
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Prinx Chengshan (Cayman) Holding 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 (Cayman) Holding Limited

浦林成山（開曼）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

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

A notice convening an annual general meeting of Prinx Chengshan (Cayman) Holding Limited to be held at Boardroom 3-4, M/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong, on Friday, March 29, 2019 at 10:00 a.m. is set out on pages 21 to 25 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 Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. not later than 10:00 a.m. on Wednesday, March 27, 2019) 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.

28 February 2019

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DEFINITIONS

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

“AGM” or “2019 AGM”	an annual general meeting of the Company to be convened and held at Boardroom 3-4, M/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, March 29, 2019 at 10:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Che Family”	refers to Che Hongzhi, Li Xiuxiang, Che Baozhen and Bi Wenjing, being our 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 our Controlling Shareholders
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Prinx Chengshan (Cayman) Holding Limited (浦林成山(開曼)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
“Computershare”	Computershare Hong Kong Investor Services Limited
“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), Beijing Baichuantong Consultant Company Limited* (北京百川通諮詢有限責任公司), Beijing Zhongmingxin Investment Company Limited* (北京中銘信投資有限公司), 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), Rongcheng Chengyuan Shareholding Investment Centre* (榮成成源股權投資中心), Rongcheng Hongsheng Shareholding Investment Centre* (榮成鴻昇股權投資中心), Rongcheng Chengda Shareholding Investment Centre* (榮成成大股權投資中心), Rongcheng Chenghai Shareholding Investment Centre* (榮成成海股權投資中心), Rongcheng Pucheng Shareholding Investment Centre* (榮成浦成股權投資中心) and Rongcheng Haocheng Shareholding Investment Centre* (榮成浩成股權投資中心) being our group of Controlling Shareholders
“Controlling Shareholders”	refer to Chengshan Group, the Che Family and the Controlled Entities
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	February 22, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.00005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

* *For identification purposes only.*

LETTER FROM THE BOARD



Prinx Chengshan (Cayman) Holding Limited

浦林成山（開曼）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1809)

Executive Directors:

Mr. Che Baozhen
Mr. Shi Futao
Ms. Cao Xueyu

Non-executive Directors:

Mr. Che Hongzhi
Mr. Wang Lei
Mr. Chen Yansheng

Independent non-executive Directors:

Mr. Zhang Xuehuo
Mr. Choi Tze Kit, Sammy
Mr. Wang Chuansheng

Registered Office:

P.O. Box 472
Harbour Place, 2nd Floor
103 South Church Street
George Town
Grand Cayman KY1-1106
Cayman Islands

Principal Place of Business in the PRC:

No. 98, Nanshan North Road
Rongcheng City
Shandong Province, the PRC

Principal Place of Business in Hong Kong:

Room 803B, 8/F
East Ocean Centre
98 Granville Road
Tsim Sha Tsui
Kowloon
Hong Kong

February 28, 2019

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

Reference is made to the results announcement for the year ended December 31, 2018 of the Company dated February 25, 2019. The Board has recommended a final cash dividend for the year ended December 31, 2018 of HK\$0.238 per Share, and will be paid around May 17, 2019 to those Shareholders whose names appear on the Company's register of members on April 9, 2019 which is subject to the approval of Shareholders at the AGM and compliance with the Articles and the Companies Law (2018 Revision) of the Cayman Islands. An ordinary resolution will be proposed at the AGM to approve the declaration of the final dividend.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 635,000,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 127,000,000 Shares, representing 20% of the total number of issued Shares.

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

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

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

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 635,000,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 63,500,000 Shares, representing 10% of total number of issued Shares.

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

RE-ELECTION OF RETIRING DIRECTORS

Mr. Che Baozhen, Mr. Che Hongzhi, and Mr. Shi Futao shall retire pursuant to Article 108 of the Articles. Mr. Zhang Xuehuo, Mr. Choi Tze Kit, Sammy and Mr. Wang Chuansheng shall retire pursuant to Article 112 of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Company for the year ended December 31, 2018, will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

LETTER FROM THE BOARD

The Board, upon the recommendation of the audit committee of the Company, 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 21 to 25 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 the retiring Directors and the re-appointment of auditors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.prinxchengshan.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Wednesday, March 27, 2019).

