
IMPORTANT

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 SHARES AND
SELL TREASURY SHARES AND TO REPURCHASE SHARES**
(3) RE-ELECTION OF RETIRING DIRECTORS
(4) RE-APPOINTMENT OF AUDITORS
**(5) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND**
(6) 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 Friday, May 31, 2024 at 10 a.m. is set out on pages 33 to 38 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Central, 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 10 a.m. on Wednesday, May 29, 2024) 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 26, 2024

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DEFINITIONS

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

“AGM” or “2024 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 Friday, May 31, 2024 at 10 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 of the Company
“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

“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
“Existing Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force
“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 23, 2024, 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
“Memorandum of Association”	the memorandum of association of the Company as amended from time to time

DEFINITIONS

“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
“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 and/or resell or transfer treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued Shares (excluding treasury 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 (excluding treasury 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
“treasury shares”	has the meaning ascribed to it in the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“%”	percent

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

Mr. Jiang Xizhou

Non-executive Directors:

Mr. Che Hongzhi

Ms. Wang Ning

Mr. Shao Quanfeng

Independent non-executive Directors:

Mr. Jin Qingjun

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 26, 2024

To the Shareholders

Dear Sir or Madam,

- (1) DECLARATION OF FINAL DIVIDEND**
(2) GENERAL MANDATES TO ISSUE SHARES AND
SELL TREASURY SHARES AND TO REPURCHASE SHARES
(3) RE-ELECTION OF RETIRING DIRECTORS
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(6) NOTICE OF THE ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

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; (v) the re-appointment of auditors and (vi) the proposed amendments to the Existing Memorandum and Articles of Association and to give you notice of the AGM relating to, among other matters, these matters.

DECLARATION OF FINAL DIVIDEND

Reference is made to the audited annual results announcement for the year ended December 31, 2023 of the Company dated March 28, 2024. The Board has recommended a final cash dividend for the year ended December 31, 2023 of HK\$0.30 per Share before tax, and will be paid on or around June 17, 2024 to those Shareholders whose names appear on the Company's register of members on June 11, 2024, 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 28, 2024 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 AND SELL TREASURY 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 and/or to resell or transfer treasury shares of the Company (if permitted under the Listing Rules) representing up to 20% of the total number of the issued Shares (excluding treasury 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 and the Company did not have any treasury shares. 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 (excluding treasury 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.

LETTER FROM THE BOARD

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 Company may use the general mandate for the sale or transfer of treasury shares only after the amendments to the Listing Rules relating to treasury shares have come into effect on June 11, 2024.

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

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 (excluding treasury 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 (excluding treasury 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 (excluding treasury shares).

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board notes that with effect from June 11, 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either cancel the repurchased Shares, and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in

LETTER FROM THE BOARD

treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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

Mr. Che Baozhen and Mr. Shi Futao shall retire pursuant to Article 108 of the Articles. Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun shall retire pursuant to Article 112 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 Mr. Che Baozhen, Mr. Shi Futao, Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun.

The Nomination and Remuneration Committee is of the view that Mr. Che Baozhen, Mr. Shi Futao, Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun will continue to bring to the Board perspectives, skills and experience. During their office in the Company, Mr. Che Baozhen, Mr. Shi Futao, Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun 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 the personality, character, professional knowledge, ability and experience of Mr. Che Baozhen, Mr. Shi Futao, Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun will continue to enable them to effectively discharge their duties.

The Nomination and Remuneration Committee noted that Mr. Jin Qingjun held directorships in more than six listed companies (including the Company). The Nomination and Remuneration Committee is of the view that Mr. Jin Qingjun has been and will continue to be able to devote sufficient time to the Board following his appointment on the following basis: (i) his high attendance rate in board meetings and board committee meetings of the Company upon his appointment; (ii) notwithstanding that he holds directorships in seven listed companies (including

LETTER FROM THE BOARD

the Company), the directorships of six listed companies are non-executive in nature; and (iii) he is committed to devote sufficient time to the affairs of the Company. Having considered the above factors, the Nomination and Remuneration Committee is of the view that Mr. Jin Qingjun will be able to devote sufficient time to discharge his duties as an independent non-executive Director notwithstanding that he holds directorships in more than six listed companies.

