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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)

ANNOUNCEMENT
PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS;
PROPOSED CHANGE OF SUPERVISOR; AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES

PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Deewin Tianxia Co., Ltd (the “**Company**”) hereby announces that at the Board meeting held on 29 March 2023, it was approved by the Board that Mr. Wang Jianbin and Mr. Zhou Qi will cease to serve as the non-executive Directors of the Company due to the change in their work commitments. To safeguard the Company’s strategic development and business needs, Shaanxi Automobile Group Co., Ltd.(陝西汽車集團股份有限公司), the Company’s shareholder, nominated Mr. Tian Qiang and Mr. Zhao Chengjun as candidates for non-executive Directors, and submitted the resolution to the Company’s annual general meeting (the “**AGM**”) for consideration and approval.

Mr. Wang Jianbin and Mr. Zhou Qi have respectively confirmed that they have no disagreement with the Board and there are no other matters relating to their resignations that need to be brought to the attention of the shareholders. The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Wang Jianbin and Mr. Zhou Qi for their valuable contributions and services to the Company during their tenure of office in the past.

The biographical details of Mr. Tian Qiang are as follows:

Mr. Tian Qiang, male, aged 43, graduated from the School of Economics and Management of Hubei Shashi University majoring in accounting and the Correspondence College of Yangtze University (長江大學函授學院) majoring in computer science. From July 2000 to October 2004, Mr. Tian Qiang worked as an employee of the finance department of Shaanxi Automobile Manufacturing Plant. From October 2004 to March 2013, he worked in the financial and accounting department of Shaanxi Heavy Duty Motor Company Limited (陝西重型汽車有限公司), and successively served as employee of the financial and accounting department, section officer of management accounting section, section officer of fund management section and section officer of management accounting section, and section officer of fund management section. From March 2013 to February 2014, he served as the deputy manager of the general management department of the sales company of Shaanxi Heavy Duty Motor Company Limited (陝西重型汽車有限公司). From February 2014 to January 2016, he served as the deputy head of the finance and accounting department of Shaanxi Heavy Duty Motor Company Limited (陝西重型汽車有限公司). From January 2016 to January 2019, he served as the head of the operation management department and

secretary of the Party branch of Shaanxi Automobile Holding Group Co., Ltd. (陝西汽車控股集團有限公司). From January 2019 to January 2023, he served as the general manager of Shandong Automobile Manufacturing Co., Ltd. (山東汽車製造有限公司). Since January 2023 until now, he has been serving as the director of commercial vehicles of Shaanxi Automobile Group Co., Ltd.(陝西汽車集團股份有限公司); deputy secretary of the Party Committee, director and general manager of Shaanxi Automobile Group Commercial Vehicle Co., Ltd. (陝汽集團商用車有限公司).

The biographical details of Mr. Zhao Chengjun are as follows:

Mr. Zhao Chengjun, male, aged 44, holds a junior college degree in marketing from Shaanxi University of Finance and Economics, a bachelor's degree in business management from Xi'an University of Technology, and a master's degree in business administration from the School of Business Administration of Xi'an University of Technology. From March 2003 to September 2005, Mr. Zhao Chengjun was engaged in market research in the marketing department of the sales company of Shaanxi Heavy Duty Automobile Co., Ltd (陝西重型汽車有限公司). From October 2005 to February 2014, he worked in the sales company of Shaanxi Heavy Duty Automobile Co., Ltd (陝西重型汽車有限公司) and successively served as the section officer of the market research section of the marketing department, the director, the manager of the sales department, the deputy general manager, the deputy general manager and the manager of the sales service department of the Zhengzhou office. From February 2014 to January 2022, he worked in the quality management department of Shaanxi Automobile Holding Group Co., Ltd. (陝西汽車控股集團有限公司), and successively served as the head of the quality management department and the secretary and head of the general party branch of the quality management department. Since January 2022 until now, he has been serving as the sales director of Shaanxi Heavy Duty Automobile Co., Ltd (陝西重型汽車有限公司); secretary of the Party Committee and general manager of the sales company.

