
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHANGE OF NON-EXECUTIVE DIRECTORS;
(2) PROPOSED CHANGE OF SUPERVISORS;
(3) 2022 PROFIT DISTRIBUTION PLAN;
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF H SHARE CLASS MEETING
NOTICE OF DOMESTIC SHARE CLASS MEETING**

The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of Deewin Tianxia Co.,Ltd to be held at 9:30 a.m., 11:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Tuesday, 30 May 2023 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC are set out on pages 25 to 31, pages 32 to 34 and pages 35 to 37 of this circular, respectively.

Forms of proxy for use at the AGM, H Share Class Meeting and Domestic Share Class Meeting are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM, H Share Class Meeting and/or Domestic Share Class Meeting 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 such meeting(s) 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 AGM, H Share Class Meeting and/or Domestic Share Class Meeting or any adjournment thereof (as the case may be) and voting in person if you so wish.

27 April 2023

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Tuesday, 30 May 2023 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the Board of Supervisors of the Company
“Class Meetings”	H Share Class Meeting and/or Domestic Share Class Meeting
“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
“Company Law”	the Company Law of the PRC (as amended from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Share Class Meeting”	the Domestic Share Class Meeting to be held at 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate
“Domestic Shareholder(s)”	holder(s) of the domestic share(s)
“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
“Group”	the Company and its subsidiaries
“H Share Class Meeting”	the H Share Class Meeting to be held at 11:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate

DEFINITIONS

“H Shareholder(s)”	holder(s) of the H Share(s)
“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
“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
“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot or otherwise deal with additional Shares (whether Domestic Shares or H Shares) representing up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of approving the General Mandate Resolution at the AGM
“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM, H Share Class Meeting and Domestic Share Class Meeting to exercise all powers of the Company to repurchase or otherwise deal with the H Shares representing up to the limit of 10% of the aggregate nominal values of the H Shares in issue as at the date of approving the Repurchase General Mandate Resolution at the AGM, H Share Class Meeting and Domestic Share Class Meeting
“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of the Repurchase General Mandate to the Board

DEFINITIONS

RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“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
“Supervisor(s)”	supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers (as amended from time to time)
“%”	percent

LETTER FROM THE BOARD



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

Wang Runliang
Wang Wenqi

Non-executive Directors

Guo Wancai (*Chairman*)
Wang Jianbin
Zhou Qi
Feng Min

Independent Non-executive Directors

Li Gang
Ip Wing Wai
Yu Qiang

Registered Office

16th Floor, Unit 1
Building 1, Jingwei 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 April 2023

To the Shareholders:

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS;
(2) PROPOSED CHANGE OF SUPERVISORS;
(3) 2022 PROFIT DISTRIBUTION PLAN;
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF H SHARE CLASS MEETING
NOTICE OF DOMESTIC SHARE CLASS MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the notices of the AGM and the Class Meetings, and (ii) all the information reasonably necessary to enable you to make informed decisions on whether to vote for, against or abstain from the proposed resolution(s) at the AGM and/or the Class Meetings.

2. 2022 WORK REPORT OF THE BOARD OF DIRECTORS

Please refer to Appendix I to this circular for the full text of the work report of the Board of Directors. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

3. 2022 WORK REPORT OF THE BOARD OF SUPERVISORS

Please refer to Appendix II to this circular for the full text of the work report of the Board of Supervisors. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

4. 2022 ANNUAL FINAL FINANCIAL REPORT

PRC Accounting Standards for Business Enterprises

The annual financial statements for the year 2022 were entrusted to PricewaterhouseCoopers Zhong Tian LLP for audit. After the audit, PricewaterhouseCoopers Zhong Tian LLP is of the opinion that the consolidated and company's financial statements of the Company have been prepared in accordance with the provisions of the domestic Accounting Standards for Business Enterprises ("CASs") and present fairly, in all material respects, the consolidated and company's financial position of the Company as at 31 December 2022 and their financial performance and cash flows for the year then ended and has issued a standard unqualified audit report on the financial statements of the Company for the year 2022 as PricewaterhouseCoopers Zhong Tian Audit (2023) No. 15006. The key accounting data and financial indicators of the Group for the year 2022 are as follows:

I. Assets and liabilities

At the end of the reporting period, the Group's total assets amounted to RMB9,172.6881 million representing a decrease of RMB1,015.3392 million from the beginning of the year. Of which, current assets amounted to RMB6,897.8730 million and non-current assets amounted to RMB2,274.8151 million.

At the end of the reporting period, the Group's total liabilities amounted to RMB5,837.1389 million, representing a decrease of RMB1,901.1415 million as compared to the beginning of the year. Of which, current liabilities amounted to RMB4,589.9633 million and non-current liabilities amounted to RMB1,247.1756 million.

