
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Prinx Chengshan Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Prinx Chengshan Holdings Limited****浦林成山控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

(1) DECLARATION OF FINAL DIVIDEND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(3) RE-ELECTION OF RETIRING DIRECTORS
(4) RE-APPOINTMENT OF AUDITORS
AND
(5) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Prinx Chengshan Holdings Limited to be held at the meeting room Y306 of Research and Development Building of Prinx Chengshan (Shandong) Tire Company Limited, No. 98, Nanshan North Road, Rongcheng City, Shandong Province, the PRC on Monday, May 22, 2023 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use at the annual general meeting is enclosed with the notice of the annual general meeting.

Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. not later than 11:00 a.m. on Saturday, May 20, 2023) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

April 27, 2023

CONTENTS

| | <i>Page</i> |
|----------------------------------------------------------------------------------------|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 4 |
| APPENDIX I — EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE | 10 |
| APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED | 14 |
| APPENDIX III — NOTICE OF ANNUAL GENERAL MEETING | 18 |

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

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| “AGM” or “2023 AGM” | an annual general meeting of the Company to be convened and held at the meeting room Y306 of Research and Development Building of Prinx Chengshan (Shandong) Tire Company Limited, No. 98, Nanshan North Road, Rongcheng City, Shandong Province, the PRC on Monday, May 22, 2023 at 11:00 a.m. or any adjournment thereof |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “Che Family” | Che Hongzhi, Li Xiuxiang, Che Baozhen and Bi Wenjing, each being one of the Controlling Shareholders |
| “Chengshan Group” | Chengshan Group Company Limited (成山集團有限公司), a limited liability company established in the PRC on January 8, 1976 and one of the Controlling Shareholders |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Company” | Prinx Chengshan Holdings Limited (浦林成山控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |

DEFINITIONS

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| “Controlled Entities” | refer to the entities ultimately controlled by the Che Family, being Rongcheng Dongsheng Property Rental Company Limited* (榮成東晟房屋租賃有限公司), Shanghai Chengzhan Information and Technology Center* (上海成展信息科技中心), Shanghai Fuying Business Consulting Centre (Limited Partnership)* (上海富瑩商務諮詢中心(有限合夥)), Beijing Zhongmingxin Investment Company Limited* (北京中銘信投資有限公司) and Rongcheng Chengshan Biological Food Technology Research & Development Company Limited* (榮成成山海洋食品技術開發有限公司), and each a Controlling Shareholder |
| “Controlling Shareholders” | Chengshan Group, the Che Family and the Controlled Entities |
| “Director(s)” | the director(s) of the Company |
| “General Mandates” | the Share Issue Mandate and the Share Repurchase Mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | April 18, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “RMB” | Renminbi, the lawful currency of the People’s Republic of China |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time |

DEFINITIONS

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| “Share(s)” | ordinary share(s) of US\$0.00005 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Share Issue Mandate” | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate |
| “Share Repurchase Mandate” | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time |
| “%” | per cent |

LETTER FROM THE BOARD



Prinx Chengshan Holdings Limited

浦林成山控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

Executive Directors:

Mr. Che Baozhen

Mr. Shi Futao

Ms. Cao Xueyu

Non-executive Directors:

Mr. Che Hongzhi

Mr. Wang Lei

Mr. Shao Quanfeng

Independent non-executive Directors:

Mr. Zhang Xuehuo

Mr. Choi Tze Kit Sammy

Mr. Wang Chuansheng

Registered Office:

P.O. Box 472

Harbour Place, 2nd Floor

103 South Church Street

George Town

Grand Cayman KY1-1106

Cayman Islands

Principal Place of Business in the PRC:

No. 98, Nanshan North Road

Rongcheng City

Shandong Province

the PRC

Principal Place of Business in Hong Kong:

Unit A-1, 19/F

Tower A, Billion Centre

1 Wang Kwong Road

Kowloon Bay, Kowloon

Hong Kong

April 27, 2023

To the Shareholders

Dear Sir or Madam,

(1) DECLARATION OF FINAL DIVIDEND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(3) RE-ELECTION OF RETIRING DIRECTORS
(4) RE-APPOINTMENT OF AUDITORS
AND
(5) NOTICE OF THE ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) declaration of final dividend; (ii) the Share Issue Mandate; (iii) the Share Repurchase Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditors and to give you notice of the AGM relating to, among other matters, these matters.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

Reference is made to the audited annual results announcement for the year ended December 31, 2022 of the Company dated March 31, 2023. The Board has recommended a final cash dividend for the year ended December 31, 2022 of HK\$0.2 per Share before tax, and will be paid around June 12, 2023 to those Shareholders whose names appear on the Company's register of members on May 31, 2023, which is subject to the approval of Shareholders at the AGM and compliance with the Articles and the applicable laws and regulations of the Cayman Islands. An ordinary resolution will be proposed at the AGM to approve the declaration of final dividend. Please refer to the Company's audited annual results announcement dated March 31, 2023 for the withholding and payment of enterprise income tax for non-resident enterprises in respect of the proposed final dividend.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with the number of additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 636,440,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 127,288,000 Shares, representing 20% of the total number of issued Shares.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Share Issue Mandate.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 636,440,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 63,644,000 Shares, representing 10% of the total number of issued Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng shall retire pursuant to Article 108 of the Articles.

