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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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) PROPOSED APPOINTMENT OF AUDITORS**  
**(2) PROPOSED ADJUSTMENT TO REMUNERATION OF**  
**INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of Deewin Tianxia Co., Ltd to be held at 10:00 a.m. on Monday, 14 July 2025 at 1st Conference Room, 16th Floor, Unit 1, Building 1, Jingwei International Center, Xijin Road, Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi Province, the PRC is set out on pages 7 to 8 of this circular.

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

27 June 2025

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## DEFINITIONS

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

“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of the Company
“Circular”	this circular to the Shareholders
“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
“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
“EGM” or “Extraordinary General Meeting”	an extraordinary general meeting of the Company to be convened at 10:00 a.m. on Monday, July 14, 2025 for the purpose of considering, and if thought fit, approving the resolutions contained in the notice of the meeting which is set out on pages 7 to 8 of this Circular, or any adjournment thereof
“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 dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“KPMG”	KPMG

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## DEFINITIONS

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“KPMG Huazhen”	KPMG Huazhen LLP
“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
“Proposed Appointment”	the proposed appointment of KPMG and KPMG Huazhen as the auditors of the Company under the International Financial Reporting Standards and the PRC Accounting Standards for Business Enterprises for the year 2025, respectively
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Domestic Shares and H Shares of the Company
“Shares”	Domestic Shares and H Shares of the Company
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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## LETTER FROM THE BOARD

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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)**

**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

27 June 2025

*To the Shareholders:*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITORS**  
**(2) PROPOSED ADJUSTMENT TO REMUNERATION OF**  
**INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with (i) details regarding the proposed appointment of auditors of the Company, (ii) details regarding the proposed adjustment to remuneration of independent non-executive Directors, and (iii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF AUDITORS

References are made to the announcement of the Company dated 21 May 2025 in relation to the retirement of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company upon the expiration of their terms of office at the conclusion of the annual general meeting of the Company held on 29 May 2025, and the announcement of the Company dated 2 June 2025 in relation to the closure of register of members of H shares of the Company for the EGM to be held on 14 July 2025 to consider and approve the appointment of the Company's auditors.

Based on the open bidding process of the Company and as recommended by the Audit Committee, the Board resolved to propose to the Shareholders at the EGM to approve the appointment of KPMG and KPMG Huazhen as the auditors of the Company under the International Financial Reporting Standards and the PRC Accounting Standards for Business Enterprises for the year 2025 respectively and to authorise the Board to determine the remuneration of the auditors.

In assessing the appointment of KPMG and KPMG Huazhen as the auditors of the Company, the Audit Committee has considered a number of factors, including but not limited to: (i) the audit fees proposed by KPMG and KPMG Huazhen; (ii) their extensive experience, industry knowledge, and technical competency in providing audit services to listed companies; (iii) their independence from the Group and objectivity; (iv) their available resources and capabilities, including the size and composition of the proposed audit teams; and (v) Guidelines Notes on Change of Auditors and Guideline for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee and the Board are satisfied that KPMG and KPMG Huazhen are eligible and suitable to act as the new auditors of the Company. The Board and the Audit Committee are of the view that the Proposed Appointment is in the interest of the Company and the Shareholders as a whole.

The above resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the EGM. If approved, the terms of service of KPMG and KPMG Huazhen will commence from the date on which the relevant resolution is approved up to the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### **3. PROPOSED ADJUSTMENT TO REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

On 30 May 2024, the annual general meeting of the Company considered and approved the current fees for the independent non-executive Directors of the Second Session of the Board. Pursuant to the ordinary resolution, the independent non-executive Director who is ordinarily resident in Hong Kong shall be remunerated at a rate of RMB120,000 per annum (before tax), and the remaining two independent non-executive Directors shall be remunerated at a rate of RMB80,000 per annum (before tax).

Taking into account the current overall economic environment, the remuneration levels in the industries and region of the Company, the scale and complexity of the Company's businesses, future operational conditions, profitability, and the workload and professionalism of the independent non-executive Directors, and in order to better achieve the company's strategic development objectives, further motivate the independent non-executive Directors, and further promote their diligence and dedication, the Board, after consideration and approval by the remuneration committee of the Board, resolved to propose to adjust the Directors' fee of an independent non-executive Director who is ordinarily resident in Hong Kong to a rate of RMB140,000 per annum (before tax), and the Directors' fee of an independent non-executive Director who is not ordinarily resident in Hong Kong to a rate of RMB100,000 per annum (before tax).

An ordinary resolution will be proposed at the EGM to consider and approve the proposed adjustment to the remuneration of the independent non-executive Directors. If approved, the Directors' fee of Mr. Ip Wing Wai, the independent non-executive Director who is ordinarily resident in Hong Kong, will be adjusted to a rate of RMB140,000 per annum (before tax). The Directors' fee of each of Mr. Yu Qiang and Mr. Li Gang, each an independent non-executive Director who is not ordinarily resident in Hong Kong, will be adjusted to a rate of RMB100,000 per annum (before tax).

### **4. EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held in 10:00 a.m. on Monday, 14 July 2025 at 1st Conference Room, 16th Floor, Unit 1, Building 1, Jingwei International Center, Xijin Road, Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi Province, the PRC is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the accompanying proxy forms in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. 10:00 a.m. on Sunday, 13 July 2025) 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 EGM or any adjournment thereof (if any) should you so wish.

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## LETTER FROM THE BOARD

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

Reference is made to the announcement of the Company dated 2 June 2025 in relation to the closure of register of members of H shares of the Company for the EGM. The H Share register of members of the Company has been closed from Saturday, 14 June 2025 to Monday, 14 July 2025 (both days inclusive), during which period no transfer of H Shares will be registered. 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 Monday, 14 July 2025 are entitled to attend and vote at the EGM.

In order to attend and vote at the EGM, 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 Friday, 13 June 2025.

### 5. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM 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 EGM.

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**



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 10:00 a.m. on Monday, 14 July 2025 at 1st Conference Room, 16th Floor, Unit 1, Building 1, Jingwei International Center, Xijin Road, Jingwei New City, Economic and Technological Development Zone, 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 27 June 2025:

#### ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of KPMG as the auditors of the Company for the year 2025 under the International Financial Reporting Standards and to authorize the Board to determine their remuneration.
2. To consider and approve the proposed appointment of KPMG Huazhen LLP as the auditors of the Company for the year 2025 under the China Accounting Standards for Business Enterprises and to authorize the Board to determine their remuneration.
3. To consider and approve the proposed adjustment to the remuneration of independent non-executive Directors:
  - (a) An independent non-executive Director who is ordinarily resident in Hong Kong shall be remunerated at a rate of RMB140,000 per annum (before tax).
  - (b) An independent non-executive Director who is not ordinarily resident in Hong Kong shall be remunerated at a rate of RMB100,000 per annum (before tax).

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, 27 June 2025

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notes:

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM OF THE COMPANY**

Reference is made to the announcement of the Company dated 2 June 2025 in relation to the closure of register of members of H shares of the Company for the EGM. The register of members of H Shares of the Company has been closed from Saturday, 14 June 2025 to Monday, 14 July 2025 (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 Monday, 14 July 2025 are entitled to attend and vote at the EGM.

In order to attend and vote at the EGM, 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 Friday, 13 June 2025.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

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 EGM, 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.

**(3) PROXIES**

- a. Any Shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. 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 EGM.
- b. 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 a director 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 EGM (i.e. 10:00 a.m. on Sunday, 13 July 2025). 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 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM (i.e. 10:00 a.m. on Sunday, 13 July 2025). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (if any) should they so wish.

**(4) THE EGM 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, 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.*