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.

RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of the 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.

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,

For and on behalf of the Board

PRINX CHENGSHAN (CAYMAN) HOLDING LIMITED

Che Hongzhi

Chairman

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

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

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

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

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 635,000,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 63,500,000 Shares representing 10% of the total number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

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

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

5. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at December 31, 2018 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

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

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

7. UNDERTAKING

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

8. TAKEOVERS CODE

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

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Chengshan Group directly held 436,600,000 Shares and indirectly, through a wholly-owned subsidiary, held 959,500 Shares, representing a total of 68.91% of the total number of issued Shares. The Che Family and the Controlled Entities control an aggregate of 76.76% of the equity interest in Chengshan Group. Accordingly, under the SFO, the Che Family and the Controlled Entities is deemed to be interested in 437,559,500 Shares, representing 68.91% of the total number of issued Shares, held by Chengshan Group and its subsidiaries. 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 would be increased to 76.56% 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 it 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 have been traded on the Stock Exchange since the listing of the Shares on the Stock Exchange on October 9, 2018 up to and including the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
October	5.800	4.080
November	5.470	4.730
December	5.770	4.800
2019		
January	7.210	5.280
February (up to the Latest Practicable Date)	6.880	6.150

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

Mr. CHE Baozhen (車寶臻先生), aged 36, was appointed as our Director on May 22, 2015. He was also appointed as a member of the Nomination and Remuneration Committee. He has also been the General Manager of one of our subsidiaries, Prinx Chengshan (Shandong) Tire Company Limited* (浦林成山 (山東) 輪胎有限公司, “**Prinx (Shandong) Tire**”) since April 2017. Mr. Che joined our Group in December 2005. He is a director of all of our subsidiaries except Prinx Chengshan (Qingdao) Industrial Research & Design Company Limited* (浦林成山 (青島) 工業研究設計有限公司, “**Prinx (Qingdao)**”), Prinx Chengshan Europe, s.r.o (“**Prinx (Europe)**”), Prinx Chengshan Tire North America Inc.* (浦林成山輪胎北美公司) and Prinx Chengshan Tire (Thailand) Co., Ltd. Mr. Che is also our chief executive officer. He has over 13 years of experience in automotive tire industry and is responsible for the overall day-to-day operations, management, administration and strategic planning of our Group. As a General Manager of Prinx (Shandong) Tire, Mr. Che is also responsible for the overall management of Prinx (Shandong) Tire. Prior to joining our Group, Mr. Che was a staff in Chengshan Group Company Limited* (成山集團有限公司, “**Chengshan Group**”) from December 2003 to May 2010. He was responsible for handling external relations with external parties and asset management. In June 2010, Mr. Che was appointed as the assistant of general manager in Shandong Haizhibao Ocean Technology Company Limited* (山東海之寶海洋科技有限公司). In December 2010, Mr. Che was appointed as the chairman of Rongcheng Chengshan Construction Property Limited Company (榮成成山建設置業有限公司).

Mr. Che obtained undergraduate bachelor degree in computer sciences and technology from the University of Science and Technology (北京科技大學) 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, who is our Chairman of the Board and non-executive Director.

Save as disclosed above, Mr. Che has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders 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, being a member of the Che Family, is deemed to be interested in 437,559,500 Shares, representing 68.91% of the total number of issued Shares, held by Chengshan Group and its subsidiaries.

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, 2018 which may be terminated by either party giving to the other not less than six months' written notice. Under the service contract, Mr. Che's emoluments recorded in 2018 include directors' fees, salaries and other benefits of approximately RMB2,166,000, which were determined with reference to his experience and qualification.