Based on the board diversity policy adopted by the Company, Mr. Jin Qingjun'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. Jin Qingjun as independent non-executive Director will contribute to the diversity of the Board. Mr. Jin is a leading legal practitioner in the PRC and is able to contribute to the diversity of the Board with his extensive regulatory and legal experience in securities, finance, investment, corporate, insolvency and foreign-related legal affairs. Mr. Jin's valuable professional and extensive experience and valuable insights gained from various listed companies will contribute significantly to the Company. In addition, the Nomination and Remuneration Committee has assessed and reviewed the annual written confirmation of Mr. Jin Qingjun 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 Mr. Che Baozhen, Mr. Shi Futao, Mr. Jiang Xizhou, Ms. Wang Ning and Mr. Jin Qingjun 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 AUDITOR

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Company for the year ended December 31, 2023, 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

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Existing Memorandum and Articles of Association of the Company and to adopt the seventh amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) for the purposes of (i) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and electronic dissemination of corporate communications by listed issuers and the relevant amendments to the Listing Rules effective on December 31, 2023; and (ii) the inclusion of certain housekeeping amendments (the “**Proposed Amendments**”).

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM. Details of the Proposed Amendments (i.e., to amend on the existing Articles of Association) are all set out in Appendix III to this circular. The New Memorandum and Articles of Association is compiled in English and there is no official Chinese translation. As such, the Chinese version of the New Memorandum and Articles of Association is only a translation copy. In case of any discrepancy, the English version shall prevail.

The Company’s legal advisors as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules, and the Company’s legal advisors as to Cayman Islands laws have confirmed that the Proposed Amendments do not contravene the applicable laws of the Cayman Islands. The Company has also confirmed that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

AGM

Set forth on pages 33 to 38 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, the re-appointment of auditors and the proposed amendments to the Memorandum and Articles of Association.

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

LETTER FROM THE BOARD

authority at the Company's branch share registrar Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower 28 Queen's Road Central, Central, 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 10 a.m. on Wednesdays, May 29, 2024).

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 28, 2024 to Friday, May 31, 2024 (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 Friday, May 31, 2024, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on Monday, May 27, 2024.

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 Tuesday, June 11, 2024, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Thursday, June 6, 2024 to Tuesday, June 11, 2024 (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 branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on Wednesday, June 5, 2024.

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; (v) the re-appointment of auditors; and (vi) the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association 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.

LETTER FROM THE BOARD

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 (excluding treasury 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 and the Company did not have any treasury shares. 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 (excluding treasury 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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares of the Company for subsequent sale or transfer subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

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, 2023 (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.

As stated in “General Mandate to Repurchase Shares” in the Letter from the Board, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either cancel the repurchased Shares, and/or hold such Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company’s own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Directors confirmed that neither this Explanatory Statement nor the proposed Share Repurchase has unusual features.

7. UNDERTAKING

The Directors will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong 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 “**2019 Share Option Scheme**”), after which 189,467 share options were canceled. Accordingly, as at the Latest Practicable Date, Mr. Che Baozhen is deemed to be the

beneficial owner of 390,533 Shares (representing 0.06% 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 adopted share option schemes). 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, 2023 up to and including the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
March	6.000	4.240
April	6.720	5.100
May	6.700	5.490
June	6.520	5.990
July	7.220	6.110
August	6.870	6.330
September	6.600	6.380
October	6.600	6.320
November	6.570	6.400
December	6.610	6.300
2024		
January	7.260	6.700
February	7.990	6.840
March	7.260	6.700
April (up to the Latest Practicable Date)	8.350	6.900

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

Mr. Che Baozhen, aged 41, was appointed as a Director on May 22, 2015 and was appointed as a member of the Nomination and Remuneration Committee. He also served as the general manager of Prinx Chengshan (Shandong) Tire Co., Ltd., one of the subsidiaries of the Company, from April 2017 to January 2021. Mr. Che joined the Group in December 2005. He is a director of all subsidiaries of the Company (excluding Prinx Chengshan (Qingdao) Industrial Research and Design Co., Ltd., Shenzhen Zhianda Tire Technology Service Co., Ltd., Prinx Chengshan Europe GmbH and Prinx Chengshan Tire North America LLC.). Mr. Che is also a chief executive officer of the Company. He has over 18 years of experience in the automotive tire industry and is responsible for the day-to-day operations, overall management, administration and strategic planning of the Group. Prior to joining the Group, Mr. Che was a staff of Chengshan Group from December 2003 to May 2010, where he was responsible for handling external relations and asset management with external parties. In June 2010, Mr. Che was appointed as the assistant of general manager in Shandong Haizhibao Ocean Technology Company Limited. In December 2010, Mr. Che was appointed as the chairman of Rongcheng Chengshan Construction Property Limited Company.

