview and Outlook" in the Company's 2025 Annual Report distributed to Shareholders.

II. KEY OPERATING INDICATORS

Please refer to the section headed "Financial Highlights" in the Company's 2025 Annual Report distributed to Shareholders.

III. PERFORMANCE OF THE BOARD OF DIRECTORS IN 2025

1. Meetings of the Board of Directors

The Board of Directors held 9 meetings throughout the year and passed a total of 55 resolutions, which mainly included the discussion over important annual matters such as the report on the financial accounts for 2024, profit distribution and the comprehensive budget plan, the financing plan and the investment plan for the year 2025; discussion over the 2024 annual and 2025 interim results announcements/reports; and various ad hoc resolutions relating to the amendments to the Articles of Association, the abolishment of the Supervisory Committee, the adjustment of members of the nomination committee of the Board, the appointment of senior management staff, application for H Share Full Circulation in respect of domestic unlisted shares, the establishment of subsidiaries in Hong Kong and Indonesia, etc. The procedures for convening and holding the meetings were in compliance with the relevant laws and regulations.

2. Convening of shareholders' meetings

In 2025, the Board of Directors convened a total of 3 shareholders' meetings, namely the first extraordinary general meeting of 2025 held on 2 January 2025, at which the resolutions on signing a new framework agreement for continuing connected transactions and setting the cap of the continuing connected transactions for the years 2025 to 2027 were considered and approved; the 2024 annual general meeting held on 29 May 2025, at which the resolutions including the Work Report of the Board of Directors for 2024, the Work Report of the Supervisory Committee for 2024, the 2024 annual final financial report, the 2025 comprehensive budget report, the financing plan for 2025, the proposal of profit distribution for 2024, purchasing liability insurance for Directors, supervisors, and senior management of Deewin Tianxia Co., Ltd, granting the Board of Directors a general mandate to issue Shares of the Company and to repurchase H Shares, authorizing the Board of Directors to decide on the payment of the 2025 interim dividend, abolishment of the Supervisory Committee and amendments to the Articles of Association, the Rules of Procedures for General Meetings, the Rules of Procedure for the Board of Directors' Meeting, the change of Directors, etc. were

considered and approved; and the second extraordinary general meeting of 2025 held on 14 July 2025, at which the resolutions including the appointment of the audit service provider and adjustment to the remuneration for the independent non-executive Directors were considered and approved.

3. Information on special committees of the Board

Please refer to the section headed "Corporate Governance Report" in the Company's 2025 Annual Report distributed to Shareholders.

4. Performance of duties by independent Directors

In 2025, in accordance with relevant laws and regulations, the three independent Directors of the Company earnestly performed their duties, diligently and conscientiously, actively attended the meetings of the Board and the special committees of the Board, understood the Company's operating conditions, the construction of internal control and the implementation of various resolutions, participated in the decision-making of major matters of the Company, actively participated in relevant training, and made independent and fair judgments by using their own professional knowledge and practical experience, which effectively promoted the standardized governance of the Company and effectively safeguarded the interests of the Company and all Shareholders.

5. Information disclosure work

In 2025, the Company continuously strengthened the management of information disclosure affairs, fulfilled its information disclosure obligations, adhered to the principle of truthful, accurate, complete and timely disclosure, completed the disclosure of regular reports on time, and issued temporary announcements such as meeting resolutions and major events in a true, accurate, complete and timely manner according to the actual situation of the Company, so as to ensure that investors can timely understand the major events of the Company and enhance the transparency of the Company.

6. Corporate governance

In 2025, the Company performed the duties of the Board of Directors in strict accordance with the Company Law, the Articles of Association and the relevant legal requirements such as the Listing Rules, and continuously improved the corporate governance structure of the Company. The shareholders' meeting, the Board of Directors and the special committees of the Board of Directors have clear responsibilities and are able to properly perform their corresponding rights and make scientific decisions in accordance with the relevant regulations of listed companies. The number of Directors on the Board of Directors, their qualifications and the proportion of independent Directors to the total number of Directors of the Company are in compliance with the Articles of Association and relevant regulations.