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. CHE Hongzhi (車宏志先生), aged 62, was appointed as 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 of the Company's subsidiaries except Prinx (Europe), Prinx Hong Kong Tire, Qingdao Zhianda, Prinx Chengshan Tire North America Inc.* (浦林成山輪胎北美公司) and Prinx Chengshan Tire (Thailand) Co., Ltd. He is also the legal representative of two of the Company's subsidiaries in China. Mr. Che is responsible for providing professional opinion and strategic direction to the Group. Since December 2003, he has been the chairman and executive director of Chengshan Group. He has approximately 19 years of experience in tire production industry. Prior to establishing the Group, Mr. Che was the chairman of Shandong Chengshan Tires Company Limited from October 2000 to May 2010.

Mr. Che obtained a professional certificate in chemistry from Yantai Education College (煙臺教育學院), in July 1987. He was awarded as a national model worker (全國勞動模範) by the State Council of the PRC in April 2005. He was further being credited as an outstanding provincial party member (省優秀黨員) by Shandong Provincial Party Committee, the PRC in June 2016.

Mr. Che is the father of Mr. Che Baozhen, who is executive Director.

Save as disclosed above, Mr. Che has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders 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, being a member of the Che Family, is deemed to be interested in 437,559,500 Shares, representing 68.91% of the total number of issued Shares, held by Chengshan Group and its subsidiaries.

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, 2018 which may be terminated by either party giving to the other not less than six months' written notice. Under the service contract, Mr. Che's emoluments recorded in 2018 include directors' fees, salaries and other benefits of approximately RMB235,000, which were determined with reference to his experience and qualification.

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 (石富濤先生), aged 49, was appointed as our Director on October 28, 2015. Mr. Shi joined our Group in December 2005 as a financial director and was promoted to a director in November 2014 and vice-general manager of Prinx (Shandong) Tire in September 2015. He has over 20 years of experience in accounting and financial management in the PRC. Mr. Shi is responsible for the overall financial management of our Group. During the period between February 2003 and February 2004, he was the financial director in Shanghai Waigaoqiao Free Trade Zone Group Company Limited* (上海外高橋保稅區開發股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600648 for A-shares and 900912 for B-shares). From May 2004 to April 2007, Mr. Shi was the financial controller of Chengshan Group.

Mr. Shi obtained a master degree in company finance from The University of Salford in Manchester, the United Kingdom in December 2002. He was awarded with the first stage of high-end accounting personnel training engineering enterprises certificate (山東省高端會計人才培養工程企業一期證書) by Shandong Provincial Party Committee Organization Department, the Shandong Province Finance Bureau and the Shanghai National Accounting Institute (山東省委組織部、山東財政廳和上海國家會計學院) in April 2014. He was admitted as a non-practicing certified accountant by the Chinese Institute of Certified Public Accountants ("CICPA") in 1995. Mr. Shi was recognized as a Senior International Finance Manager ("SIFM") by the International Financial Management Association in December 2011. Since January 2016, Mr. Shi has been a

fellow member of the Chartered Institute of Management Accountants (“CIMA”) in the United Kingdom and a Chartered Global Management Accountant of the American Institute of Certified Public Accountants in the United States, respectively.

In December 2012, Mr. Shi was awarded with the prize of Shandong Province Enterprise Management Modernization Innovation for the full implementation of budget management to improve economic efficiency of enterprises (《全面實施預算管理提高企業經濟效益 — 山東省企業管理現代化創新成果一等獎》) by Shandong Enterprises Management Modernized Innovation Results Review Committee (山東省企業管理現代化創新成果評審委員會) and Shandong Provincial State-owned Assets and Administration Commission (山東省國有資產監督管理委員會). He was further awarded as an advanced worker in accounting (會計先進工作者) by the Shandong Province Finance Bureau (山東省財政廳) in January 2014.

Save as disclosed above, Mr. Shi has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders nor did Mr. Shi 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. 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 10 September 2018 which may be terminated by either party giving to the other not less than six months’ written notice. Under the service contract, Mr. Shi’s emoluments recorded in 2018 include directors’ fees, salaries and other benefits of approximately RMB1,604,000, which were determined with reference to his experience and qualification.

