

## DEFINITIONS

*In this document, unless the context otherwise requires, the following expression shall have the following meanings.*

“Accountant’s Report”	the report of the Reporting Accountant, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 8 February 2021, which will become effective on the [REDACTED], as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Associated Customers”	collectively, Overlapping Logistics Customers, Overlapping Factoring Customers, Overlapping Financial Leasing Customers and Overlapping IoV Customers
“Audit Committee”	audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business to the public
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)

[REDACTED]

## DEFINITIONS

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[REDACTED]

“China” or “the PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purpose of this document, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Company” or “our Company” or “the Company”	Deewin Tianxia Co., Ltd (德銀天下股份有限公司) (formerly known as Deewin Tianxia Investment Holding Co., Ltd.* (德銀天下投資控股有限公司)), a limited liability company established in the PRC on 14 August 2014 and registered as a joint stock company with limited liability on 25 December 2020
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and in the context of this document, refers to the controlling shareholders of our Company, being Shaanxi Automobile, Shaanxi Automobile Holding and Shaanxi Commercial Automobile
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deewin Factoring”	Shanghai Deewin Commercial Factoring Co., Ltd.* (上海德銀商業保理有限公司), a limited liability company established in the PRC on 17 September 2013, which is a wholly-owned subsidiary of the Company
“Deewin Financial Leasing”	Deewin Financial Leasing Co., Ltd.* (德銀融資租賃有限公司), a limited liability company established in the PRC on 24 November 2011, which is a wholly-owned subsidiary of the Company
“Director(s)”	director(s) of our Company
“Domestic Share(s)”	ordinary share(s) issued by our Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“EIT”	enterprise income tax of the PRC
“Exchange Participant(s)”	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

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“Fargo” Shanghai Fargo Supply Chain Management (Group) Co., Ltd.\* (上海遠行供應鏈管理(集團)有限公司), a limited liability company established in the PRC on 13 June 2012, which is a wholly-owned subsidiary of the Company

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry consultant commissioned by us to prepare the Frost & Sullivan Report

“Frost & Sullivan Report” the industry report prepared by Frost & Sullivan for the purpose of the [REDACTED] and commissioned by our Company

[REDACTED]

“Group”, “our Group”,  
“the Group”, “we” or “us” our Company and its subsidiaries

“H Share(s)” overseas [REDACTED] foreign share(s) in our ordinary share capital with a nominal value of RMB1.00 each, which are to be [REDACTED] in Hong Kong dollars and for which an application has been made for [REDACTED] on the Stock Exchange

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or  
“HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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[REDACTED]

“IFRSs”	International Financial Reporting Standards
“Independent Customers”	including Independent Logistics Supply Chain Customers, Independent Factoring Customers, Independent Financial Leasing Customers and Independent IoV Customers
“Independent Factoring Customers”	independent factoring customers to the Group who do not deal with Shaanxi Holding Group
“Independent Financial Leasing Customers”	independent financial leasing customers to the Group who are end-users of commercial automobiles of brands other than Shaanxi Holding Group, which mainly include external brands, trailers and second hand commercial automobiles
“Independent IoV Customers”	independent customers to the Group’s IoV and data service sector who purchase the Group’s IoV products and/or use the Group’s IoV and related technologies application solutions and do not deal with Shaanxi Holding Group
“Independent Logistics Supply Chain Customers”	independent third party logistics and supply chain customers to the Group who are neither suppliers nor customers of Shaanxi Holding Group
“independent third party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company or an associate of any such entity(ies) or person(s) within the meanings ascribed thereto under the Listing Rules

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[REDACTED]

“Latest Practicable Date”

21 June 2022, being the latest practicable date for ascertaining certain information in this document before its publication

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## DEFINITIONS

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[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“Main Board” the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“Mandatory Provisions” the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), as amended, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were originally promulgated by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic Systems on August 27, 1994

“Meixin” Meixin Insurance Agency (Shanghai) Co. Ltd.\* (美信保險經紀(上海)有限公司), a limited liability company established in the PRC on 14 September 2010, in which 30.00% equity interest is held by the Company and remaining 70.00% equity interest is held by an independent third party

“MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

“MOFCOM” Ministry of Commerce of the PRC (中華人民共和國商務部)

“NDRC” National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

“Nomination Committee” nomination committee of the Board

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[REDACTED]

“Overlapping Factoring Customers”	customers of our factoring service who were also the commercial automobile components suppliers or the logistics providers of Shaanxi Holding Group
“Overlapping Financial Leasing Customers”	customers who purchased commercial automobile manufactured by Shaanxi Holding Group through commercial automobile sales dealers and then chose to obtain our financial leasing service
“Overlapping IoV Customers”	customers of our IoV products or our IoV and related technologies application solutions who also have business relationship with Shaanxi Holding Group
“Overlapping Logistics Customers”	customers of our logistics and supply chain services (independent third parties to the Group) who are suppliers or customers of Shaanxi Holding Group, mainly including (i) customers of our automobile manufacturing supply chain services who are also the components suppliers of Shaanxi Holding Group; (ii) customers of our automobile logistics services who also purchased commercial automobiles from Shaanxi Holding Group; and (iii) customers of our automobile sales business who purchased commercial automobiles manufactured by Shaanxi Holding Group