In order to promote effective decision-making and healthy development of the Company and to continuously improve the corporate governance structure, the Company completed amendments to the Articles of Association in 2025 and made adaptive amendments to the Rules of Procedure for General Meetings, the Rules of Procedure for the Board of Directors, the Terms of Reference of the Audit Committee of the Board and the Management System for Authorization to Management by the Board of Directors. In addition, the Company has also formulated a number of internal control systems relating to corporate governance. The Company continued to establish and improve its internal management and control system to promote standardized operation and enhance the level of governance.

IV. WORK PLAN OF THE BOARD OF DIRECTORS FOR 2026

In 2026, the Board will continue to uphold a responsible attitude towards all Shareholders, solidly carry out the daily work of the Board of Directors, make scientific and efficient decisions on major issues, ensure the steady and orderly development of business management, and achieve the maximization of the interests of all Shareholders and the Company. The Board will carry out its work in the following aspects:

1. Continue to improve the Company's standardized operation and governance level

The Company will actively follow the latest laws, regulations and rules, continuously strengthen the development of the Board of Directors, and continuously improve various rules and regulations and the management systems of the Board of Directors to enhance management efficiency. At the same time, it will strengthen training for Directors on the performance of their duties, and give full play to the supervisory roles of the independent Directors and the internal audit department in the Company's operation and management. This will continuously enhance risk prevention capabilities and provide a strong guarantee for the Company's high-quality development.

2. Establish and improve the performance guarantee mechanism for external directors

The Company will actively implement the requirements of the Performance Support System for External Directors, strengthen the team building of the external directors, and provide support and guarantee for the work of external directors. This includes establishing communication platforms for external directors to listen to their opinions and suggestions, organizing performance training and exchange activities for external directors, strengthening daily management and services for external directors, and promoting scientific decision-making by the Board of Directors.

3. Effectively improve the quality of information disclosure and strengthen investor relations management

The Company will earnestly fulfill its information disclosure obligations to ensure the fairness, timeliness, truthfulness, accuracy and completeness of information disclosure. This will improve the Company's management level and transparency, enable investors to timely

understand the Company's operation and management, and protect the interests of investors to the maximum extent. It will continuously improve the channels and methods of communication with investors, enhance the Company's information transparency, deepen investors' understanding and recognition of the Company, and establish a long-term, stable and sound relationship between the Company and its investors.

4. Maintain strategic positioning and accelerate business layout

The Company will continue to strengthen the integration and coordination of its various business segments, explore business cooperation opportunities in the new energy sector, accelerate the implementation of overseas projects and the used car business, and cultivate new profit growth points. Based on the existing high-quality customer resources and reasonable market layout, the Company will make every effort to expand into new markets and launch new projects to elevate its development to a new level.

Appendix II serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to for, against or abstain from the special resolution to grant to the Board the Repurchase General Mandate.

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Neither the explanatory statement nor the proposed share repurchase has unusual features.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its securities.

Number of Shares Proposed to be Repurchased

As of the Latest Practicable Date, the total number of Shares of the Company (excluding any treasury Shares (if any)) was 2,181,436,500, comprising 1,629,000,000 Domestic Shares and 552,436,500 H Shares. Subject to the passing of the proposed resolution granting the Repurchase General Mandate and on the basis that no Domestic Shares and/or H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 55,243,650 H Shares, being the maximum of 10% of the total number of H Shares in issue (excluding any treasury Shares (if any)) as at the date of passing of the relevant resolution.

Reasons for Repurchase

The Directors consider that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Repurchase General Mandate will only be exercised when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

Funding of Repurchase

In repurchasing H Shares, the Company may use its self-owned funds or self-raised funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, regulations and rules of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with its financial position as of 31 December 2025 as disclosed in the latest published audited accounts contained in the 2025 annual report of the Company). However, the Directors do not propose to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company and the Shareholders as a whole.