Mr. Che obtained a bachelor's degree in computer science and technology from University of Science and Technology Beijing in Beijing, the PRC in July 2003. He further obtained a master degree in business administration from Bond University, Queensland, Australia in October 2015.

Mr. Che is the son of Mr. Che Hongzhi, the chairman of the Board and a non-executive Director.

Save as disclosed above, Mr. Che does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did Mr. Che 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. Che is a member of the Che Family and is deemed to be interested in the 441,859,500 Shares held by Chengshan Group and its subsidiaries, representing approximately 69.43% of the total number of issued Shares.

On July 9, 2019, Mr. Che was granted 580,000 options under the 2019 Share Option Scheme, after which 189,467 share options were canceled. Accordingly, as at the Latest Practicable Date, he was deemed to be the beneficial owner of 390,533 Shares (representing 0.06% of the total number of issued Shares).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Che 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. Che 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 six month's written notice. Under the service contract, his emoluments for the year ended December 31, 2023 amounted to approximately RMB3.88 million, representing all emoluments, including salaries, bonuses and other benefits received in respect of his positions in the Company and its subsidiaries, which were determined with reference to his experience and qualification. He 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. Che 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. Shi Futao, aged 54, was appointed as a Director on October 28, 2015. He joined the Group in December 2005 as a financial director and was promoted to a director in November 2014 and vice-general manager of Prinx Chengshan (Shandong) Tire Co., Ltd. in September 2015. He is a director of Prinx Investment Holding Limited, Prinx Chengshan (Hong Kong) Tire Limited, Prinx (Hong Kong) Rubber Company Limited, Jinan Zhianda Tire Service Co., Ltd., Zhianda (Shanghai) Tire Service Co., Ltd., Anhui Prinx Chengshan Tire Company Limited and Prinx Chengshan Tire (Thailand) Co., Ltd., all being subsidiaries of the Company. He has over 30 years of experience in accounting and financial management in the PRC.

Mr. Shi obtained a master degree in company finance from the University of Salford in the United Kingdom in December 2002. He was admitted as a non-practising certified accountant by the Chinese Institute of Certified Public Accountants in 1995. He was recognised as a Senior International Finance Manager by the International Financial Management Association in December 2011. He was awarded with the first stage of high-end accounting personnel training engineering enterprises certificate by Shandong Provincial Party Committee Organisation Department, the Shandong Province Finance Bureau and the Shanghai National Accounting Institute in April 2014. Since January 2016, he has been a fellow member of the Chartered Institute of Management Accountants in the United Kingdom and a Chartered Global Management Accountant of the American Institute of Certified Public Accountants in the United States, respectively.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Shi does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did he 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, Mr. Shi was granted 512,000 options under the 2019 Share Option Scheme, after which 167,254 share options were canceled. On June 28, 2021, he was granted 5,000,000 share options under the 2021 Share Option Scheme. Accordingly, as at the Latest Practicable Date, he was deemed to be interested in an aggregate of 5,344,746 Shares (representing approximately 0.84% of the total issued Shares). Meanwhile, he was interested in 152,000 Shares (representing approximately 0.02% of the total number of issued Shares) as at the Latest Practicable Date.

Save as disclosed above, Mr. Shi 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. Shi 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 six months' written notice. Under the service contract, his emoluments for the year ended December 31, 2023 amounted to approximately RMB3.39 million, representing all emoluments, including salaries, bonuses and other benefits received in respect of his positions in the Company and its subsidiaries, which were determined with reference to his experience and qualification. He 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. Shi 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. Jiang Xizhou, aged 52, was appointed as a Director on March 28, 2024. He currently is a director of Prinx Chengshan (Shandong) Tire Co., Ltd. and Prinx Chengshan Tire (Thailand) Co., Ltd. (each being a subsidiary of the Company), respectively. He joined the Company in August 2019 as an assistant to the general manager. He has been the deputy general manager of the Company since January 2020, the vice president of the Company and the director of the production and operation centre of the Company, the general manager and the director of the technology centre of Shandong Company since January 2021. Since November 2022, he has been serving as the executive vice president of the Company. Prior to joining the Group, Mr. Jiang held various technical and management positions in Anhui Giti Tire Co., Ltd. from July 1995 to May 2013; he

