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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**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.*