Status of the Repurchased H Shares

The Company may cancel the Shares bought back under the H Share Repurchase Mandate, and/or hold them as treasury shares subject to the conditions, for example, market conditions, purposes of share repurchase and its capital management needs, at the relevant time of the share repurchase.

H share prices

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	H Shares	
Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	1.81	1.72
May	2.40	1.61
June	1.99	1.74
July	2.18	1.88
August	2.19	2.01
September	2.72	2.07
October	8.99	2.35
November	11.40	6.47
December	10.15	3.34
2026		
January	9.61	2.14
February	2.41	1.96
March	2.93	1.90
From 1 April to the Latest Practicable Date	3.31	2.48

* *Source of data: Tonghuashun iFind*

Directors' Undertaking

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase General Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws, regulations and requirements of the PRC.

Disclosure of Interest

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any H Shares to the Company if the Repurchase General Mandate is approved at the AGM.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any H Shares held by them to the Company, or have undertaken not to do so, in the event that the Repurchase General Mandate is approved.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, Shaanxi Automobile Holding Group Co., Ltd. ("**Shaanxi Automobile Holding**") was the controlling shareholder of the Company, directly and indirectly holding 74.68% of the total issued share capital of the Company. The Company does not expect the exercise of the Repurchase General Mandate in full to have any implications under the Takeovers Code on Shaanxi Automobile Holdings.

The Listing Rules also prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. As at the Latest Practicable Date, the prescribed minimum percentage of 25% is applicable to the Company. Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company was in compliance with the threshold of 25% as at the Latest Practicable Date. The Directors will not propose to repurchase Shares if it would result in the Company's public float falling below the applicable prescribed minimum threshold pursuant to the Listing Rules.

SECURITIES REPURCHASE MADE BY THE COMPANY

No repurchase of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise). As at the Latest Practicable Date, the Company did not hold any treasury shares.

Details of the proposed amendments to the Articles of Association are as follows:

Comparison Table of Amendments to the

Articles of Association of Deewin Tianxia Co., Ltd

In addition to the table below, if the serial numbering of the articles is changed due to the addition, deletion and arrangement of certain articles, the serial numbering of the articles in the amended Articles of Association shall be postponed or decreased accordingly, and the serial numbering of the articles involved in cross-references shall be adjusted accordingly.

Original articles	Amended articles
Article 37 The registration of the change of register of shareholders due to share transfer shall not be conducted in 30 days prior to the general meeting or 5 days prior to the base date for the dividend distribution.	**Article 37 Where laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the stock exchanges or securities regulatory authorities of the place where the Company's shares are listed have provisions, prior to the general meeting or prior to the base date for the dividend distribution, on the period of closure of the register of members, such provisions shall apply.**
Article 73 When a general meeting is held, all Directors and secretary to the Board of the Company shall **attend** the meeting, and senior management who are not Directors of the Company shall be present in a nonvoting capacity at the meeting unless there is reasonable ground.	**Article 73** When a general meeting is held, all Directors and secretary to the Board of the Company shall **be present at** the meeting, and senior management who are not Directors of the Company shall be present in a nonvoting capacity at the meeting unless there is reasonable ground.

Original articles	Amended articles
Article 86 Unless otherwise required by laws and regulations, the securities regulatory authority or the stock exchange in the place where the Company's shares are listed, or if required by the following persons before or after a show of hands vote, the general meeting shall vote by a show of hands: (I) Chairman of the meeting; (II) at least two voting shareholders or proxies of voting shareholders; (III) one or several shareholders (including proxies) holding more than 10% of the voting shares individually or in aggregate at such meeting. Unless otherwise provided by laws and regulations, the securities regulatory authority or the stock exchange at the place where the Company's shares are listed, or by voting in accordance with the provisions of the preceding paragraph, the Chairman of the meeting shall, by a show of hands, declare the adoption of the proposal and record it in the minutes of the meeting as final and without the need to prove the number of votes for or against the resolution adopted at that meeting, or the proportion thereof. The request for voting by poll may be withdrawn by the proposer.	/
Article 95 The general meeting shall vote by open ballot.	**Article 94** The general meeting shall vote by open ballot. **Where the laws and regulations, the securities regulatory authorities or the stock exchange in the place where the Company's shares are listed have other provisions regarding the voting method at the general meeting, such provisions shall prevail.**