At the end of the reporting period, the Group's total owners' equity amounted to RMB3,335.5492 million representing an increase of RMB885.8022 million as compared to the beginning of the year. Of which, RMB3,338.4549 million was attributable to shareholders' equity of the parent company.

LETTER FROM THE BOARD

II. Operating results

1. *Operating revenue, gross profit and gross profit margin*

In accordance with PRC CASs, the Group achieved operating revenue of RMB2,728.2982 million and gross profit of RMB493.1264 million for the year 2022, representing a gross profit margin of 18.07%.

2. *Expenses*

In accordance with PRC CASs, the total sales expenses, administrative expenses, research and development expenses and finance costs of the Group for the year 2022 amounted to RMB202.2853 million, representing 7.41% of the operating revenue.

3. *Net profit attributable to owners of the parent company*

In accordance with PRC CASs, the Group achieved a net profit of RMB216.4099 million for the year 2022, of which RMB222.7423 million was attributable to owners of the parent company.

III. Cash flow situation

Net cash flow from operating activities in 2022 was RMB-142.7249 million, representing an increase of RMB328.0277 million as compared to the corresponding period of the previous year; net cash flow from investing activities in 2022 was RMB-32.0570 million, representing a decrease of RMB12.7088 million as compared to the corresponding period of the previous year; net cash flow from financing activities in 2022 was RMB1,110.4092 million, representing an increase of RMB603.8839 million compared with the same period of the previous year.

International Financial Reporting Standard

The audited consolidated financial statements of the Company for the year 2022 prepared in accordance with the International Financial Reporting Standards and the auditor's report are set out in the 2022 annual report of the Company.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

5. 2023 COMPREHENSIVE BUDGET REPORT

The Company's comprehensive budget plan for 2023 is as follows:

I. Working Policy for 2023

Target-driven, integrated and synergistic, a pragmatic approach for changes, enhancement of double effects

II. Safeguarding measures to achieve the target in 2023

- (i) Collaborative development and continuous expansion of market share
- (ii) Stable development, focusing on risk management
- (iii) Promote business development in the new energy sector
- (iv) Enhance the application of information technology tools to help improve business quality and increase efficiency
- (v) Strengthen party building to lead the work and cultivate a high-level talent team

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

6. 2023 CONSOLIDATED FINANCING CREDIT FACILITY

In order to improve the efficiency of capital use and effectively facilitate the business development of subsidiaries, considering the mismatch of funds and early repayment, the Group planned to raise a total of RMB6.309 billion in 2023 according to its business needs and capital balance in 2023. It is proposed that the debt financing of the Company shall not exceed RMB4.2 billion (inclusive) in size (balance of exposure) and the accumulated new debt financing of not more than RMB3.9 billion (inclusive) in a financial year be approved by the Board as authorised by the general meeting of the Company. Term of authorization: 12 months from the date of approval of this resolution.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

If such debt financing is required to be disclosed and/or approved by the Shareholders in accordance with the Listing Rules, the Company will perform the relevant procedures in a timely manner in accordance with the Listing Rules.

LETTER FROM THE BOARD

7. 2022 PROFIT DISTRIBUTION PLAN

The Board recommended the payment of a final dividend of RMB0.4336 (tax inclusive) per ten shares for the year ended 31 December 2022 (the “**Proposed 2022 Final Dividend**”), based on the total share capital of 2,236,042,500 Shares as at 31 December 2022, the total cash dividend to be distributed is RMB96,954,802.80, subject to the approval of the Shareholders at the AGM. Such Proposed 2022 Final Dividend will be payable on Friday, 25 August 2023 or an earlier date to the Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders’ consideration and approval at the AGM.

For the purpose of ascertaining the Shareholders’ entitlement to the Proposed 2022 Final Dividend, the Registers of Members will be closed from Monday, 5 June 2023 to Monday, 12 June 2023, both days inclusive. In order to establish entitlements to the Proposed 2022 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 2 June 2023.

According to Article 235 of the Articles of Association, the Company shall pay cash dividends and other payments to holders of domestic shares in RMB. The Company shall pay cash dividends and other payments to the holders of overseas listed foreign shares, which shall be denominated and declared in RMB and paid in foreign currency.

8. RENEWAL OF AUDITORS FOR 2023

Given that PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP have been providing the Company with relatively professional services, and both parties have maintained good cooperation, and they have good credibility and influence in the capital market, and are familiar with the regulatory requirements of the capital market, the Company proposes to re-appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2023 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, with a term of office commencing from the date of approval at the 2022 AGM of the Company to the next AGM. At the same time, it is proposed that the Board be authorized by the Shareholders’ General Meeting to determine the auditor’s fees.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders’ consideration and approval at the AGM.

LETTER FROM THE BOARD

9. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 29 March 2023 in relation to, among other things, the proposed change of non-executive Directors.

Resignation

At the Board meeting held on 29 March 2023, Mr. Wang Jianbin and Mr. Zhou Qi ceased to serve as the non-executive Directors of the Company due to the change in their work commitments.