As at the date of this announcement, the Company has not entered into any service contract with Mr. Tian Qiang and Mr. Zhao Chengjun. Subject to the approval of the appointment of Mr. Tian Qiang and Mr. Zhao Chengjun as non-executive Directors at the AGM, the Company will enter into service contracts with Mr. Tian Qiang and Mr. Zhao Chengjun for a term commencing from the date of approval at the AGM until the expiry of the term of the first session of the Board, and they are also subject to retirement and re-election at AGM in accordance with the Articles of Association of the Company. Mr. Tian Qiang and Mr. Zhao Chengjun will not receive any remuneration for serving as a director of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Tian Qiang and Mr. Zhao Chengjun did not hold any position in the Company or any of its subsidiaries, nor did they hold any directorship in any listed companies in the last three years. They do not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Tian Qiang and Mr. Zhao Chengjun do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is not aware of any other matters relating to the proposed appointment of Mr. Tian Qiang and Mr. Zhao Chengjun that need to be brought to the attention of the shareholders, nor is there any other information relating to Mr. Tian Qiang and Mr. Zhao Chengjun that is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED CHANGE OF SUPERVISOR

The Board of the Company hereby announces that Mr. Wang Jing’an, a Supervisor of the Company, will resign as a Supervisor of the Company due to the change of work, which will take effect after the election of a new Supervisor at the AGM of the Company. To safeguard the Company’s strategic development and business needs, Shaanxi Automobile Group Co., Ltd., a shareholder of the Company, nominated Mr. Zhang Shaojie as a candidate for Supervisor, which is subject to the approval by the shareholders at the AGM.

Mr. Wang Jing’an has confirmed that he has no disagreement with the Board and the Board of Supervisors and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders. The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Wang Jing’an for his valuable contributions and services to the Company during his tenure of office in the past.

The biographical details of Mr. Zhang Shaojie are as follows:

Mr. Zhang Shaojie, male, aged 47, graduated from Baoji School of Finance and Economics majoring in financial accounting and holds a master’s degree in business administration from the School of Business Administration of The Hong Kong Polytechnic University. He is a member of the Chinese Institute of Certified Public Accountants. Mr. Zhang Shaojie worked in the finance department of the production segment of Shaanxi Automobile Group Co., Ltd. from August 1995 to January 2005, successively serving as the accountant and the director of the finance department of the production segment. From January 2005 to October 2005, he served as the financial director of the material procurement department of Shaanxi Automobile Group Co., Ltd.. From October 2005 to January 2013, he served as the chief financial officer of Shaanxi Tonghui Automobile Logistics Co., Ltd.(陝西通匯汽車物流有限公司). From January 2013 to January 2017, he served as the general manager of Shaanxi Tonghui Automobile Logistics Co., Ltd.. From January 2017 to February 2021, he served as Party branch secretary and general manager of Shaanxi Huazhen Industry and Trade Service Co., Ltd. (陝西華臻工貿服務有限公司). Since February 2021, he has been serving as the Party branch secretary and head of the financial management department of Shaanxi Automobile Holding Group Co., Ltd..

Save as disclosed above, as at the date of this announcement, Mr. Zhang Shaojie did not hold any position in the Company or any of its subsidiaries, nor did he hold any directorship in any listed companies in the last three years. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Zhang Shaojie does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Subject to the approval of the appointment of Mr. Zhang Shaojie at the AGM of the Company, he will enter into a service contract with the Company for a term commencing from the date of approval at the AGM and until the expiration of the term of the first session of the Board of Supervisors of the Company. Mr. Zhang Shaojie will not receive any remuneration for serving as a Supervisor of the Company.

The Board is not aware of any other matters relating to the proposed appointment of Mr. Zhang Shaojie that need to be brought to the attention of the shareholders and there is no other information relating to Mr. Zhang Shaojie that is required to be disclosed under any provisions of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 29 March 2023, the changes in the composition of the Board committees are as follows:

Remuneration Committee

- (a) Mr. Wang Wenqi resigned as a member of the Remuneration Committee, and Mr. Ip Wing Wai was appointed as a member of the Remuneration Committee.
- (b) Mr. Li Gang and Mr. Yu Qiang remain as members of the Remuneration Committee.
- (c) Mr. Li Gang remains as the chairman of the Remuneration Committee.

Nomination Committee

- (a) Mr. Wang Runliang resigned as a member of the Nomination Committee, and Mr. Guo Wancai was appointed as a member of the Nomination Committee.
- (b) Mr. Yu Qiang resigned as the chairman of the Nomination Committee, and Mr. Guo Wancai was appointed as the chairman of the Nomination Committee.
- (c) Mr. Yu Qiang and Mr. Li Gang remain as members of the Nomination Committee.

By order of the Board of Directors
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
Guo Wancai
Chairman

Xi'an, the PRC, 29 March 2023

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. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Wang Jianbin, Mr. Zhou Qi 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.