Original articles	Amended articles
Article 146 Article **108** of the Articles of Association concerning the circumstances under which a person may not serve as a Director shall also apply to the senior management. The provisions of Article **110** concerning the obligations of loyalty and Article **111** concerning the obligations of diligence of these Articles of Association shall also apply to senior management.	**Article 145** Article **107** of the Articles of Association concerning the circumstances under which a person may not serve as a Director shall also apply to the senior management. The provisions of Article **109** concerning the obligations of loyalty and Article **110** concerning the obligations of diligence of these Articles of Association shall also apply to senior management.
Article 164 The Company may distribute dividends in either of the following manners (or both of them): (I) cash; (II) share certificates.	**Article 163** The Company may distribute dividends in either of the following manners (or both of them) **for profit distribution policies:** (I) cash; (II) share certificates.
Article 167 The Company shall pay cash dividends and other payments to holders of domestic shares in RMB. The Company shall pay cash dividends and other payments to the holders of overseas listed foreign shares, which shall be denominated and declared in RMB and paid in foreign currency. The foreign currencies required by the Company to pay cash dividends and other payments to the holders of overseas listed foreign shares and holders of other foreign shares shall be handled in accordance with relevant state regulations on foreign exchange control.	**Article 166** The Company shall pay cash dividends and other payments to holders of domestic shares in RMB. The Company shall pay cash dividends and other payments to the holders of overseas listed foreign shares, which shall be denominated and declared in RMB and paid in foreign currency. The foreign currencies required by the Company to pay cash dividends and other payments to the holders of overseas listed foreign shares and holders of other foreign shares shall be handled in accordance with relevant state regulations on foreign exchange control. **Where the laws and regulations, departmental rules, regulatory documents, and regulatory authorities have special provisions on the distribution of dividends and other payments, such provisions shall prevail.**
Article 169 The Company shall distribute dividends in cash or stock as the profit distribution policy.	/

Original articles	Amended articles
Article 176 The Company employs an accounting firm that complies with the provisions of the Securities Law to conduct audits of accounting statements, verification of net assets and other related consulting services for a period of one year, which may be renewed.	**Article 174** The Company employs an accounting firm that complies with the provisions of the Securities Law **and the listing rules of the stock exchange of the place where the shares of the Company are listed** to conduct audits of accounting statements, verification of net assets and other related consulting services for a period of one year, which may be renewed.
Article 177 Employing and dismissing an accounting firm for the Company shall be **decided by a majority of shareholders**. The Board shall not appoint an accounting firm before a general meeting is held. **The term of office of an accounting firm employed by the Company shall be from the time of consideration and approval by the current annual general meeting of the Company until the end of the next annual general meeting.**	**Article 175** Employing and dismissing an accounting firm for the Company shall be **approved by way of ordinary resolution of a general meeting**. The Board shall not appoint an accounting firm before a general meeting is held.
Article 179 The remuneration or method of determining the remuneration of an accounting firm shall be approved **by the majority of shareholders or by other organization independent of the Board**.	**Article 177** The remuneration or method of determining the remuneration of an accounting firm shall be approved **by way of ordinary resolution of a general meeting**.