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.

Proposed Appointment of Non-Executive Directors

In order to ensure the strategic development and business needs of the Company, Shaanxi Automobile Group Co., Ltd., a shareholder of the Company, nominated Mr. Tian Qiang and Mr. Zhao Chengjun as candidates for non-executive Directors. Upon the approval of the appointment of Mr. Tian Qiang and Mr. Zhao Chengjun as non-executive Directors at the general meeting, the Company will enter into service contracts with Mr. Tian Qiang and Mr. Zhao Chengjun with a term commencing from the date of approval at the general meeting and ending on the expiry of the term of the first session of the Board of Directors. Mr. Tian Qiang and Mr. Zhao Chengjun will not receive any remuneration for serving as directors of the Company.

Please refer to the biographical details of Mr. Tian Qiang and Mr. Zhao Chengjun as set out below:

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).

LETTER FROM THE BOARD

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.

To the knowledge of the Directors, save as disclosed above, as at the Latest Practicable Date, 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 in relation to the proposed appointments of Mr. Tian Qiang and Mr. Zhao Chengjun that need to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Tian Qiang and Mr. Zhao Chengjun which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The above resolutions will be submitted, by way of ordinary resolutions, for the Shareholders' consideration and approval at the AGM.

10. PROPOSED CHANGE OF SUPERVISORS

Reference is made to the announcement of the Company dated 29 March 2023 in relation to, among other things, the Proposed Change of Supervisors.

Resignation

Due to change of work arrangement, on 29 March 2023, Mr. Wang Jing'an applied to the Board of Supervisors for resignation as a supervisor of the Company, which will take effect after the Company convenes the AGM to elect a new supervisor.

Mr. Wang Jing'an has confirmed that he has no disagreement with the Board and the Board of Supervisors and there is no other matter relating to his resignation that needs 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 past tenure of office.

LETTER FROM THE BOARD

Proposed Appointment of Supervisor

In order to ensure the strategic development and business needs of the Company, Shaanxi Automobile Group Co., Ltd., a shareholder of the Company, nominated Mr. Zhang Shaojie (張少傑) as a candidate for Supervisor, subject to the approval of the Shareholders at the general meeting. Subject to the approval of Mr. Zhang Shaojie's (張少傑) appointment at the general meeting of the Company, he will enter into a service contract with the Company for a term commencing from the date of approval at the general meeting and ending on the expiry of the term of the first session of the Board of Supervisors of the Company. Mr. Zhang Shaojie will not receive any remuneration as a supervisor of the Company.

Please refer to the biographical details of Mr. Zhang Shaojie as set out below:

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 Latest Practicable Date, 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).

The Board is not aware of any other matters in relation 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 which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The above resolutions will be submitted, by way of ordinary resolutions, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

11. AUTHORIZATION TO THE BOARD TO DETERMINE THE PAYMENT OF 2023 INTERIM DIVIDEND

In accordance with the Company Law of the People's Republic of China and other laws and regulations, the Listing Rules and the Articles of Association, in order to enable the Company to distribute the 2023 Interim Dividend in a timely and flexible manner, it is proposed that the Board be authorized by the Shareholders' General Meeting to determine the Company's 2023 Interim Profit Distribution Plan, and to authorize the Board to implement the relevant matters in relation to the payment of the Interim Dividend, including but not limited to handling the application, registration, filing and other procedures and signing relevant documents with the relevant domestic and overseas departments and regulatory authorities.

The above resolutions will be submitted, by way of ordinary resolutions, for the Shareholders' consideration and approval at the AGM.

12. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Company proposed to grant the Issue General Mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares of the Company up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,629,000,000 Domestic Shares and 607,042,500 H Shares. Subject to the passing of the Issue General Mandate Resolution at the AGM and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 325,800,000 Domestic Shares and/or 121,408,500 H Shares.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorization given under the Issue General Mandate Resolution by a special resolution of the Company in a general meeting.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

13. PROPOSE GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any H Shares, the Company proposes to consider and approve the granting of the Repurchase General Mandate to the Board by way of a special resolution at each of the AGM and the Class Meetings, subject to the conditions set out in the AGM and the Class Meetings, to repurchase H Shares not exceeding 10% of the aggregate nominal value of H Shares of the Company in issue as at the date of passing the resolution in relation to such mandate.

An explanatory statement containing certain information regarding the Repurchase General Mandate is set out in Appendix III to this circular.

The above resolutions will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM and the Class Meetings.

LETTER FROM THE BOARD

14. ANNUAL GENERAL MEETING AND CLASS MEETINGS

Notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting to be held in the Conference Room, 2nd Floor, East 5th Floor, Wisar Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC on Tuesday, 30 May 2023 at 9: 30 a.m., 11: 00 a.m. (or immediately after the conclusion of the AGM or any adjournment thereof) and 11: 30 a.m. (or immediately after the conclusion of the H Share Class Meeting and or any adjournment thereof), respectively, are set out on pages 25 to 31, pages 32 to 34 and pages 35 to 37 of this circular, respectively.

