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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING

References are made to (i) the circular dated 29 August 2024 (the “**Circular**”); and (ii) the notice of the Extraordinary General Meeting dated 29 August 2024 (the “**Notice**”) of Deewin Tianxia Co., Ltd (the “**Company**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

The board of directors of the Company (the “**Board**”) is pleased to announce that the EGM was 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 PRC at 10:00 a.m. on Friday, 20 September 2024, during which all the resolutions set out in the Notice were duly considered and approved. As at the date of the EGM, the total number of issued Shares of the Company (the “**Shares**”) is 2,181,436,500.

As at the date of the EGM, Shaanxi Automobile, Shaanxi Heavy Duty Automobile and Shaanxi Commercial Automobile held an aggregate of 1,629,000,000 Shares of the Company (representing approximately 74.68% of the total number of issued Shares of the Company). Since they have material interests in resolutions numbered 1 to 2 proposed at the EGM, they are required to and have abstained from voting on the resolutions pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Therefore, the total number of Shares entitling the holders to attend and vote for or against the resolutions numbered 1 to 2 at the EGM was 552,436,500, and the total number of Shares entitling the holders to attend and vote for or against the resolution numbered 3 at the EGM was 2,181,436,500.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, there is no other Shareholder who is required to abstain from voting under the Listing Rules. There were no parties who had stated their intention in the Circular to vote against the resolutions proposed at the EGM or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 1,720,566,000 Shares, representing approximately 78.8731% of the total number of issued Shares of the Company, were present at the EGM.

At the time of the EGM, the Company had nine Directors. Mr. Guo Wancai as the Chairman and a non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors, attended the EGM.

The EGM was legally and validly convened in accordance with the requirements of the PRC Company Law and the Articles of Association of the Company.

At the EGM, the following resolutions were considered and approved by way of poll:

Ordinary Resolutions		Number of Valid Shares (Approximate Percentage)		
		For	Against	Abstain
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.	91,566,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

Ordinary Resolutions		Number of Valid Shares (Approximate Percentage)		
		For	Against	Abstain
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.	91,566,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
Special Resolution		Number of Valid Shares (Approximate Percentage)		
		For	Against	Abstain
3	To consider and approve the 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.	1,720,566,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

The Board confirmed that all the resolutions mentioned above were duly passed. PricewaterhouseCoopers, the auditor of the Company, was appointed as the scrutineer for vote-taking at the EGM. The work of PricewaterhouseCoopers as the scrutineer was limited to certain procedures requested by the Company to double check the poll results summary prepared by the Company for consistency with the poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance has been issued by PricewaterhouseCoopers on matters of legal interpretation or entitlement to vote.

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

Xi'an, 20 September 2024

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.