Original articles	Amended articles
Article 180 When the Company dismisses or does not renew the employment of an accounting firm, it shall give a **30-day** prior notice to the accounting firm, and the accounting firm shall have the right to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out. Where an accounting firm tenders its resignation, it shall inform the general meeting of whether there is any irregularity in the Company. **(I) an accounting firm may resign from its office by way of depositing at the Company's registered office a resignation notice in writing, which shall become effective on the date of such deposit at the Company's registered office or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:** **(1) a statement to the effect that there are no circumstances connected with its resignation which it considers necessary to be explained to shareholders or creditors of the Company; or** **(2) a statement of any such circumstances as it considers necessary to be explained.** **(II) where a written notice is deposited in accordance with paragraph (I) of this Article, the Company shall send a copy of the notice to the relevant authorities within 14 days. If the notice contains a statement referred to in item (2) of paragraph (I) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by postage prepaid mail to every shareholder who is entitled to receive the financial status report of the Company at the address registered in the register of shareholders.** **(III) where the accounting firm's notice of resignation contains a statement set out in item (2) of paragraph (I) of this Article, it may require the Board to convene an extraordinary general meeting for the purpose explaining the circumstances in connection with its resignation.**	**Article 178** When the Company dismisses or does not renew the employment of an accounting firm, it shall give a **10-day** prior notice to the accounting firm, and the accounting firm shall have the right to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out. Where an accounting firm tenders its resignation, it shall inform the general meeting of whether there is any irregularity in the Company.

Original articles	Amended articles
Article 190 If the Company falls under the circumstances (I) and (II) of **Article 189** of the Articles of Association and has not distributed its property to shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the general meeting.	**Article 188** If the Company falls under the circumstances (I) and (II) of **Article 187** of the Articles of Association and has not distributed its property to shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the general meeting. .....
Article 191 If the Company is dissolved as a result of the provisions (I), (II), (IV) and (V) of **Article 189** of the Articles of Association, it shall be liquidated. The Directors, as the obligor of the Company's liquidation, shall form a liquidation committee to carry out the liquidation within 15 days from the date when the cause of dissolution arises.	**Article 189** If the Company is dissolved as a result of the provisions (I), (II), (IV) and (V) of **Article 187** of the Articles of Association, it shall be liquidated. The Directors, as the obligor of the Company's liquidation, shall form a liquidation committee to carry out the liquidation within 15 days from the date when the cause of dissolution arises. .....
Article 204 ..... Where a notice of the Company is sent by way of announcement, the date of publication of the first announcement shall be the date of service, provided that the relevant announcement shall be published in the newspapers and periodicals meeting the relevant provisions or sent in the manner prescribed in **Article 203** of the Articles of Association.	**Article 202** ..... Where a notice of the Company is sent by way of announcement, the date of publication of the first announcement shall be the date of service, provided that the relevant announcement shall be published in the newspapers and periodicals meeting the relevant provisions or sent in the manner prescribed in **Article 201** of the Articles of Association.
Article 207 Definitions ..... (IV) the meaning of "accounting firm" **and "auditor**" in this Articles of Association is the same as that of "auditor" in the Listing Rules of Hong Kong Stock Exchange.	**Article 205** Definitions ..... (IV) the meaning of "accounting firm" in this Articles of Association is the same as that of "auditor" in the Listing Rules of Hong Kong Stock Exchange.
Article 210 Terms of "not less than", "within" used in these Articles of Association shall include the number itself; while "over", "**beyond",** "below" and "more than" shall exclude the number itself.	**Article 208** Terms of "not less than", "within" used in these Articles of Association shall include the number itself; while "over", "below" and "more than" shall exclude the number itself.

Details of the proposed amendments to the Rules of Procedures for General Meetings are as follows:

Comparison Table of Amendments to the

Rules of Procedures for General Meetings of Deewin Tianxia Co., Ltd

In addition to the table below, if the serial numbering of the articles is changed due to the addition, deletion and arrangement of certain articles, the serial numbering of the articles in the amended Rules of Procedures for General Meetings shall be changed or decreased accordingly, and the serial numbering of the articles involved in cross-references shall be adjusted accordingly.

Original articles	Amended articles
Article 23 When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts that require recognition of shareholders, the Board or the convenor of the shareholders' general meeting shall decide the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests. **The registration of the change of register of shareholders due to share transfer shall not be conducted in 30 days prior to the general meeting or 5 days prior to the base date for the dividend distribution.**	**Article 23** When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts that require recognition of shareholders, the Board or the convenor of the shareholders' general meeting shall decide the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests. **Where laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the stock exchanges or securities regulatory authorities of the place where the Company's shares are listed have provisions, prior to the general meeting or prior to the base date for the dividend distribution, on the period of closure of the register of members, such provisions shall apply.**
Article 38 When a general meeting is held, all directors and Board secretary of the Company shall **attend** the meeting.	**Article 38** When a general meeting is held, all directors and Board secretary of the Company shall **be present at** the meeting.