A form of proxy for use at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). If you intend to appoint a proxy to attend the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting, 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 relevant meetings 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 AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjournment thereof (if any) should you so wish.

Voting at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting will be taken by poll. An announcement on the poll results of the above meetings will be published on the websites of the Stock Exchange and the Company.

The H Share register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic shareholders whose names appear on the Company's Register of Members at the opening of business on Tuesday, 30 May 2023 are entitled to attend the AGM and holders of the Company's H Shares are entitled to attend and vote at the H Share Class Meeting.

In order to attend and vote at the AGM and/or the H Share Class Meeting, 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 Tuesday, 23 May 2023.

LETTER FROM THE BOARD

15. RECOMMENDATION

The Board considers that the resolutions set out in the notices of the AGM, the H Share Class Meeting and the Domestic Share Class Meeting 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 AGM, the H Share Class Meeting and the Domestic Share Class Meeting.

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

Deewin Tianxia Co., Ltd
Work Report of the Board of Directors for 2022

I. OVERVIEW OF THE COMPANY'S BUSINESS IN 2022

Please refer to the section headed "Business Overview and Prospects" in the Company's 2022 Annual Report distributed to shareholders.

II. KEY OPERATING INDICATORS

Please refer to the section headed "Financial Highlights" in the Company's 2022 Annual Report distributed to Shareholders.

III. PERFORMANCE OF THE BOARD OF DIRECTORS IN 2022**1. Meetings of the Board of Directors**

The Board of Directors held 7 meetings throughout the year and passed a total of 59 resolutions, which mainly included the discussion over important annual matters such as the report on the financial accounts for 2021, profit distribution and the comprehensive budget plan for the year 2022; discussion over the announcement/report on interim results in 2022; and various special resolutions relating to matters such as the listing of H shares, technological reform and measures, and financing. The convening and holding procedures of the meetings were in compliance with the relevant laws and regulations, and all directors participated in each of the board meetings in the form of on-site participation, online participation or correspondence voting.

2. Convening of shareholders' meetings

In 2022, the Board of Directors convened a total of one shareholders' meeting, namely the 2021 annual general meeting held on 19 May 2022, at which a total of seven resolutions were considered and approved, including the consideration of the Work Report of the Board of Directors for 2021, the Work Report of the Board of Supervisors for 2021, the 2021 annual final financial report, the report on the financial budget for 2022, the consolidated financing credit facility for 2022, the renewal of the appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's auditing service provider for 2022, and the proposal of profit distribution for 2021.

3. Information on special committees of the Board

Please refer to the section headed "Corporate Governance Report" in the Company's 2022 Annual Report distributed to shareholders.

4. Performance of duties by independent directors

The three independent directors of the Company have diligently performed their duties as independent directors in accordance with the relevant laws and regulations, diligently performed their duties, attended shareholders' meetings and board of directors meetings on time, participated in decision-making on major matters of the Company, actively participated in relevant training and made independent, impartial and objective judgments with their professional knowledge, thus playing a positive role in promoting the development of the Company.

5. Information disclosure work

In 2022, the Company was successfully listed. The Board of Directors strictly complied with the relevant regulations on information disclosure and completed the disclosure of interim results on time in accordance with the regulatory requirements, and at the same time issued interim announcements such as resolutions of meetings and material matters in a truthful, accurate, complete and timely manner in the light of the actual situation of the Company, faithfully fulfilling its obligations on information disclosure to ensure that investors were informed of material matters of the Company in a timely manner and to maximize the interests of investors were protected to the greatest extent possible.

6. Corporate Governance

In 2022, the Company performed the duties of the Board of Directors in strict accordance with the Company Law, the Articles of Association and the relevant legal requirements such as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and continuously improved the corporate governance structure of the Company. The general meeting of shareholders, the Board of Directors, the Board of Supervisors and the special committees of the Board of Directors have clear responsibilities and are able to properly perform their corresponding rights and make scientific decisions in accordance with the relevant regulations of listed companies. The number of directors on the Board of Directors, their qualifications and the proportion of independent directors to the total number of directors of the Company are in compliance with the Articles of Association and relevant regulations.

In order to promote effective decision-making and healthy development of the Company, the Company has formulated a number of internal control systems relating to corporate governance, including the Rules of Procedure of the General Meeting of Shareholders, the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Board of Supervisors, the Rules of Work of the Audit Committee, the Rules of Work of the Nomination Committee, the Rules of Work of the Remuneration Committee, the Measures for the Administration of Connected Transactions and the Measures for the Administration of Information Disclosure, etc. The procedures for the consideration and decision-making of important matters of the Company follow the requirements of the above-mentioned regulations on specific matters and are monitored and followed up by the Company to ensure their implementation on a case-by-case basis. Information that is required to be disclosed is subject to process conduction to ensure that the system is better implemented.

