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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)

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.