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)

INSIDE INFORMATION
PROPOSED IMPLEMENTATION OF H SHARE FULL CIRCULATION BY THE COMPANY

This announcement is made by Deewin Tianxia Co., Ltd (the "**Company**") pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Reference is made to the "Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies" (《境內企業境外發行證券和上市管理試行辦法》) issued by the China Securities Regulatory Commission (中國證券監督管理委員會) (the "**CSRC**") on 17 February 2023, which became effective from 31 March 2023, and the "Guidelines on Application for 'Full Circulation' of Domestic Unlisted Shares of H share Companies" (《H股公司境內未上市股份申請「全流通」業務指引》, the "**Guidelines**") issued by the CSRC on 14 November 2019 and further amended on 10 August 2023, which set out the procedures for companies of which H shares listed on the Stock Exchange to apply for the circulation of domestic unlisted shares (as defined in the Guidelines) on the Stock Exchange.

On 30 December 2025, the board of directors of the Company (the "**Board**") considered and approved the proposed implementation of the conversion of 538,063,606 domestic shares of the Company held by Shaanxi Automobile Group Co., Ltd. (陝西汽車集團股份有限公司), a shareholder of the Company, representing approximately 24.67% of the total issued shares of the Company as at the date of this announcement, into H shares of the Company (the "**H Share Full Circulation**").

The H Share Full Circulation remains subject to all relevant approvals for its implementation, including the filing of the H Share Full Circulation, the conversion of the aforementioned domestic shares of the Company into the H Shares, and the Stock Exchange's approval for the listing and trading of such H Shares on the Main Board of the Stock Exchange (the "**Conversion and Listing**"). As at the date of this announcement, the Company has not yet submitted the application and filing documents for the H Share Full Circulation to the CSRC, nor has it applied to the Stock Exchange for the Conversion and Listing. Pursuant to the articles of association of the Company, the Conversion and Listing does not require shareholders' approval at general meeting.

The Company will make further announcement(s) on the progress of the H Share Full Circulation and the Conversion and Listing as and when appropriate in accordance with the requirements of the Inside Information Provisions and/or the Listing Rules.

The H Share Full Circulation and the Conversion and Listing are subject to other relevant procedures as required by the Stock Exchange and other domestic and overseas regulatory authorities. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Xi'an, the PRC
30 December 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. 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.