IV. WORK PLAN OF THE BOARD OF DIRECTORS FOR 2023**(i) Continue to improve the construction of the Board of Directors system**

The Board of Directors of the Company will continue to improve the construction of the Board of Directors, give full play to the role of independent directors in corporate decision-making; further clarify the functional positioning and boundaries of powers and responsibilities of each governance body such as the General Meeting of Shareholders, the Board of Directors and the management; continue to play the functions of the special committees of the Board of Directors, improve the decision-making efficiency of the Board of Directors, enhance the level of standardized operation, provide basic protection for the development of the Company, and establish a more standardized and transparent corporate operation system to ensure the healthy, stable and sustainable development of the Company.

(ii) Optimising the construction of internal control system

The Board of Directors will urge the Company to further improve and optimise its internal management system, strengthen business process control, clarify powers and responsibilities, define standards and further enhance its risk prevention capability; at the same time, the Board of Directors will conduct timely and effective inspection and supervision of the work of the management, effectively identify and analyse, and promote the prevention and resolution of major risks.

(iii) Strengthening training for directors and senior management

The Board of Directors will further strengthen the study of relevant regulations of listed companies and the relevant management system of the Company by directors and senior management as well as relevant staff, and actively organise and participate in relevant training to continuously enhance the ability of directors and senior management to perform their duties.

(iv) Consolidating the basic work of the Board of Directors

Efforts were made to build a working system and mechanism that is compatible with the corporate governance, organisational structure, development strategy, value concept and quality of the team, to promote the professionalisation, regularization, standardisation, streamlining process and informationisation of the work of the Board office, and to strive to provide guarantee for the efficient operation of the Board. Regularly report to shareholders on the work and operation of the Board of Directors.

(v) Strengthening the standard operation of listed companies

The Board of Directors of the Company will continue and strictly follow the requirements of the Securities Law, the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations to regulate its operation and continuously improve the level of corporate governance; actively fulfill its obligations on information disclosure, strengthen the audit of information disclosure and enhance the quality of information disclosure; strengthen reasonable communication with investors and establish a good image in the capital market; give full play to the Board of Directors will give full play to its decision-making and guidance role, strengthen the Company's internal control, improve the governance structure and internal discipline mechanism, and promote the effective allocation of resources.

(vi) Regulating the use of fund-raising capital and accelerating business layout

In 2023, the Company will continue to strengthen the management of the use of funds raised and improve the efficiency of the use of funds. It will gradually promote the construction of the fund-raising projects, actively explore business cooperation opportunities in the field of new energy and build comprehensive service capacity in the new energy after-market. At the same time, it will perform well in using and disclosing the funds raised in accordance with regulatory requirements and relevant systems of the Company; well-managing the value of the Company, proactively strengthen investor relations management, grasp the development opportunities brought by the listing, make good use of the capital market platform and optimize resource elements; base on the existing high-quality customer resources and reasonable market layout, make every effort to expand new markets and projects, and achieve a new level of development of the Company.

Deewin Tianxia Co., Ltd
Work Report of the Board of Supervisors for 2022

In the year 2022, the Board of Supervisors of the Company, with the support and cooperation of the Board of Directors of the Company, attended the Board of Directors' meetings and shareholders' meetings in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws and regulations, as well as the Articles of Association and the Rules of Procedure of the Board of Supervisors, and actively supervised the major operation activities of the Company and the performance of duties by the Directors and senior management. The Supervisory Committee has effectively supervised the major operation activities of the Company as well as the discharge of duties by the directors and senior management, which has given better play to the supervisory functions of the Board of Supervisors, promoted the standardized operation of the Company and safeguarded the legitimate rights and interests of the Company and its shareholders.

I. MEETINGS OF THE BOARD OF SUPERVISORS

The Company held two meetings of the Board of Supervisors in 2022 and considered and approved seven issues, including the Work Report of the Board of Supervisors for the year 2021, the 2021 annual final financial report, the comprehensive budget plan for the year 2022, the consolidated financing credit facilities for 2022, as well as the announcement of the Company's interim results for the year ended 30 June 2022, the interim report for 2022, and the non-recommendation of the Company the payment of an interim dividend for the period ending 30 June 2022, among other matters.

II. PERFORMANCE OF DUTIES BY THE BOARD OF SUPERVISORS

(i) Acting in accordance with the rules, operating in accordance with the law and performing its supervisory functions

By attending the Board of Directors' meetings and shareholders' meetings, the Board of Supervisors has listened to the important proposals and resolutions of the Company, understood the formation process of the Company's material decisions and grasped the results of the Company's operation performance, while performing the Board of Supervisors' function of informed supervision and inspection; understanding the Company's major decisions and playing the necessary audit function as well as the statutory supervision role.