All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. The nomination and remuneration committee of the Board (the “**Nomination and Remuneration Committee**”) has assessed the candidate or incumbent based on criteria set out in the nomination policy adopted by the Company including but not limited to their integrity, achievement and experience, time to devote, and interests of the industry which the candidate is in and the diversity brought to the Board by candidate and other standards. The Nomination and Remuneration Committee has evaluated Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng.

The Nomination and Remuneration Committee is of the view that Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng will continue to bring to the Board perspectives, skills and experience. During their office in the Company, Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr.

LETTER FROM THE BOARD

Wang Chuansheng actively participated in the Board meetings, the meetings of the committees of the Board and/or the general meetings, and offer their independent opinion, enquiry and advice for the Company's business, operation, future development and strategies. The Nomination and Remuneration Committee believes that personality, character, professional knowledge, ability and experience of Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng will continue to enable them to effectively discharge their duties.

Based on the board diversity policy adopted by the Company, Mr. Wang Chuansheng's integrity, achievement and experience, time to devote, and interests of the industry which he is in, the Nomination and Remuneration Committee considers that the appointment of Mr. Wang Chuansheng as independent non-executive Director will contribute to the diversity of the Board. In particular, Mr. Wang Chuansheng, as the director of Academic Division of Engineering in Qingdao University of Science & Technology, professor of Qingdao University of Science & Technology and the distinguished expert appointed by Taishan Scholars, was awarded by the State Council many times for his scientific inventions relating to the tire production industry, and his authority, professional knowledge, experience and skills in mechanical engineering field would contribute to the research and development and sustainable development of the Group. In addition, the Nomination and Remuneration Committee has assessed and reviewed the annual written confirmation of Mr. Wang Chuansheng based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

Therefore, the Board, with the recommendation of the Nomination and Remuneration Committee, is of the view that Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng are suitable to continue to act as Directors and supports their re-elections as Directors at AGM.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Company for the year ended December 31, 2022, will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint PricewaterhouseCoopers as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

LETTER FROM THE BOARD

AGM

Set forth on pages 18 to 22 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Issue Mandate, the Share Repurchase Mandate, the re-election of retiring Directors and the re-appointment of auditors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Saturday, May 20, 2023).

VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, May 16, 2023 to Monday, May 22, 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Monday, May 22, 2023, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, May 15, 2023.

Subject to the approval of Shareholders at the AGM, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company on Wednesday, May 31, 2023, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Monday, May 29, 2023 to Wednesday, May 31, 2023 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's

LETTER FROM THE BOARD

branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, May 25, 2023.

RECOMMENDATION

The Directors consider that (i) declaration of final dividend; (ii) the Share Issue Mandate; (iii) the Share Repurchase Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditors are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
On behalf of the Board
Prinx Chengshan Holdings Limited
Che Hongzhi
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 636,440,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 63,644,000 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

5. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at December 31, 2022 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong, the Articles and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Chengshan Group directly held 436,600,000 Shares and indirectly, through a wholly-owned subsidiary, held 5,259,500 Shares, representing a total of 69.43% of the total number of issued Shares. The Che Family and the Controlled Entities control an aggregate of 69.15% of the equity interest in Chengshan Group. On July 9, 2019, Mr. Che Baozhen was granted 580,000 options under the share option scheme adopted by the Company on July 5, 2019 (the "**Share Option Scheme**"). He is deemed to be the beneficial owner of 580,000 Shares (representing 0.09% of the total number of issued Shares). Accordingly, under the SFO, the Che Family and the Controlled Entities are deemed to be interested in 441,859,500 Shares, representing 69.43% of the total number of issued Shares, held by Chengshan Group and its subsidiary (assuming no Shares were granted and issued in accordance with the Share Option Scheme). In the event that the Directors exercise in full the power to buy back Shares in accordance with the Repurchase Mandate, the shareholding of Chengshan Group and its subsidiary would be increased to 77.14% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of the Che Family, the Controlled Entities and parties acting in concert (as defined in the Takeovers Code) with them to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months prior to the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices per Share at which Shares had been traded on the Stock Exchange since March 1, 2022 up to and including the Latest Practicable Date were as follows:

| | Highest | Lowest |
|-------------------------------------------|----------------|---------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| 2022 | | |
| March | 7.690 | 6.690 |
| April | 7.970 | 6.550 |
| May | 7.640 | 6.880 |
| June | 7.370 | 7.050 |
| July | 7.330 | 7.050 |
| August | 7.320 | 6.770 |
| September | 7.010 | 5.600 |
| October | 6.980 | 6.490 |
| November | 6.840 | 5.990 |
| December | 7.500 | 5.960 |
| 2023 | | |
| January | 6.720 | 5.240 |
| February | 7.140 | 4.400 |
| March | 6.000 | 4.240 |
| April (up to the Latest Practicable Date) | 6.720 | 5.100 |