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. ZHANG Xuehuo (張學伙先生), aged 56, was appointed as our independent non-executive Director and the chairman of Nomination and Remuneration Committee, a member of each of the Audit Committee and Development Strategy and Risk Management Committee with effect from September 10, 2018. Mr. Zhang has been the chairman of China Mineral Ventures Limited (中國礦業投資有限公司) (“China Mineral Ventures”) since 1997. He was the founder of China Mineral Ventures. Mr. Zhang founded China Gold Development Group (H.K.) Limited (“China Gold”) (中國黃金開發集團 (香港) 有限公司), a subsidiary of Zijin Mining Group Co.,

Ltd., the shares of which were listed on the Stock Exchange (Stock Code: 2899) in 1999. He was its chairman from 2003 to 2006. Since 2006, Mr. Zhang has been a director of China Gold. Mr. Zhang was the chairman of Guoda Gold Company Limited* (“**Shandong Guoda Gold**”) (山東國大黃金股份有限公司) from 2003 to 2011. Mr. Zhang is currently a director of Shandong Guoda Gold.

Mr. Zhang obtained a bachelor’s degree in international trade from The School of International Trade, Xiamen University, the PRC in 1985.

Save as disclosed above, Mr. Zhang has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders nor did Mr. Zhang 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. Zhang 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. Zhang entered into a service contract with the Company for a term of three years commencing on September 10, 2018 which may be terminated by either party giving to the other not less than six months’ written notice. Under the service contract, Mr. Zhang’s emoluments recorded in 2018 include directors’ fees, salaries and other benefits of approximately RMB43,000, which were determined with reference to his experience and qualification.

Save as disclosed above, Mr. Zhang 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 (蔡子傑先生), aged 56, was appointed as our independent non-executive Director and the chairman of the Audit Committee and a member of the Nomination and Remuneration Committee with effect from September 10, 2018. Mr. Choi has over 30 years of experience in finance and auditing. Mr. Choi has been an independent non-executive director of Minshang Creative Technology Holdings Limited (formerly known as Food Wise Holdings Limited 膳源控股有限公司), the shares of which are listed on the Stock Exchange (Stock Code: 1632), since July 6, 2018. From October 2016 to August 2017, Mr. Choi was an independent non-executive director of Ernest Borel Holdings Limited, the shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 1856). From January 2007 to November 2015, Mr. Choi was an independent non-executive director of Fufeng Group Limited, the shares of which are listed

on the Stock Exchange (Stock Code: 546) and from February 2016 to February 2017, he was an independent non-executive director of PanAsialum Holdings Company Limited, the shares of which are listed on the Stock Exchange (Stock Code: 2078).

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 (“**ICAEW**”), a fellow member of the Association of Chartered Certified Accountants (“**ACCA**”), a fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Hong Kong Institute of Directors.

Mr. Choi is now a committee member of Small and Medium Practitioners Committee, Restructuring and Insolvency Facility Executive Committee, and Professional Conduct Committee of the Hong Kong Institute of Certified Public Accountants. He has also been a council member of Hong Kong Chiu Chow Merchants Mutual Assistance Society Limited since October 2013. He was a council member of The Society of Chinese Accountants and Auditors from 2010 to 2015. He has been 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 has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders nor did Mr. Choi 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. 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 three years commencing on September 10, 2018 which may be terminated by either party giving to the other not less than six months’ written notice. Under the service contract, Mr. Choi’s emoluments recorded in 2018 include directors’ fees, salaries and other benefits of approximately RMB52,000, which were determined with reference to his experience and qualification.

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.

Mr. WANG Chuansheng (汪傳生先生), aged 59, was appointed as our independent non-executive Director and a member of each the Audit Committee and Development Strategy and Risk Management Committee with effect from September 10, 2018. Mr. Wang has been the director of Academic Division of Engineering in Qingdao University of Science & Technology since December 2016. In November 2015, Mr. Wang was appointed as the distinguished expert by Taishan Scholars. Mr. Wang was a teacher of the mechanical faculty in Shandong Institute of Chemical Engineering from July 1982 to September 1984. Mr. Wang has been working at Qingdao University of Science & Technology (previously known as Qingdao Institute of Chemical Technology) (the “**University**”) since September 1984. From September 1984 to November 1984, Mr. Wang was a teacher in chemical machinery faculty at the University. During the period between November 1984 and June 1995, he was the vice office manager of the chemical machinery faculty at the University. From June 1995 to December 1995, he acted as the vice-manager of the mechanical engineering faculty. Mr. Wang was promoted to the position of vice-principal of the machinery engineering faculty in December 1995, In March 2002, he was further promoted to the vice-principal of the electromechanical engineering faculty of the University. From April 2004 to December 2016, Mr. Wang was the head of the electromechanical engineering faculty of the University before he was promoted to the current position.