(ii) Strengthening the inspection of the Company's operations to prevent irregularities

In compliance with the relevant regulations and the Articles of Association, the Board of Supervisors mainly focused on following up the daily operations of the Company. Through the supervision of the Company's operational work, financial operations and management, the Board of Supervisors was of the view that the Company was able to regulate its conduct in accordance with the Articles of Association in respect of corporate governance, business development and the Company's financial accounting and results in 2022, and no damage was found to the interests of the Company and shareholders' interests. In addition, the Board of Supervisors did not find that any of the directors and managers of the Company had violated any discipline, regulations, the Articles of Association or acted to the detriment of the interests of the Company in the execution of their duties for the Company.

III. THE BOARD OF SUPERVISORS' REVIEW OF MATTERS RELATING TO THE COMPANY IN 2022**(i) Operation of the Company in accordance with the law**

In 2022, the convening and holding of general meetings and Board of Directors meetings of the Company were carried out in accordance with the relevant requirements of the Company Law and the Articles of Association, and the decision-making procedures were in compliance with the relevant provisions of the Articles of Association, and the contents of the relevant resolutions were legal and valid. The members of the Board of Directors and senior management of the Company were able to perform their duties diligently and scientifically in accordance with the relevant laws and regulations of the State and the relevant provisions of the Articles of Association, and no violation of the Articles of Association or acts detrimental to the interests of the Company, nor any abuse of power to the detriment of the rights and interests of shareholders and investors were found.

(ii) Financial work of the Company

The Company strictly complies with the Accounting Law and other relevant financial rules and regulations. At present, the financial system is basically sound, the financial position is good, and the financial report truly and objectively reflects the financial position and operating results of the Company, and there are no false records, misleading statements or material omissions. The content of the Company's financial report truly, accurately and completely reflects the actual situation of the Company and does not contain any false records, misleading statements or material omissions.

(iii) Internal control situation

The Board of Supervisors is of the view that the Company has established a relatively sound governance structure and internal control system in accordance with its actual situation and the requirements of laws and regulations, which is in line with the development needs of the Company's operation and management at the current stage and ensures the healthy operation of the Company's businesses and the control of operational risks. The Company's internal control system is sound, legal and effective, and there are no major deficiencies.

(iv) Deposit and use of proceeds

The Company's deposit and actual use of funds raised in 2022 was in compliance with the regulations, and the use of funds raised was legal and compliant. There was no disguised change in the use of funds raised or damage to the interests of shareholders, no irregularities in the use of funds raised, and no violation of laws and regulations or damage to the interests of shareholders of the Company, in particular those of small and medium-sized shareholders.

(v) Connected transactions

During the reporting period, the Company's connected transactions were conducted in a legal and compliant manner, and no cases of damage to the interests of the Company and its shareholders were identified.

(vi) Prevention of insider trading

The Company's information disclosure process is clear, the scope of duties and confidentiality responsibilities of the relevant personnel in relation to information disclosure are clear, and the risks are controllable to ensure that information disclosure is legal, true and timely. No disclosure of insider information to the public, use of insider information for insider trading or advising others to use insider information for trading were found to have occurred; no irregularities in the trading of the Company's shares by directors, supervisors and senior management were found to have occurred.

IV. WORK PLAN OF THE BOARD OF SUPERVISORS FOR 2023

In 2023, the Board of Supervisors of the Company will continue to strictly implement the provisions of the Company Law and the Articles of Association, perform its duties faithfully and diligently and supervise the standardized operation of the Company. At the same time, it will actively adapt to the development requirements of the Company, continue to study relevant policies and regulations and professional knowledge, strengthen its supervision, safeguard the legitimate rights and interests of the Company, its employees and all shareholders, and promote the improvement of the Company's corporate governance structure and the standard operation of its business management.

Appendix III serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to for, against or abstain from the special resolution to grant to the Board the Repurchase General Mandate.

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LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its securities.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB2,236,042,500, comprising 1,629,000,000 Domestic Shares and 607,042,500 H Shares. Subject to the passing of the proposed resolution granting the Repurchase General Mandate and on the basis that no Domestic Shares and/or H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 60,704,250 H Shares, being the maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of passing of the relevant resolution.

Reasons for Repurchase

The Directors consider that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Repurchase General Mandate will only be exercised when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

Funding of Repurchase

In repurchasing H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, regulations and rules of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with its financial position as of 31 December 2022 as disclosed in the latest published audited accounts contained in the 2022 annual report of the Company). However, the Directors do not propose to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company and the Shareholders as a whole.

Status of Repurchase of H shares

The Listing Rules provide that all H Shares repurchased by the Company shall be automatically canceled and the relevant share certificates for such repurchased H Shares shall be canceled and destroyed. The registered capital of the Company shall be reduced by an amount equal to the aggregate nominal value of such canceled H Shares.

