
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
AND
(5) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Prinx Chengshan Holdings Limited to be held at the meeting room Y306 of Research and Development Building of Prinx Chengshan (Shandong) Tire Company Limited, No. 98, Nanshan North Road, Rongcheng City, Shandong Province, the PRC, in physical form, on Friday, May 23, 2025 at 10 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use at the annual general meeting is enclosed with the notice of the annual general meeting.

Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, MUFG Corporate Markets 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 21, 2025) 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. For the avoidance of doubt, holders of treasury shares (if any) have no voting rights at the Company's general meeting(s).

April 28, 2025

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DEFINITIONS

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

“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, in physical form, on Friday, May 23, 2025 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
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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
“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

DEFINITIONS

“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 22, 2025, being the latest practicable date prior to the publication 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
“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 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

DEFINITIONS

“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 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 28, 2025

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
(4) RE-APPOINTMENT OF AUDITORS
AND
(5) 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; and (v) the re-appointment of auditors 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, 2024 of the Company dated March 28, 2025. The Board has recommended a final cash dividend for the year ended December 31, 2024 of HK\$0.50 per Share before tax, and will be paid on or around June 27, 2025 to those Shareholders whose names appear on the Company's register of members on June 17, 2025, 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, 2025 for the withholding and payment of enterprise income tax for non-resident enterprises in respect of the proposed final dividend.

The Company does not hold any treasury shares (including any treasury shares held or deposited with CCASS) and treasury shares, if any, would not receive the dividends or distributions.

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 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 637,694,000 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 127,538,800 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 authorize the Directors to exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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

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 637,694,000 and the Company did not have any treasury shares. 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 63,769,400 Shares, representing 10% of the total number of issued Shares (excluding treasury shares).

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 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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Mr. Che Hongzhi, Mr. Shao Quanfeng and Mr. Choi Tze Kit Sammy shall retire pursuant to Article 108 of the Articles.

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

The Nomination and Remuneration Committee is of the view that Mr. Che Hongzhi, Mr. Shao Quanfeng and Mr. Choi Tze Kit Sammy will continue to bring to the Board perspectives, skills and experience. During their office in the Company, Mr. Che Hongzhi, Mr. Shao Quanfeng and Mr. Choi Tze Kit Sammy 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 Hongzhi, Mr. Shao Quanfeng and Mr. Choi Tze Kit Sammy will continue to enable them to effectively discharge their duties.

Based on the board diversity policy adopted by the Company, Mr. Choi Tze Kit Sammy’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. Choi Tze Kit Sammy as independent non-executive Director will contribute to the diversity of the Board. In particular, his expertise, experience and skills in corporate governance, as well as finance and auditing fields should allow him to provides valuable professional advice for the business development and investment strategies of the Group. In addition, the Nomination and Remuneration Committee has assessed and reviewed the annual written confirmation of Mr. Choi Tze Kit Sammy 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 Hongzhi, Mr. Shao Quanfeng and Mr. Choi Tze Kit Sammy 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.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Company for the year ended December 31, 2024, 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.

AGM

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

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, MUFG Corporate Markets 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 21, 2025).

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 20, 2025 to Friday, May 23, 2025 (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 23, 2025, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, MUFG Corporate Markets 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 19, 2025.

LETTER FROM THE BOARD

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 17, 2025, 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 12, 2025 to Tuesday, June 17, 2025 (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, MUFG Corporate Markets 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 11, 2025.

RECOMMENDATION

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

RESPONSIBILITY STATEMENT

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

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

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

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

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

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares (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 637,694,000 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 63,769,400 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, 2024 (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 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 treasury shares, any sale or transfer of treasury shares 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 6,861,000 Shares, representing a total of 69.54% 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 443,461,000 Shares, representing 69.54% 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 77.27% 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 Rule 26 and Rule 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, 2024 up to and including the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
March	7.260	6.700
April	8.350	6.900
May	9.540	7.190
June	9.350	7.900
July	8.120	6.920
August	8.380	6.990
September	8.860	7.770
October	9.300	8.010
November	8.560	7.400
December	8.170	6.850
2025		
January	7.780	6.910
February	8.180	7.600
March	8.670	7.770
April (up to the Latest Practicable Date)	8.180	6.630

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

Mr. Che Hongzhi, aged 68, was appointed as a Director on May 22, 2015. He was re-designated as non-executive Director on March 5, 2018. He was also appointed as the chairman of the Board and the chairman of the Development Strategy and Risk Management Committee. He is the founder of the Group. Mr. Che is a director of all subsidiaries of the Company (excluding Prinx Chengshan Europe GmbH, Qingdao Zhianda Investment Co., Ltd. and Prinx Chengshan Tire North America Inc.). He is also the legal representative of two PRC subsidiaries of the Company. Mr. Che is responsible for providing professional opinion and strategic direction to the Group. Since December 2003, he has been the executive director and chairman of Chengshan Group. He has over 20 years of experience in tire production industry. Prior to establishing the Group, Mr. Che was the chairman of Shandong Chengshan Tire Company Limited from October 2000 to May 2010.

Mr. Che obtained a professional certificate in chemistry from Yantai Education College, in July 1987. He was awarded as a national model worker by the State Council of the PRC in April 2005. He was further being credited as an outstanding provincial party member by Shandong Provincial Party Committee, the PRC in June 2016.

Mr. Che is the father of Mr. Che Baozhen, an 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 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.

