

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) RESIGNATION OF EXECUTIVE DIRECTOR AND
GENERAL MANAGER; AND
(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND APPOINTMENT OF GENERAL MANAGER**

RESIGNATION OF EXECUTIVE DIRECTOR AND GENERAL MANAGER

The board of directors (the “**Board**”) of Deewin Tianxia Co., Ltd (the “**Company**”) announces that Mr. Wang Runliang (王潤梁) (“**Mr. Wang**”), due to age concern, has tendered his resignation as (i) the general manager of the Company with effect from 21 January 2025; and (ii) an executive director of the second session of the Board of the Company with effect from the date on which a new director is appointed.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the creditors.

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND APPOINTMENT OF
GENERAL MANAGER**

The Board further announces that, on 21 January 2025, it has resolved to (1) appoint Mr. Zhao Peng (趙鵬) (“**Mr. Zhao**”) as the general manager of the Company for a term commencing from the date of consideration and approval by the Board until the expiry of the term of the second session of the Board; and (2) nominate Mr. Zhao as an executive director of the second session of the Board for a term commencing from the date of consideration and approval at the general meeting of the Company to the expiry of the term of the second session of the Board. Pursuant to the articles of association of the Company (the “**Articles of Association**”), the proposed appointment of Mr. Zhao as an executive director is subject to the approval of the Shareholders at the general meeting. Upon the Shareholders’ approval on the proposed appointment of Mr. Zhao as an executive director of the second session of the Board, the Company will enter into a service contract with him.

The biographical details of Mr. Zhao are set out as follows:

Mr. Zhao Peng, male, aged 42, is an assistant economist. Mr. Zhao graduated with a bachelor's degree in automobile operation engineering from Chang'an University (長安大學) in 2004 and graduated from Shaanxi Master of Business Administration College with an executive master of business administration (EMBA) in 2023. From July 2004 to February 2006, Mr. Zhao worked in the heavy truck sales and marketing department of the marketing company of Anhui Jianghuai Automobile Co., Ltd. (安徽江淮汽車股份有限公司). From February 2006 to February 2012, he successively served as a sales representative of the Shenyang office and a commercial representative of the specialized vehicle department of the sales company of Shaanxi Heavy Duty Automobile Co., Ltd. (陝西重型汽車有限公司). From February 2012 to August 2012, he served as the assistant to the general manager in Shaanxi Automobile Group Wenzhou Yunding Automobile Co., Ltd. (陝西汽車集團溫州雲頂汽車有限公司). From August 2012 to January 2020, he successively served as the marketing research project manager, the director of Nanchang office and the director of Jinan office of the sales company of Shaanxi Heavy Duty Automobile Co., Ltd. From January 2020 to July 2022, he served as the deputy director of the group management department of Shaanxi Automobile Holding Group Co., Ltd. (陝西汽車控股集團有限公司). From July 2022 to January 2025, he served as the deputy general manager of the sales company of Shaanxi Heavy Duty Automobile Co., Ltd. From January 2025, he has been the general manager of the Company.

Save as disclosed above and as at the date of this announcement, Mr. Zhao does not have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interests 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). Save as disclosed above, Mr. Zhao has not held any other position with the Company or any of its subsidiaries or held any directorships in other listed companies in the past three years.

Save as disclosed above, the Company is not aware of any other matters in relation to the proposed appointment of Mr. Zhao as an executive director of the second session of the Board that need to be brought to the attention of the Shareholders or other information that needs to be disclosed under any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr Zhao's remuneration as the general manager of the Company will be based on his participation in the daily management of the Company's affairs and the specific duties he undertakes, and determined in accordance with the Company's relevant remuneration standards and performance appraisal. He will not receive director's fee for serving as an executive director.

The Board would like to express gratitude to Mr. Wang for his contribution to the Company during his tenure of office and welcome Mr. Zhao on his new appointment.

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
21 January 2025

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. 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.