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Ms. Cao Xueyu (“Ms. Cao”), aged 52, was appointed as a Director on March 5, 2018. She was also appointed as a joint company secretary of the Company on March 29, 2019 and became the sole company secretary of the Company on September 1, 2022. She joined the Group as a director of Prinx Chengshan (Hong Kong) Tire Limited on July 1, 2016. Ms. Cao is responsible for the overall management, administration and strategic planning of the Group. She is a director of Prinx (Hong Kong) Rubber Company Limited and Prinx Investment Holding Limited, subsidiaries of the Company. Prior to joining the Group, Ms. Cao was a cost accountant and sales accounting supervisor in Nestle Qingdao Limited from June 1994 to January 1997. She was responsible for the internal reportorial documentations relating to sales. In September 2000, she joined the Best Western International Inc. as an account clerk in its national office in New Zealand, and worked as the assistant accountant in April 2001 until May 2004. In September 2004, Ms. Cao was the finance manager of Wistar Enterprises Limited. She was responsible for supervising the finance team of the company to provide financial and management accounting support to the subsidiaries of the company.

Ms. Cao was awarded with the New Zealand Diploma in Business by the Auckland University of Technology, New Zealand, in April 2003. She was recognised as the Associate Chartered Management Accountant by the Chartered Institute of Management Accountants since November 2015. In October 2016, Ms. Cao was admitted as a certified accountant by the Certified Public Accountant Australia.

Save as disclosed above, Ms. Cao does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did Ms. Cao hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date.

On July 9, 2019 and June 28, 2021, Ms. Cao was granted 225,500 and 500,000 options under the Share Option Scheme of the Company, respectively. Ms. Cao also holds 47,500 Shares. Accordingly, Ms. Cao was the beneficial owner of 773,000 Shares in total (representing 0.12% of the total number of issued Shares as at the Latest Practicable Date).

Save as disclosed above, Ms. Cao did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Cao entered into a service contract with the Company for a term of three years commencing on September 10, 2021 which may be terminated by either party giving to the other not less than one month's written notice. Under the service contract, Ms. Cao's emoluments for 2022 included directors' fees, salaries and other benefits of approximately RMB462,591, which were determined with reference to her experience and qualification. Ms. Cao is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Ms. Cao confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Shao Quanfeng (“**Mr. Shao**”), aged 39, was appointed as a non-executive Director on February 24, 2020. In July 2007, Mr. Shao served as a general accountant of group finance department of China National Heavy Duty Truck Group Co., Ltd. In May and November 2012, he served as a trainee assistant to the general manager of sales department of China Heavy Truck Group Ji'ning Commercial Truck Co., Ltd. and a trainee assistant to the general manager of specialised vehicles segment of China Heavy Truck Group, respectively. In July 2014, he was appointed as the finance manager of Sinotruk (Hong Kong) Capital Holding Limited. In August 2018, he became the first level business supervisor of finance department of China Heavy Truck Group International Co., Ltd. In December 2018, he served as the managing director of Sinotruk (Hong Kong) International Investment Limited. In February 2022, he served as the financial controller of China National Heavy Duty Group Jinan Axle & Transmission Co., Ltd. In April 2022, he served as the financial controller of SINOTRUK International Co., Ltd. In February 2023, he served as the financial controller of light truck sales department and light truck manufacturing factory of China National Heavy Duty TRUCK Group Jinan Commercial VEHICLE Co., Ltd.

Mr. Shao obtained a bachelor's degree in accounting from Shandong University in the PRC in July 2007 and was granted intermediate accountant certificate in August 2011.

