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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will 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 PRC at 10:00 a.m. on Friday, 20 September 2024 to consider and approve the following resolutions. Unless the context otherwise requires, the terms used herein and the following resolutions shall have the same meaning as those defined in the circular of the Company dated 29 August 2024:

### **ORDINARY RESOLUTIONS**

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**

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.”

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, 29 August 2024

Notes:

**1. Closure of register of members and ascertaining of eligibility to attend and vote at the EGM of the Company**

The H Share register of members of the Company will be closed from Monday, 16 September 2024 to Friday, 20 September 2024, both days inclusive. All of the Company's H Shareholders and holders of Domestic Shares whose names appear on the Company's register of members at the opening of business on Friday, 20 September 2024 are entitled to attend and vote at the EGM.

H Shareholders of the Company who intend to attend and vote at the EGM shall lodge all transfer documents, together with relevant share certificates, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 13 September 2024.

**2. Registration procedures for attending the EGM**

The Shareholder or its proxies shall produce his/her 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 intend to attend the EGM, such legal representative or other person shall produce his/her 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 EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. 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 at the EGM.
- 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 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 notarised power of attorney or other documents of authorisation (if any) must be delivered to the designated address of the Company for holders of domestic shares not less than 24 hours before the time appointed for the EGM. In order 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 Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (if any) should they so wish.

**4. The EGM is expected to last for half a day. Shareholders attending the meeting are responsible for their own transportation and accommodation expenses.**

The correspondence address designated by the Company:  
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)  
Tel: (86) 29 8606 0733  
Attention: Liu Lulu

*As at the date of this notice, 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.*