Mr. Che is a member of the Che Family and is deemed to be interested in the 443,461,000 Shares held by Chengshan Group and its subsidiaries, representing approximately 69.54% of the total number of issued Shares.

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, 2024 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, 2024 amounted to approximately RMB258,000, 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. However, for the year ending December 31, 2024, Mr. Che Hongzhi waived part of his remuneration, amounting to RMB215,000. 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. Shao Quanfeng, aged 41, was appointed as a non-executive Director on February 24, 2020. In July 2007, Mr. Shao served as a general accountant of group finance department of China National Heavy Duty Truck Group Co., Ltd. In May and November 2012, he served as a trainee assistant to the general manager of sales department of China Heavy Truck Group Ji'ning Commercial Truck Co., Ltd. and a trainee assistant to the general manager of specialised vehicles segment of China Heavy Truck Group, respectively. In July 2014, he was appointed as the finance manager of Sinotruk (Hong Kong) Capital Holding Limited. In August 2018, he became the first level business supervisor of finance department of China Heavy Truck Group International Co., Ltd. In December 2018, he served as the managing director of Sinotruk (Hong Kong) International Investment Limited. In February 2022, he served as the financial controller of China National Heavy Duty Group Jinan Axle & Transmission Co., Ltd. In April 2022, he served as the financial controller of SINOTRUK International Co., Ltd. In February 2023, he served as the financial controller of light truck sales department and light truck manufacturing factory of China National Heavy Duty TRUCK Group Jinan Commercial VEHICLE Co., Ltd.

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

Save as disclosed above, Mr. Shao does not have any other relationships with any other Directors, senior management or substantial or Controlling Shareholders of the Company nor did 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.

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

Mr. Shao entered into a service contract with the Company for a term of three years commencing on February 24, 2023 which may be terminated by either party giving to the other not less than one month's written notice. Under the service contract, Mr. Shao did not receive any remuneration from the Company in respect of his directorship in 2024. 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. Shao confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Choi Tze Kit Sammy, aged 62, has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination and Remuneration Committee since September 10, 2018. Mr. Choi has over 35 years of experience in finance and auditing. Since July 6, 2018, Mr. Choi has been an independent non-executive director of Minshang Creative Technology Holdings Limited (formerly known as Food Wise Holdings Limited) (a listed company on the Stock Exchange, stock code: 1632). From October 2016 to August 2017, Mr. Choi was an independent non-executive director of Ernest Borel Holdings Limited, (a company listed on the Stock Exchange, stock code: 1856). Mr. Choi was an independent non-executive director of Fufeng Group Limited (a listed company on the Stock Exchange, stock code: 546), from January 2007 to November 2015 and an independent non-executive director of PanAsialum Holdings Company Limited (a company listed on the Stock Exchange, stock code: 2078), from February 2016 to February 2017.

Mr. Choi graduated from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in 1985. He is a fellow member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Hong Kong Institute of Directors.

Mr. Choi has been a council member of Hong Kong Chiu Chow Merchants Mutual Assistance Society Limited since October 2013. He was a member of the Professional Conduct Committee and the Investigation Panel of the HKICPA from January 2020 to December 2022 and a council member of The Society of Chinese Accountants and Auditors from 2010 to 2015. He was elected as an honorary financial advisor of Hong Kong and Kowloon Rattan Ware Merchants Association (Wing Hing Tong) in 2018.

Save as disclosed above, Mr. Choi 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.

Save as disclosed above, Mr. Choi 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. Choi entered into a service contract with the Company for a term of one year commencing on September 10, 2024 which may be terminated by either party giving to the other not less than one month's written notice. Under the service contract, his emoluments for the year ended December 31, 2024 amounted to approximately RMB217,000, 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. Choi confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Prinx Chengshan Holdings Limited (the “**Company**”) will be held, at the meeting room Y306 of Research and Development Building of Prinx Chengshan (Shandong) Tire Company Limited, No. 98, Nanshan North Road, Rongcheng City, Shandong Province, the PRC, in physical form on Friday, May 23, 2025 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, 2024.
2. To approve and declare a final dividend of HK\$0.50 per ordinary share before tax in the issued share capital of the Company for the year ended December 31, 2024 payable to the shareholders whose names appear on the register of members of the Company as at the close of business on June 17, 2025.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Che Hongzhi as a non-executive Director.
 - (b) to re-elect Mr. Shao Quanfeng as a non-executive Director.
 - (c) to re-elect Mr. Choi Tze Kit Sammy 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 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 (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.”

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.

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

Shandong, the PRC, April 28, 2025

Notes:

- (1) The annual general meeting 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, in physical form, at 10 a.m., on Friday, May 23, 2025. Shareholders may not elect to participate in the AGM electronically.
- (2) 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.
- (3) 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.
- (4) 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, MUFG Corporate Markets 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 21, 2025) or any adjournment thereof.
- (5) 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. For the avoidance of doubt, holders of treasury shares (if any) have no voting rights at the Company's general meeting(s).
- (6) The register of members of the Company will be closed from Tuesday, May 20, 2025 to Friday, May 23, 2025 (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 23, 2025, all transfer documents accompanied by the relevant share certificates must be lodged with

the Company's branch share registrar in Hong Kong, MUFG Corporate Markets 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 19, 2025.

- (7) 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 17, 2025, 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 12, 2025 to Tuesday, June 17, 2025, 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, MUFG Corporate Markets 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 11, 2025. The Company does not hold any treasury shares (including any treasury shares held or deposited with CCASS) and treasury shares, if any, would not receive the dividends or distributions.

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.