Save as disclosed above, Mr. Shao does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did Mr. Shao hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Shao did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Shao entered into a service contract with the Company for a term of three years commencing on February 24, 2023 which may be terminated by either party giving to the other not less than one month's written notice. Under the service contract, Mr. Shao was not entitled to any emoluments for 2022 included directors' fees, salaries and other benefits. Mr. Shao is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Mr. Shao confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Chuansheng (“**Mr. Wang**”), aged 63, was appointed as our independent non-executive Director and a member of each the Audit Committee and Development Strategy and Risk Management Committee with effect from September 10, 2018. Mr. Wang has been the director of Academic Division of Engineering in Qingdao University of Science & Technology since December 2016. In November 2015, Mr. Wang was appointed as the distinguished expert by Taishan Scholars. Mr. Wang was a teacher of the mechanical faculty in Shandong Institute of Chemical Engineering from July 1982 to September 1984. Mr. Wang has been working at Qingdao University of Science & Technology (previously known as Qingdao Institute of Chemical Technology) (the “**University**”) since September 1984. From September 1984 to November 1984, Mr. Wang was a teacher in mechanical engineering faculty at the University. During the period between November 1984 and June 1995, he was the vice office manager of the chemical machinery faculty at the University. From June 1995 to December 1995, he acted as the vice-manager of the mechanical engineering faculty. Mr. Wang was promoted to the position of vice-principal of the machinery engineering faculty in December 1995. In March 2002, he was further promoted to the vice-principal of the electromechanical engineering faculty of the University. From April 2004 to December 2016, Mr. Wang was the head of the electromechanical engineering faculty of the University before he was promoted to the current position.

Mr. Wang obtained a doctorate degree in chemical process machinery from the School of Mechanical and Electrical Engineering of Beijing University of Chemical Technology in the PRC in June 2000. He was recognised as the professor of Qingdao University of Science & Technology by Shandong Province Higher Education Teacher Position Advanced Review Committee in December 1999.

Mr. Wang was awarded the “Second Prize of National Science and Technology Progress Award” by the State Council of the PRC in December 2001 for his “Synchronous Rotor Mixer Technology”, and was further awarded the “Second Prize of National Science and Technology Progress Award” by the State Council of the PRC in December 2011 for his “Industrialisation of Waste Rubber and Waste Plastics Pyrolysis of Resources Utilisation of Complete Sets of Technology and Equipment”. In October 2013, Mr. Wang was recognised as the National Oil and Chemical Outstanding Science and Technology Worker by the China Petroleum and Chemical Industry Federation. In August 2020, Mr. Wang was granted the title of the “Doctor of the Chemical Industry and Engineering Society of China (CIESC)” by the CIESC. In September 2019, he was granted the medal in commemoration of the 70th anniversary of the PRC by Chinese Communist Party Central Committee, the State Council and China’s Central Military Commission.

Save as disclosed above, Mr. Wang does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did Mr. Wang hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date.

Mr. Wang did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wang entered into a service contract with the Company for a term of one year commencing on September 10, 2022 which may be terminated by either party giving to the other not less than one month’s written notice. Under the service contract, Mr. Wang’s emoluments for 2022 included directors’ fees, salaries and other benefits of approximately RMB154,830 which were determined with reference to his experience and qualification. Mr. Wang is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Mr. Wang confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.



Prinx Chengshan Holdings Limited

浦林成山控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Prinx Chengshan Holdings Limited (the “Company”) will be held at the meeting room Y306 of Research and Development Building of Prinx Chengshan (Shandong) Tire Company Limited, No. 98, Nanshan North Road, Rongcheng City, Shandong Province, the PRC, on Monday, May 22, 2023 at 11:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the independent auditors (the “**Auditors**”) for the year ended December 31, 2022.
2. To approve and declare a final dividend of HK\$0.2 per ordinary share before tax in the issued share capital of the Company for the year ended December 31, 2022 payable to the shareholders whose names appear on the register of members of the Company as at the close of business on May 31, 2023.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Ms. Cao Xueyu as an executive Director.
 - (b) to re-elect Mr. Shao Quanfeng as a non-executive Director.
 - (c) to re-elect Mr. Wang Chuansheng as an independent non-executive Director.
4. To authorise the board of Directors of the Company (the “**Board**”) to determine the Directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as the Auditors and to authorise the Board to fix its remuneration.

6. “THAT:

- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of issued Shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.

- (b) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

7. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”
8. Upon resolutions No. 6 and No. 7 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 6 be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 7.

By Order of the Board
Prinx Chengshan Holdings Limited
Che Hongzhi
Chairman

Shandong, China, April 27, 2023

Notes:

- (1) All resolution (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Saturday, May 20, 2023) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Tuesday, May 16, 2023 to Monday, May 22, 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Monday, May 22, 2023, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, May 15, 2023.
- (6) Subject to the approval of shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Wednesday, May 31, 2023, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Monday, May 29, 2023 to Wednesday, May 31, 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, May 25, 2023.

As at the date of this notice, the executive Directors are Mr. Che Baozhen, Mr. Shi Futao, and Ms. Cao Xueyu, the non-executive Directors are Mr. Che Hongzhi, Mr. Wang Lei and Mr. Shao Quanfeng and the independent non-executive Directors are Mr. Zhang Xuehuo, Mr. Choi Tze Kit Sammy and Mr. Wang Chuansheng.