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

served as the general manager of Fujian Giti Tire Co., Ltd. and the general manager of Giti Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600182), from June 2013 to June 2015; he served as the general manager of Anhui Giti Tire Co., Ltd. from July 2015 to August 2017; and he served as the manufacturing director of Giti Tire (China) Investment Co., Ltd. from September 2017 to July 2019.

Mr. Jiang graduated from Hefei University of Technology with a major in polymer materials and obtained his bachelor degree in July 1995. He graduated from the Wisconsin International University in the United States with a master's degree in Executive Master of Business Administration (EMBA) in December 2002.

Save as disclosed above, Mr. Jiang does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did he 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, 2020, Mr. Jiang was granted 225,500 options under the 2019 Share Option Scheme, of which 130,050 were vested and the remaining 124,950 were lapsed. On June 28, 2021, Mr. Jiang also was granted 5,000,000 options under the share option scheme adopted by the Company on June 28, 2021. Mr. Jiang was interested in 5,130,050 Shares of the Company (representing 0.8% of the total number of issued Shares as at the Latest Practicable Date).

Save as disclosed above, Mr. Jiang 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. Jiang entered into a service contract with the Company for a term of three years commencing on March 28, 2024 which may be terminated by either party giving to the other not less than six months' written notice. Under the service contract, his emoluments for the year ended December 31, 2023 amounted to approximately RMB3.81 million, representing all emoluments, including salaries, bonuses and other benefits received in respect of his positions in the Company and its subsidiaries, which were determined with reference to his experience and qualification. He 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. Jiang 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.

Ms. Wang Ning, aged 37, was appointed as a non-executive Director on March 28, 2024. She has been serving as the assistant to the general manager at Founder Digital Publishing Technology (Shanghai) Co., Ltd. from June 2011. From May 2014, she has been serving as the assistant to the chief financial officer, the assistant to the president, and securities affairs commissioner of InfoTM Micro-Electronics Co., Ltd, a company listed on the Shenzhen Stock Exchange (stock code: 000670). She has been serving as the senior consultant and the senior consulting manager of Shanghai InFaith Group Co., Ltd from May 2020 and December 2020 respectively. Since February 2022, she has been working in the board office of Red Avenue New Materials Group Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603650), and was appointed as the securities affairs representative by the board of directors of the company in April 2022.

Ms. Wang graduated from Qingdao University of Science and Technology with a bachelor's degree in business administration in July 2009. She obtained the securities practitioner qualification certificate in June 2015, and obtained the qualification certificate of board secretary from the Shenzhen Stock Exchange in March 2017. She obtained the certificate of certified public accountant in March 2021 and became a non-practicing member of the Chinese Institute of Certified Public Accountants. She attended the first pre-appointment training for the secretary to the board of the Shanghai Stock Exchange in November 2022 and successfully passed the test. In February 2023, she obtained the certification of pre-appointment training for the secretary to the board. In March 2024, she obtained the legal professional qualification certificate of the People's Republic of China.

Ms. Wang entered into a service contract with the Company for a term of three years commencing on March 28, 2024 which may be terminated by either party giving to the other not less than one month's written notice. Under the service contract, Ms. Wang will not receive any directors' fee from the Company. She 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. Wang does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor did she 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 and 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.

Save as disclosed above, Ms. Wang 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. Jin Qingjun, aged 67, was appointed as an independent non-executive Director on September 9, 2023. He is also the chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and the Development Strategy and Risk Management Committee of the Company. He is currently a senior partner of King & Wood Mallesons. His major areas of practice include securities, finance, investment, financing, real estate, corporate, maritime commerce, insolvency, litigation as well as foreign-related legal affairs. He has a solid legal theory foundation and extensive legal practise experience. In the past 30 years, he has been adhering to the front line of project hosting work, enjoying a high reputation in the industry and among peers. He is one of the first lawyers who were granted Security Qualification Certificate in the PRC, focusing on securities-related legal affairs for more than 30 years. He was the general legal counsel of the Shenzhen Stock Exchange and a member of the Listing Regulatory Council. He is currently a legal counsel of various financial institutions, securities companies and listed companies at home and abroad.