H share prices

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each month from July 2022 to the Latest Practicable Date were as follows:

Month	H Shares (HKD)	
	Highest	Lowest
2022		
July	1.82	1.40
August	1.88	1.16
September	1.25	0.80
October	1.08	0.77
November	0.90	0.66
December	1.05	0.73
2023		
January	1.07	0.80
February	1.02	0.77
March	0.89	0.66
From 1 April to the Latest Practicable Date	1.00	0.84

* Source of data: Tonghuashun iFind

Directors' Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, regulations and requirements of the PRC.

Disclosure of Interest

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any H Shares to the Company if the Repurchase General Mandate is approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, respectively.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any H Shares held by them to the Company, or have undertaken not to do so, in the event that the Repurchase General Mandate is approved.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Shaanxi Automobile Holding Group Co., Ltd. ("**Shaanxi Automobile Holding**") was the controlling shareholder of the Company, directly and indirectly holding 72.85% of the total issued share capital of the Company. The Company does not expect that the exercise of the Repurchase General Mandate in full will have any impact on the Takeovers Code. Assuming that there is no issue of Domestic Shares and H Shares between the Latest Practicable Date and the date of a repurchase, to the best knowledge and belief of the Directors, an exercise of the Repurchase General Mandate in whole or in part will not result in the percentage of Shares in the public hands falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

In addition, the Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in a breach of Rule 8.08 of the Listing Rules.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Deewin Tianxia Co.,Ltd (the “Company”) will be held at 9:30 a.m. on Tuesday, 30 May 2023 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, 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 of the Company dated 27 April 2023:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 work report of the Board of Directors of the Company.
2. To consider and approve the 2022 work report of the Board of Supervisors of the Company.
3. To consider and approve the 2022 annual final financial report of the Company.
4. To consider and approve the 2023 comprehensive budget plan of the Company.
5. To consider and approve the 2023 consolidated financing credit facility.
6. To consider and approve the 2022 profit distribution plan.
7. To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2023 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration.
8. To consider and approve the appointment of Mr. Tian Qiang as a non-executive director of the Company.
9. To consider and approve the appointment of Mr. Zhao Chengjun as a non-executive director of the Company.
10. To consider and approve the appointment of Mr. Zhang Shaojie as a supervisor of the Company.
11. To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2023.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

12. To consider and approve the following resolution on the proposed general mandate to issue Shares:

- (1) Subject to the conditions set out in (2) below and in compliance with the relevant regulations, it is proposed to the general meeting to authorize the Board to, within the Relevant Period (as defined below), issue Shares (H Shares and/or Domestic Shares, the same below) at its discretion.
- (2) The number of H Shares and Domestic Shares to be issued as approved by the Board shall not exceed 20% of each class of H Shares and Domestic Shares of the Company in issue as at the date on which this resolution is considered and approved at the AGM. The Company currently has a total of 1,629,000,000 Domestic Shares and a total of 607,042,500 H Shares. Assuming that there is no change in the number of Domestic Shares and H Shares before the date of the AGM, the maximum number of Domestic Shares and H Shares that may be issued by the Company under the general mandate to issue Shares will be 325,800,000 and 121,408,500, respectively.
- (3) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this resolution comes into effect until whichever is the earliest of:

1. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
2. the expiration of the 12-month period following the passing of this resolution; or
3. the date on which the authorization referred to in this resolution is revoked or varied by a special resolution at any general meeting of the Company.

In order to improve the efficiency of decision-making, reduce the approval procedures and seize market opportunities, it is proposed to the general meeting to authorize the Board to deal with all matters in relation to the general mandate to issue Shares at its sole discretion, including but not limited to:

NOTICE OF ANNUAL GENERAL MEETING

- (1) To authorize the Board to determine the specific share issuance plan, including but not limited to:
 1. class and number of Shares to be issued;
 2. pricing method and/or issue price (including price range);
 3. determining the time of issuance, term of issuance, target subscribers, method of issuance, use of proceeds and other contents to be included in the specific issuance plan as required by relevant laws, regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the listing place;
 4. deciding on the engagement of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of relevant shares;
 5. disclosing relevant information in accordance with relevant laws and regulations and the listing rules of the stock exchange where the Company's securities are listed; and
 6. dealing with all the reporting, registration, filing and listing matters in relation to the issue of the Relevant Shares.

- (2) 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.

- (3) In addition to the above-mentioned contents in relation to the general mandate to issue shares proposed to be approved at the AGM, it is proposed to the general meeting to agree 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.

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and approve the resolution on the proposed the general mandate to repurchase shares:

I. The General Mandate

- (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 as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
- (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;
 3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;
 4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
 5. sign and execute other documents and complete other matters relevant to repurchases of H Shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

NOTICE OF ANNUAL GENERAL MEETING

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM, Domestic shareholders' class meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the AGM for the year 2023 of the Company; or
- (II) the revocation or variation of the authorization given to the Board under this resolution by passing a special resolution of the AGM, Domestic shareholders' class meeting and H Share Class Meeting of the Company.