Mr. Wang obtained a doctor degree in chemical process mechatronic engineering from School of Electromechanical Engineering (機電工程學院), the PRC in June 2000. He was recognized as the professor of Qingdao University of Science & Technology by Shandong Province Higher Education Teacher Position Advanced Review Committee (山東省高等學校教師職務高級評審委員會) in December 1999.

Mr. Wang was awarded with the Second-Class National Science and Technology Progress Award — Synchronous Rotor Mixer Technology (國家科學技術進步二等獎 — 同步轉子密煉機的技術) by the State Council of the PRC in December 2001. He was further awarded with the Second-Class National Science and Technology Progress Award — Industrialisation of waste rubber and waste plastics pyrolysis of resources utilisation of complete sets of technology and equipment (國家科學技術進步二等獎 — 工業連續化廢橡膠廢塑料低溫裂解資源化利用成套技術及裝備) by the State Council of the PRC in December 2011. In October 2013, Mr. Wang was recognized as the National Oil and Chemical Outstanding Science and Technology Worker (全國石油和化工優秀科技工作者) by the China Petroleum and Chemical Industry Federation (中國石油和化學工業聯合會).

Save as disclosed above, Mr. Wang has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders nor did Mr. Wang hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date.

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

Mr. Wang entered into a service contract with the Company for a term of three years commencing on September 10, 2018 which may be terminated by either party giving to the other not less than six months' written notice. Under the service contract, Mr. Wang's emoluments recorded in 2018 include directors' fees, salaries and other benefits of approximately RMB36,000, which were determined with reference to his experience and qualification.

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



Prinx Chengshan (Cayman) Holding Limited

浦林成山（開曼）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 (Cayman) Holding Limited (the “Company”) will be held at Boardroom 3-4, M/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, March 29, 2019 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the independent auditors (the “**Auditors**”) for the year ended December 31, 2018.
2. To approve and declare a final dividend of HK\$0.238 per ordinary share in the issued share capital of the Company for the year ended December 31, 2018 payable to the shareholders whose names appear on the register of members of the Company as at the close of business on April 9, 2019.
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. Che Hongzhi as a non-executive Director;
 - (c) to re-elect Mr. Shi Futao as an executive Director;
 - (d) to re-elect Mr. Zhang Xuehuo as an independent non-executive Director;
 - (e) to re-elect Mr. Choi Tze Kit, Sammy as an independent non-executive Director;
 - (f) to re-elect Mr. Wang Chuansheng as an independent non-executive Director;
 - (g) to authorise the board of Directors of the Company (the “**Board**”) to determine the Directors’ remuneration.

4. To re-appoint PricewaterhouseCoopers as the Auditors and to authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

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

- (iv) for the purpose of this resolution:
- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
- (b) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

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

7. “**THAT** conditional upon resolutions No. 5 and No. 6 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 5 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. 6.”

By Order of the Board

PRINX CHENGSHAN (CAYMAN) HOLDING LIMITED

Che Hongzhi

Chairman

Hong Kong, February 28, 2019

Notes:

- (1) All resolution (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand at the Company's branch share registrar, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Wednesday, March 27, 2019) 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, March 26, 2019 to Friday, March 29, 2019 (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, March 29, 2019, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, March 25, 2019.
- (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, April 9, 2019, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Thursday, April 4, 2019 to Tuesday, April 9, 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, April 3, 2019.
- (7) If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time after 7:00 a.m. on the date of the AGM, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.

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