Mr. Jin is currently an independent non-executive director of Times China Holdings Limited, a company listed on the Stock Exchange (stock code: 1233), Sino-Ocean Group Holding Limited, a company listed on the Stock Exchange (stock code: 3377), Bank of Tianjin Co., Ltd., a company listed on the Stock Exchange (stock code: 1578), Central Development Holdings Limited, a company listed on the Stock Exchange (stock code: 475) and Goldstream Investment Limited, a company listed on the Stock Exchange (stock code: 1328); a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000048) and an independent director of Invesco Great Wall Fund Management Co., Ltd. He ceased to act as an independent director of Shenzhen Cheng Chung Design Co., Ltd. , a company listed on the Shenzhen Stock Exchange (stock code: 002811) since 23 February 2024. From September 2014 to June 2021, Mr. Jin served as an independent director of Guotai Junan Securities Co., Ltd. (a company listed on the Stock Exchange, stock code: 2611 and the Shanghai Stock Exchange, stock code: 601211).

Mr. Jin is also a part-time professor of the Chinese Academy of Governance, a part-time professor of the Law School of Renmin University of China, an arbitrator of the Shenzhen Court of International Arbitration, a mediator of the Shenzhen Securities and Futures Dispute Resolution Centre, an arbitrator of the South Africa International Commercial Arbitration Centre, a member of the InterPacific Bar Association, a PRC legal counsel of the US Court of Appeals for the Washington D.C. Circuit and a member of the National Equities Exchange and Quotations Review Committee.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Jin graduated from the Foreign Language Department of Anhui University with a bachelor's degree in English and American literature in 1982. He graduated from the Graduate School of China University of Political Science and Law with a master's degree in international law in 1987. In 2009, he received a completion certificate for a research program from the John F. Kennedy School of Government at Harvard University.

Save as disclosed above, Mr. Jin does not have any other relationships with any other Directors, senior management or substantial or controlling shareholders of the Company, and save as disclosed above, he didn't 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 and 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. Jin entered into a service contract with the Company for a term of three years commencing on September 9, 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. Jin's emoluments recorded in 2023 include directors' fees, salaries and other benefits of approximately RMB50,000, which were determined with reference to his experience and qualification, his duties and responsibilities with the Company and the prevailing market conditions. He 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. Jin 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.

**THE COMPANIES ACT (REVISED)
EXEMPTED COMPANY LIMITED BY SHARES
SEVENTH AMENDED AND RESTATED**

**MEMORANDUM AND ARTICLES OF
ASSOCIATION OF**

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

(ADOPTED BY A SPECIAL RESOLUTION PASSED ON [~~16 JUNE~~DATE] 2024~~2~~)

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SEVENTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION OF

Prinx Chengshan Holdings Limited

浦林成山控股有限公司

(Company)

(adopted by a Special Resolution passed on [~~16 June~~date] 20242)

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARESSEVENTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION OF**Prinx Chengshan Holdings Limited****浦林成山控股有限公司**

(Company)

(adopted by a Special Resolution passed on ~~[16 June]~~ 2024)

- 5 (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of not less than $\frac{3}{4}$ of the voting rights of the holders of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of ~~How rights of shares may be modified~~ the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be ~~not less than a person or persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding one-third in nominal value~~ of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them), or for quorum purposes only, two persons appointed by the Clearing House as authorised representative or proxy and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
- 62 ~~Other than the year of the Company's adoption of these Articles,~~ In each financial year during the Relevant Period the Company shall ~~in each year~~ hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint, subject to the requirement that each annual general

meeting must be held within 6 months after the end of each financial year. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

- 92 (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative or proxy is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.
- 175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent ~~by post~~ in the manner in which notices may be served by the Company as provided herein and not prohibited by the Companies Act (including by electronic means by transmitting copies of documents to any contact details or website supplied by that person to the Company or by publishing it on the Company's website and the website of the HK Stock Exchange) together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application ~~at the Head Office or the Registration Office~~ in the manner in which notices may be served by the Company as provided herein and not prohibited by the Companies Act. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company)

listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

- (c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders ~~who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements~~. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting ~~to those Shareholders that have consented and elected to receive the summarised financial statements~~.
- 176 (a) ~~The Company~~ Shareholders shall at each annual general meeting of the Company by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The appointment, removal and remuneration of the Auditors must be approved by a simple majority of the Company's Shareholders ~~in the annual a~~ general meeting or by other body that is independent of the Board except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.
- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~ Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.
- 180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than

share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any Shareholder by electronic means to such contact details or website address as may from time to time be ~~authorised~~ supplied by the Shareholder concerned or by publishing it on ~~a~~ the website and ~~notifying the Shareholder concerned that it has been so published~~ of the Company and the HK Stock Exchange.

