



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)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING

No. of Shares to which this Proxy Form relates ^(Note 2)	
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I/We^(Note 3) _____ of^(Note 3) _____

being the holder(s) of _____ Domestic Shares (“**Domestic Shares**”)/overseas listed foreign shares (“**H Shares**”)^(Note 2) with a nominal value of RMB1.00 each in the registered share capital of Deewin Tianxia Co., Ltd (the “**Company**”), hereby appoint the Chairman of the EGM or^(Note 5) _____

of _____ as my/our^(Note 4) proxy(ies) to attend the extraordinary general meeting (the “**EGM**”) to be held at the 1st Conference Room, 16th Floor, Unit 1, Building 1, Jingwei International Center, Xijin Road, Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi Province, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on 20 September 2024 (Friday) or any adjournment thereof, and to vote at such meeting as indicated below on behalf of me/us^(Note 4), or if no such indication is given, as my/our^(Note 4) proxy(ies) think(s) fit.

Ordinary Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	That the Amended Shaanxi Automobile Holding Supply of Products and Services Framework Agreement between the Company and Shaanxi Automobile Holding dated 29 August 2024, and the proposed annual caps for the continuing connected transactions contemplated thereunder are hereby approved and confirmed; That any one of the Directors of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to such agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.			
2.	That the Amended Shaanxi Heavy Duty Automobile Supply of Products and Services Framework Agreement between the Company and Shaanxi Heavy Duty Automobile dated 29 August 2024, and the proposed annual caps for the continuing connected transactions contemplated thereunder are hereby approved and confirmed; That any one of the Directors of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to such agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.			
Special Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
3.	To consider and approve the proposed change in the registered capital and amendments to the articles of association of the Company, and to authorize relevant personnel of the Company to handle relevant matters including but not limited to change of industrial and commercial registration and filing of the articles of association.			

Date: _____

Shareholder's signature _____

Notes:

- Unless the context otherwise requires, capitalized terms used in this proxy form have the same meanings as defined in the circular of the Company dated 29 August 2024 and of which this proxy form relates. The description of the resolution in this proxy form is by way of summary only. Please refer to the Notice of Extraordinary General Meeting dated 29 August 2024 for the full text of the resolution.
- Please insert the number of shares registered in your name(s) and related to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name (s) and address(es) are to be inserted in **Block Letters** as set out in the register of members of the Company.
- Please strike out the inappropriate one.
- If you wish to appoint any person other than the Chairman of the EGM as your proxy, please delete the words “the chairman of the EGM or” and insert the name and address of the person to be appointed as your proxy in the space provided. If no name is inserted, the chairman of the EGM will become your proxy accordingly. Each shareholder is entitled to appoint one or more proxies to attend and vote on his behalf at the meeting. A proxy need not be a member of the Company but should attend the meeting in person. Any alteration to this form shall be initialized by the person who signs this form. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons present whose name stands first on the register of members of the Company in respect of such Shares, either personally or by proxy, shall alone and not others be entitled to vote in respect thereof.
- Important: If you wish to vote for any of the resolution set out above, please tick in the box marked “For”. If you wish to vote against any of the resolutions set out above, please tick in the box marked “Against”. If you wish to abstain from voting on any resolution, please put a tick in the box marked “Abstain” or insert the number of Shares held by you. If no such indication is given, my/our proxy is/are entitled to vote as it/they thinks fit.
- This proxy form must be signed under your hand or your attorney duly authorized in writing (and for such purpose, the authorization must be notarially certified), or if you are a body corporate or an entity, the instrument shall be signed under the hand of the chairman of the board or attorneys duly authorized in writing with the seal of the body corporate or entity affixed, provided that the way to sign this proxy form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
- To be valid, holder of the H shares shall deliver the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, if any, under which it is signed by an attorney duly authorized or other persons being authorized to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting. To be valid, the form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's designated correspondence address at 16th Floor, Unit 1, Building 1, Jingwei International Centre, 29 West Section of Xijin Road, Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi Province, the PRC (Postal code: 710200) (for holders of Domestic Shares of the Company) not less than 24 hours before the time for holding of the EGM (i.e. before 10:00 a.m. on 19 September 2024 (Thursday)).
- Any proxy/proxies who attend the EGM on behalf of any shareholder shall bring along this proxy form as completed and signed together with identification proof of the proxy/proxies.
- This proxy form shall be completed in duplication. One copy shall be delivered to the Company or the Company's H shares registrar in accordance with note 8. The other copy shall be produced at the time attending the EGM by the proxy/proxies in accordance with note 9 above.
- Completion and delivery of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- All times stated refer to Hong Kong time.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- Your and your proxy's Personal Data may be disclosed or transferred by the Company to its H share registrar, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.
- By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- You/your proxy have/have the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.