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“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Adviser”	Dentons Law Office, the PRC legal adviser to our Company

[REDACTED]

“Promoters”	the promoters of our Company, namely Shaanxi Automobile, Shaanxi Heavy Duty Automobile and Shaanxi Commercial Automobile
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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the [REDACTED], details of which are described in the section headed “History and Corporate Development — Reorganisation” in this document
“Reporting Accountant”	PricewaterhouseCoopers
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)

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“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局), formerly known as the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), and where the context permits, include its local counterparts
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shaanxi Automobile”	Shaanxi Automobile Group Co., Ltd. (陝西汽車集團股份有限公司) (formerly known as Shaanxi Automobile Group Co., Ltd.* (陝西汽車集團有限責任公司)), a limited liability company established in the PRC on 18 November 1989 and registered as a joint stock company with limited liability on 30 March 2021. It is a Controlling Shareholder, in which 67.06% equity interest is held by Shaanxi Automobile Holding and 32.94% equity interest is held in aggregate by eight independent third parties. Our Company was held as to 92.09% by Shaanxi Automobile as at the Latest Practicable Date
“Shaanxi Automobile Group”	Shaanxi Automobile and its affiliated companies
“Shaanxi Automobile Holding”	Shaanxi Automobile Holding Group Co., Ltd.* (陝西汽車控股集團有限公司), a limited liability company established in the PRC on 20 August 2012 and a Controlling Shareholder, in which 51.00% equity interest is held by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shaanxi Province and 49.00% equity interest is held by one company that is wholly-owned by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shaanxi Province

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“Shaanxi Commercial Automobile”	Shaanxi Group Commercial Automobile Co., Ltd.* (陝汽集團商用車有限公司), a limited liability company established in the PRC on 10 April 2002 and a Controlling Shareholder, in which 68.51% equity interest is held by Shaanxi Automobile and 31.49% equity interest is held in aggregate by three independent third parties. Our Company was held as to 0.72% by Shaanxi Commercial Automobile as at the Latest Practicable Date
“Shaanxi Heavy Duty Automobile”	Shaanxi Heavy Duty Automobile Co., Ltd.* (陝西重型汽車有限公司), a limited liability company established in the PRC on 18 September 2002, in which 49.00% equity interest is held by Shaanxi Automobile and 51.00% equity interest is held by Weichai Power Co., Ltd. (濰柴動力股份有限公司), which is a company listed on the Main Board of the Stock Exchange (stock code: 2338) and the main board of Shenzhen Stock Exchange (stock code: SZ000338) and an independent third party. Our Company was held as to 7.19% by Shaanxi Heavy Duty Automobile as at the Latest Practicable Date
“Shaanxi Holding Group”	Shaanxi Automobile and Shaanxi Automobile Holding and/or their respective associates (excluding the members of our Group)
“Shaanxi Huazhen”	Shaanxi Huazhen Vehicle Parts Co., Ltd.* (陝西華臻車輛部件有限公司), a limited liability company established in the PRC on 9 November 1998 and wholly-owned by Shaanxi Automobile and therefore is a connected person of the Company
“Shaanxi Wanfang”	Shaanxi Wanfang Auto Parts Co., Ltd.* (陝西萬方汽車零部件有限公司), a limited liability company established in the PRC on 8 January 2004 and wholly-owned by Shaanxi Automobile and therefore is a connected person of the Company
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) in the capital of our Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares and our H Shares
“Shareholder(s)”	holder(s) of the Shares

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“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Sole Sponsor” and “[REDACTED]”	China Securities (International) Corporate Finance Company Limited, a licensed corporation registered under the SFO permitted to carry on Type 1 and Type 6 regulated activities
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份上市的特別規定), promulgated by the State Council on August 4, 1994
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or the “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of our Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time
“Tianxingjian”	Shaanxi Tianxingjian Internet of Vehicle Information Technology Co., Ltd.* (陝西天行健車聯網信息技術有限公司), a limited liability company established in the PRC on 18 June 2013, which is a wholly-owned subsidiary of the Company
“Tonghui”	Shaanxi Tonghui Automobile Logistics Co., Ltd.* (陝西通匯汽車物流有限公司), a limited liability company established in the PRC on 20 October 2005, which is a wholly-owned subsidiary of the Company
“Track Record Period”	the three financial years ended 31 December 2019, 2020 and 2021

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## DEFINITIONS

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[REDACTED]

“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“%” per cent.

In this document:

*The English names of the PRC nationals, enterprises, entities, departments, facilities, certificates, regulations, titles and the like are translation and/or transliteration of their Chinese names and are included for identification purposes only. In the event of inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese names shall prevail.*

*Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*Unless otherwise expressly stated or the context otherwise requires, all data in this document is as at the date of this document.*

\* For identification purposes only