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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, 30 June 2022 (the “**Prospectus**”) of Deewin Tianxia Co., Ltd (the “**Company**”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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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)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILISING ACTIONS AND END OF STABILISATION PERIOD

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the International Underwriters) on Saturday, 6 August 2022 in respect of an aggregate of 64,042,500 H Shares (the “**Over-allotment Shares**”), representing approximately 11.79% of the total number of the H Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The Over-allotment Shares will be allotted and issued by the Company at HK\$1.80 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%), being the Offer Price per H Share under the Global Offering.

STABILISING ACTIONS AND END OF STABILISATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilisation period in connection with the Global Offering ended on Sunday, 7 August 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilising actions undertaken by China Securities (International) Corporate Finance Company Limited, as the Stabilising Manager (or any person acting for it) during the stabilisation period are set out in this announcement.

PUBLIC FLOAT

The Company continues to comply with the public float requirement under Rule 8.08(1) of the Listing Rules.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the International Underwriters) on Saturday, 6 August 2022 in respect of an aggregate of 64,042,500 H Shares, representing approximately 11.79% of the total number of the H Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate part of the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements. The Over-allotment Shares will be allotted and issued by the Company at HK\$1.80 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%), being the Offer Price per H Share under the Global Offering.

APPROVAL FOR LISTING

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on Friday, 12 August 2022.

SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares pursuant to the partial exercise of the Over-allotment Option is as follows:

	Immediately before the completion of the partial exercise of the Over-allotment Option		Immediately after the completion of the partial exercise of the Over-allotment Option	
	Number of Shares	Approximate % of total issued share capital	Number of Shares	Approximate % of total issued share capital
Shaanxi Automobile ⁽¹⁾	1,500,146,100	69.07	1,500,146,100	67.09
Shaanxi Heavy Duty Automobile ⁽¹⁾⁽²⁾	117,125,100	5.39	117,125,100	5.24
Shaanxi Commercial Automobile ⁽¹⁾	11,728,800	0.54	11,728,800	0.52
<i>Public Shareholders</i>				
Cornerstone Investors ⁽³⁾	113,359,500	5.22	113,359,500	5.07
Other public Shareholders	429,640,500	19.78	493,683,000	22.08
Total	2,172,000,000	100.00	2,236,042,500	100.00

Notes:

- (1) As at the date of this announcement, Shaanxi Automobile is owned as to 67.06% by Shaanxi Automobile Holding. By virtue of the SFO, Shaanxi Automobile Holding is deemed to be interested in all the Shares in which Shaanxi Automobile is interested. As at the date of this announcement, Shaanxi Heavy Duty Automobile is owned as to 49.00% by Shaanxi Automobile and Shaanxi Commercial Automobile is owned as to 68.51% by Shaanxi Automobile. By virtue of the SFO, Shaanxi Automobile is deemed to be interested in all the Shares in which Shaanxi Heavy Duty Automobile and Shaanxi Commercial Automobile are interested.
- (2) As at the date of this announcement, Shaanxi Heavy Duty Automobile is owned as to 51.00% by Weichai Power Co., Ltd., a company listed on the Stock Exchange (stock code: 2338) and the Shenzhen Stock Exchange (stock code: 000338). By virtue of the SFO, Weichai Power Co., Ltd. is deemed to be interested in all the Shares in which Shaanxi Heavy Duty Automobile is interested.
- (3) This refers to all the Cornerstone Investors as set out in the section headed “Cornerstone Investors” of the Prospectus. The shareholding of each of the Cornerstone Investors immediately before the allotment of the Over-allotment Shares have been set out in the Company’s announcement of the allotment results dated 14 July 2022. The Over-allotment Shares to be issued by the Company will not affect the number of H Shares held by each of the Cornerstone Investors, but will have a dilutive effect on the shareholding of the Cornerstone Investors on a pro rata basis.

USE OF PROCEEDS

The Company will receive additional net proceeds of approximately HK\$115.2 million, after deduction of fees, levies, commissions and other offering expenses payable by the Company in connection with the partial exercise of the Over-allotment Option, for 64,042,500 additional H Shares to be issued and allotted upon the partial exercise of the Over-allotment Option. The Company intends to utilise the additional net proceeds on a pro rata basis for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

STABILISING ACTIONS AND END OF STABILISATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilisation period in connection with the Global Offering ended on Sunday, 7 August 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilising actions undertaken by China Securities (International) Corporate Finance Company Limited, as the Stabilising Manager (or any person acting for it) during the stabilisation period were:

- (1) the over-allocations of an aggregate of 81,450,000 H Shares in the International Offering, representing 15% of the total number of the H Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the successive purchases of an aggregate of 17,407,500 H Shares in the price range of HK\$1.59 to HK\$1.80 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%) on the market during the stabilisation period, representing approximately 3.21% of the H Shares initially offered under the Global Offering before any exercise of the Over-allotment Option, to facilitate part of the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements. The last purchase made by the Stabilising Manager (or any person acting for it) on the market during the stabilisation period was on Friday, 5 August 2022 at the price of HK\$1.80 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%);
- (3) the partial exercise of the Over-allotment Option by the Sole Representative (for itself and on behalf of the International Underwriters) on Saturday, 6 August 2022, in respect of an aggregate of 64,042,500 H Shares, representing approximately 11.79% of the total number of H Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at HK\$1.80 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%), being the Offer Price per H Share under the Global Offering, to facilitate the remaining part of the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements;
- (4) there had been no sale of any H Shares on the market for the purpose of price stabilisation by the Stabilising Manager during the stabilisation period; and
- (5) the portion of the Over-allotment Option which has not been exercised by the Sole Representative (for itself and on behalf of the International Underwriters) lapsed on Sunday, 7 August 2022.

PUBLIC FLOAT

Immediately after the end of the stabilisation period and the completion of the partial exercise of the Over-allotment Option, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules pursuant to which at least 25% of the total number of issued share capital of the Company must at all times be held by the public.

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

Hong Kong, Monday, 8 August 2022

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.