- 181 (a) [~~Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available~~ *Intentionally deleted*].
- (b) ~~Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.~~ *Intentionally deleted*].

- (c) ~~*[Intentionally deleted].*~~ ~~If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.~~

182 Any notice or other document (including any corporate communications within the meaning ascribed thereto under the Listing Rules);

- (a) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail;
- (b) ~~Any notice or document~~ if not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left;
- (c) ~~Any notice or document,~~ if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company; and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) if served by being placed on the Company's website and the HK Exchange's website shall be deemed to be served on the day it was so placed on such website, or at such time as may be prescribed by the Listing Rules;
- (e) ~~Any notice or document~~ if served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose; and
- (f) ~~Any notice or other document~~ if published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.

- 183 A notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or by electronic means to such contact details supplied by such person, or ~~(until such an address has been so supplied)~~ by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.
- 185 Any notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) delivered or sent ~~by post to, or left at the registered address of any Shareholder~~ in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.



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 Friday, May 31, 2024 at 10 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, 2023.
2. To approve and declare a final dividend of HK\$0.30 per ordinary share before tax in the issued share capital of the Company for the year ended December 31, 2023 payable to the shareholders whose names appear on the register of members of the Company as at the close of business on June 11, 2024.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Che Baozhen as an executive Director.
 - (b) to re-elect Mr. Shi Futao as an executive Director.
 - (c) to re-elect Mr. Jiang Xizhou as an executive Director.
 - (d) to re-elect Ms. Wang Ning as a non-executive Director.
 - (e) to re-elect Mr. Jin Qingjun 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 together with the number of treasury shares of the Company resold or transferred (if permitted under the Listing Rules) 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 (excluding treasury shares) as at the date of passing of this resolution (such total number is subject to adjustment in the case of any consolidation or subdivision of the Shares after 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).
- Any reference to allot, issue or otherwise deal with shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.
- (v) the Company may use the general mandate for the sale or transfer of treasury shares of the Company only after the amendments to the Listing Rules relating to treasury shares have come into effect on June 11, 2024.”

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 (excluding treasury shares) as at the date of passing of this resolution (such total number is subject to adjustment in the case of any consolidation or subdivision of the Shares after 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 and treasury 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.

AS A SPECIAL RESOLUTION

And to consider and, if thought fit, approve the following resolution as a special resolution, with or without amendment:

9. **“THAT:**

the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated memorandum and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**) as set out in Appendix III to the circular of the Company dated 26 April 2024 and the adoption of the 7th amended and restated memorandum and articles of association of the Company which consolidates all the Proposed Amendments (the **“New Memorandum and Articles of Association”**, a copy of which has been produced to the AGM marked “A” and initiated by the chairman of the AGM for the purpose of identification) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association of the Company with immediate effect after the close of the AGM be and are hereby approved and that any one of the Directors or company secretaries of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company, including without limitation, attending to the necessary filing with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Shandong, China, April 26, 2024

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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Central, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 10 a.m. on Wednesday, May 29, 2024) 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 28, 2024 to Friday, May 31, 2024 (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 Friday, May 31, 2024, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on Monday, May 27, 2024.
- (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 Tuesday, June 11, 2024, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Thursday, June 6, 2024 to Tuesday, June 11, 2024, 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on Wednesday, June 5, 2024.

As at the date of this notice, the executive Directors are Mr. Che Baozhen, Mr. Shi Futao, and Mr. Jiang Xizhou, the non-executive Directors are Mr. Che Hongzhi, Ms. Wang Ning and Mr. Shao Quanfeng and the independent non-executive Directors are Mr. Jin Qingjun, Mr. Choi Tze Kit Sammy and Mr. Wang Chuansheng.