Original articles	Amended articles
Article 48 Matters on the agenda shall be passed by way of voting at the general meeting. All shareholders shall exercise their voting rights by the number of voting shares they represent, and each share shall have one vote. The way of voting shall be open ballot.	**Article 48** Matters on the agenda shall be passed by way of voting at the general meeting. All shareholders shall exercise their voting rights by the number of voting shares they represent, and each share shall have one vote. The way of voting shall be open ballot. **Where the laws and regulations, the securities regulatory authorities or the stock exchange in the place where the Company's shares are listed have other provisions regarding the voting method at the general meeting, such provisions shall prevail.** .....

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Deewin Tianxia Co., Ltd (the "**Company**") will be held at 10:00 a.m. on Thursday, 28 May 2026 at Conference Room, 2nd Floor, East Wing Annex Building, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular (the "**Circular**") of the Company dated 30 April 2026:

ORDINARY RESOLUTIONS

I. To consider and approve the 2025 work report of the Board of Directors of the Company.

II. To consider and approve the 2025 annual final financial report of the Company.

III. To consider and approve the 2025 profit distribution plan.

IV. To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2026.

V. To consider and approve the proposed amendments to the rules of procedures for general meetings set out in Appendix IV to the Circular, subject to the passing of the below-mentioned resolution No. 9.

VI. To consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as the auditors of the Company for 2026 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration.

SPECIAL RESOLUTIONS

VII. To consider and approve the following resolution on the proposed general mandate to issue Shares:

(1) Subject to the conditions set out in (2) below and in compliance with the relevant regulations, it is proposed to the general meeting to authorize the Board to, within the Relevant Period (as defined below), issue Shares (H Shares and/or Domestic Shares, the same below) (including any sale or transfer of treasury Shares out of treasury) at its discretion.

(2) 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. As at the Latest Practicable Date, the total number of issued shares of the Company (excluding any treasury Shares) was 2,181,436,500, which comprised a total of 1,629,000,000 Domestic Shares and a total of 552,436,500 H Shares. Assuming that there is no change in the number of Domestic Shares and H Shares of the Company before the date of the AGM, the maximum number of Shares that may be issued by the Company under the general mandate to issue Shares will be 436,287,300. If the number of the total number of issued shares of the Company (excluding any treasury Shares) changes due to the Company's repurchase or cancellation of the shares and other matters, the general mandate will make corresponding adjustments according to the changed number of shares.

(3) For the purposes of this resolution:

"Relevant Period" means the period from the date on which this resolution come into effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- the expiration of the 12-month period following the passing of this resolution; or
- the date on which the authorization referred to in this resolution is revoked or varied by a special resolution at any general meeting of the Company.

Provided the Board or its authorized persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

In order to improve the efficiency of decision-making, reduce the approval procedures and seize market opportunities, it is proposed to the general meeting to authorize the Board to deal with all matters in relation to the general mandate to issue Shares at its sole discretion, including but not limited to:

I. To authorize the Board to determine the specific share issuance plan, including but not limited to:

(i) class and number of Shares to be issued;

(ii) pricing method and/or issue price (including price range);

(iii) determining the time of issuance, term of issuance, target subscribers, method of issuance, use of proceeds and other contents to be included in the specific issuance plan as required by relevant laws, regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the listing place;

(iv) deciding on the engagement of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of relevant shares;

(v) disclosing relevant information in accordance with relevant laws and regulations and the listing rules of the stock exchange where the Company's securities are listed; and

(vi) dealing with all the reporting, registration, filing and listing matters in relation to the issue of the Relevant Shares.

II. 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;

III. To approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares; and

IV. In addition to the above-mentioned contents in relation to the general mandate to issue shares proposed to be approved at the AGM, it is proposed to the general meeting to agree 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.