The corporate Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant authorities.

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 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE ANNUAL GENERAL MEETING OF THE COMPANY

The register of members of H Shares of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (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 Tuesday, 30 May 2023 are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, 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 Tuesday, 23 May 2023.

(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR THE 2022 FINAL DIVIDEND

The Board recommended the payment of a final dividend of RMB0.4336 per ten shares (tax inclusive) for the year ended 31 December 2022 (the "**Proposed 2022 Final Dividend**"), subject to the approval of the Shareholders at the 2022 AGM to be held on Tuesday, 30 May 2023. The proposed 2022 final dividend will be paid on or before Friday, 25 August 2023 to shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023.

For the purpose of determining the Shareholders' entitlement to the proposed 2022 final dividend, the Registers of Members will be closed from Monday, 5 June 2023 to Monday, 12 June 2023, both days inclusive. In order to establish entitlements to the proposed 2022 final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4: 30 p.m. on Friday, 2 June 2023.

(3) REGISTRATION PROCEDURES FOR ATTENDING THE ANNUAL GENERAL MEETING

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 Annual General Meeting, 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.

(4) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Annual General Meeting. 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 Annual General Meeting.
- 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 the directors of the board 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 notorially 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 AGM. 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 AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (if any) should they so wish.

NOTICE OF ANNUAL GENERAL MEETING

- (5) **THE AGM 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 Centre, 29 West Section of 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 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.

NOTICE OF H SHARE CLASS MEETING



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the H share class meeting (the “**H share class meeting**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 11:00 a.m. (or immediately upon conclusion of the Annual General Meeting and any adjournment thereof) on Tuesday, 30 May 2023 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 27 April 2023:

SPECIAL RESOLUTION

1. To consider and approve the resolution relating to granting the general mandate to the Board to repurchase Shares:
 - I. The General Mandate
 - (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 as at the date of approval of the resolution at the AGM of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
 - (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;
 3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;

NOTICE OF H SHARE CLASS MEETING

4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
5. sign and execute other documents and complete other matters relevant to repurchases of H Shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM, Domestic Share Class Meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the AGM for the year 2023 of the Company; or
- (II) the revocation or variation of this resolution by passing a special resolution of the AGM, Domestic Share Class Meeting and H Share Class Meeting of the Company.

The Company's Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant regulatory authorities.

By Order of the Board
Dewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 27 April 2023

NOTICE OF H SHARE CLASS MEETING

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE H SHARE CLASS MEETING

The H Share register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares whose names appear on the Company's Register of Members at the opening of business on Tuesday, 30 May 2023 are entitled to attend and vote at the H Share Class Meeting.

In order to be eligible to attend and vote at the H Share Class Meeting, holders of the Company's H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:30 p.m. on Tuesday, 23 May 2023 at Shops 1712- 1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHARE CLASS MEETING

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 H Share Class Meeting, 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 H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Share Class Meeting. A proxy needs not be a Shareholder of the Company. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the H Share Class Meeting.
- 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 the directors of the board 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 form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting and completion and return of a form of proxy will not preclude a Shareholder from attending H Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the H Share Class Meeting if he or she so wishes.

(4) THE H SHARE CLASS MEETING 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 Centre, 29 West Section of 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 (劉錄錄)

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.

NOTICE OF DOMESTIC SHARE CLASS MEETING



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 DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting or any adjournment thereof) on Tuesday, 30 May 2023 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 27 April 2023:

SPECIAL RESOLUTION

1. To consider and approval the following resolution on the proposed general mandate to repurchase Shares:
 - I. The General Mandate
 - (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 as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
 - (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;
 3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;

NOTICE OF DOMESTIC SHARE CLASS MEETING

4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
5. sign and execute other documents and complete other matters relevant to repurchases of H Shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the Annual General Meeting, Domestic Share Class Meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the Annual General Meeting for the year 2023 of the Company; or
- (II) the revocation or variation of this resolution by passing a special resolution of the Annual General Meeting, Domestic Share Class Meeting and H Share Class Meeting of the Company.

The Company's Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant regulatory authorities.

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 April 2023

NOTICE OF DOMESTIC SHARE CLASS MEETING

Notes:

(1) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING

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 Domestic Share Class Meeting, 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.

(2) PROXIES

a. Any Shareholder who is entitled to attend and vote at the Domestic Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Share Class Meeting. 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 Domestic Share Class Meeting.

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 the directors of the board 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 form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to the correspondence address designated by the Company not less than 24 hours before the time for holding the Domestic Share Class Meeting and completion and return of a form of proxy will not preclude a Shareholder from attending Domestic Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the Domestic Share Class Meeting if he or she so wishes.

(3) THE DOMESTIC SHARE CLASS MEETING 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 Centre, 29 West Section of 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 (劉錄錄)

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.