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(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 2025 FINAL DIVIDEND;
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that the AGM was held in order on Thursday, 28 May 2026 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 2026; and (ii) the notice of the AGM dated 30 April 2026 (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, Wisser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC on Thursday, 28 May 2026 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**”) is 2,181,436,500, comprising 1,629,000,000 Domestic Shares and 552,436,500 H Shares. As at the date of the AGM, the Company was holding 29,038,100 H Shares as treasury Shares, which should be excluded from the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM. The Company did not solicit voting or exercise any voting rights in respect of the aforesaid treasury shares at the AGM. In addition, there were no Shares repurchased by the Company which are pending cancellation and should be excluded from the total number of Shares for the purpose of the AGM. Therefore, the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM was 2,152,398,400 Shares.

Save as disclosed above, 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 1,782,195,000 Shares carrying voting rights, or 82.8004% 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. Zhao Peng and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors, attended the 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
Ordinary Resolutions				
1	To consider and approve the 2025 work report of the Board of Directors of the Company.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2	To consider and approve the 2025 annual final financial report of the Company.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
3	To consider and approve the 2025 profit distribution plan.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4	To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2026.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5	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.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
6	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.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
Special Resolutions				
7	To consider and approve the following resolution on the proposed general mandate to issue Shares:	/	/	/
	7.1 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.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	7.2 To authorize the Board to determine the specific share issuance plan.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	7.3 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.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

No.	Resolutions	Number of Shares (Approximate Percentage)		
		For	Against	Abstain
	7.4 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.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
8	To consider and approve the resolution on the general mandate to repurchase shares:			
	8.1 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-owned funds or self-raised funds of the Company during the authorization period.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
	8.2 The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares.	1,782,195,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
9	To consider and approve the proposed amendments to the articles of association of the Company set out in Appendix III to the Circular.	1,782,195,000 (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. KPMG, the auditor of the Company, was appointed as the scrutineer for votetaking at the AGM. The work of KPMG 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 KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement and consequently no opinion or assurance has been issued by KPMG on matters of legal interpretation or entitlement to vote.

(2) PAYMENT OF THE 2025 FINAL DIVIDEND

The resolution in relation to the 2025 final dividend distribution plan was approved at the AGM and the Company will pay a final dividend of RMB0.3147 (tax inclusive) per ten Shares for 2025 (the “**2025 final dividend**”).

The 2025 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. RMB0.87228 against HK\$1. Accordingly, the 2025 final dividend is HK\$0.3607 (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 2025 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 Monday, 8 June 2026 (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) 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) and the Company (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
28 May 2026

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.