VIII. To consider and approve the resolution on the general mandate to repurchase shares:

I. The General Mandate

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 ("**The General Mandate**") with self-owned funds or self-raised funds of the Company during the authorization period (as defined in "**II. Validity of the General Mandate**" below to this resolution).

2. The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:

- the Board be authorized to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, and to formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;

- the Board be authorized to determine the specific use of the repurchased H Shares based on the actual circumstances of the Company and within the time limit prescribed by relevant laws and regulations, and adjust or modify the use of the repurchased H Shares to the extent permitted by applicable laws and regulations; for the repurchased Shares to be held as treasury Shares, the Board be authorized to use such treasury Shares in accordance with the applicable rules and regulations as and when appropriate, including but not limited to resale for cash (subject to the general mandate to issue Shares) or transfer to satisfy share grants under share schemes, and to complete the relevant statutory procedures for registration, filing and approval within or outside the PRC;

- to authorise the Board and to approve the Board's authorisation of designated person(s) to sign and deal with all such documents and matters in connection with the aforesaid repurchase of H Shares, including but not limited to opening stock accounts and capital accounts, handling the corresponding procedure of change in foreign exchange registration (if applicable), perform the relevant approval or filing

procedures (if applicable), the retention of the repurchased shares as treasury shares, the subsequent capital reduction, cancellation of shares and making such amendments to the Articles of Association as it thinks appropriate;

- adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association; and

- the Board will only exercise its power under the above mandates in accordance with the Company Law, the Listing Rules and other relevant laws and regulations of Hong Kong and the PRC, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained (if needed).

The above-mentioned authorization matters may be delegated by the Board to the designated person(s) (which may include Director(s), the company secretary or other member(s) of the management) for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of:

1. the conclusion of the AGM for the year 2026 of the Company; or

2. the revocation or variation of the authorization given to the Board under this resolution by passing a special resolution of the general meeting of the Company.

Provided the Board or its authorized persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

IX. To consider and approve the proposed amendments to the articles of association of the Company set out in Appendix III to the Circular.

By Order of the Board
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 30 April 2026

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE ANNUAL GENERAL MEETING OF THE COMPANY

The register of members of H Shares of the Company were closed from Tuesday, 28 April 2026 to Thursday, 28 May 2026 (both days inclusive). Holders of H shares and domestic shares of the Company whose names appear on the register of members of the Company at the opening of business on Thursday, 28 May 2026 are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, holders of H shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 27 April 2026.

(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR THE 2025 FINAL DIVIDEND

The Board recommended the payment of a final dividend of RMB0.3147 per ten shares (tax inclusive) for the year ended 31 December 2025 (the "**Proposed 2025 Final Dividend**"), subject to the approval of the Shareholders at the 2025 AGM to be held on Thursday, 28 May 2026. The proposed 2025 final dividend will be paid on or before Wednesday, 26 August 2026 to shareholders whose names appear on the register of members of the Company on Monday, 8 June 2026.

For the purpose of determining the Shareholders' entitlement to the proposed 2025 final dividend, the Registers of Members will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive. In order to establish entitlements to the Proposed 2025 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 2 June 2026.

(3) REGISTRATION PROCEDURES FOR ATTENDING THE ANNUAL GENERAL MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the AGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

(4) PROXIES

- Any Shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf at the AGM. A proxy needs not be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the AGM.

- Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be delivered to the correspondence address designated by the Company for holders of domestic shares not less than 24 hours before the time appointed for the AGM. To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation (if any) must be delivered to Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (i.e. 10:00 a.m. on Wednesday, 27 May 2026) before the time appointed for the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (if any) should they so wish.

(5) THE AGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.

Designated address of the Company:
16th Floor, Unit 1 Building 1, Jingwei International Centre, 29 West Section of Xijin Road Jingwei New City,
Economic and Technological Development Zone, Xi'an City, Shaanxi, the PRC
(Postal code: 710200)
Telephone No: (86) 29 8606 0733
Attention: LIU Lulu

As at the date of this notice, 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.