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)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

The board of directors of Prinx Chengshan Holdings Limited (the "**Company**" or "**Prinx Chengshan**") is pleased to announce the audited results of the Company and its subsidiaries for the year ended 31 December 2022. This announcement, containing the full text of the 2022 annual report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcement of annual results. Printed version of the Company's 2022 annual report will be despatched to shareholders of the Company and available for viewing on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and of the Company at www.prinxchengshan.com on or before 30 April 2023.

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Corporate Information

THE BOARD

Executive Directors

Mr. Che Baozhen *(Chief Executive Officer)*
Mr. Shi Futao
Ms. Cao Xueyu

Non-executive Directors

Mr. Che Hongzhi *(Chairman)*
Mr. Wang Lei
Mr. Shao Quanfeng

Independent Non-executive Directors

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

AUDIT COMMITTEE

Mr. Choi Tze Kit Sammy *(Chairman)*
Mr. Wang Chuansheng
Mr. Zhang Xuehuo

Nomination and Remuneration Committee

Mr. Zhang Xuehuo *(Chairman)*
Mr. Che Baozhen
Mr. Choi Tze Kit Sammy

Development Strategy and Risk Management Committee

Mr. Che Hongzhi *(Chairman)*
Mr. Wang Chuansheng
Mr. Zhang Xuehuo

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

AUTHORISED REPRESENTATIVES

Ms. Cao Xueyu
Mr. Shi Futao

COMPANY SECRETARY

Ms. Cao Xueyu *(CPA (Aust.), ACMA)*
Ms. Szeto Kar Yee Cynthia *(ACG, HKACG)*
(resigned on September 1, 2022)

LEGAL ADVISERS

Morrison & Foerster
33/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
22/F, Prince's Building
Central
Hong Kong

PRINCIPAL BANKERS

Bank of China
Agricultural Bank of China
Industrial and Commercial Bank of China
China Construction Bank
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. BOX 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

COMPANY WEBSITE

www.prinxchengshan.com

Stock Code

1809

Date of listing

October 9, 2018

Financial Highlights

Summarised Consolidated Statement of Profit or Loss

	Year ended December 31,				
	2022	2021	2020	2019	2018
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
REVENUE	**8,151,952**	7,537,161	6,283,130	5,588,988	5,206,087
Gross profit	**1,169,790**	1,039,148	1,401,363	1,075,274	1,003,053
Finance (costs)/income	**(71,499)**	(4,836)	9,129	10,429	(4,595)
Profit before income tax	**354,739**	265,902	698,216	550,004	561,780
Income tax expense	**39,083**	10,400	(93,468)	(70,287)	(83,180)
Profit for the year	**393,822**	276,302	604,748	479,717	478,600
Profit attributable to					
— Shareholders of the Company	**393,783**	276,304	604,820	479,717	478,600
— Non-controlling interests	**39**	(2)	(72)	—	—
	393,822	276,302	604,748	479,717	478,600
Earnings per share attributable to shareholders of the Company during the year					
— Basic (RMB)	**0.62**	0.43	0.95	0.76	0.90
— Diluted (RMB)	**0.62**	0.43	0.95	0.76	0.90

Consolidated Assets, Liabilities and Non-controlling Interests

	As at December 31,				
	2022	2021	2020	2019	2018
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Assets and liabilities					
Non-current assets	**5,498,636**	4,931,751	4,043,888	2,673,996	1,549,843
Current assets	**4,487,107**	4,168,659	3,445,990	3,154,252	3,706,577
Total assets	**9,985,743**	9,100,410	7,489,878	5,828,248	5,256,420
Non-current liabilities	**1,537,342**	1,710,889	705,761	91,916	52,363
Current liabilities	**3,996,532**	3,469,389	3,003,914	2,322,014	2,158,100
Total liabilities	**5,533,874**	5,180,278	3,709,675	2,413,930	2,210,463
Net assets	**4,451,869**	3,920,132	3,780,203	3,414,318	3,045,957
Equity attributable to shareholders of the Company	**4,452,030**	3,920,332	3,779,586	3,413,929	3,046,083
Non-controlling interests	**(161)**	(200)	617	389	(126)

Key Financial Indicators

	2022	2021	2020	2019	2018
Gross profit margin	**14.3%**	13.8%	22.3%	19.2%	19.3%
Net profit margin	**4.8%**	3.7%	9.6%	8.6%	9.2%
Return on total assets	**4.1%**	3.3%	9.1%	8.7%	10.4%
Return on equity	**9.4%**	7.2%	16.8%	14.9%	20.6%
Gearing ratio	**55.4%**	56.9%	49.5%	41.4%	42.1%

Key Financial Indicators for the Year Ended December 31, 2022

Revenue
+8.2% YoY
8,152.0
RMB in million

Net Profit
+42.5% YoY
393.8
RMB in million

Gross Profit Margin
+0.5ppt YoY
14.3%

Net Profit Margin
+1.1ppt YoY
4.8%

Net Assets
+13.6% YoY
4,451.9
RMB in million

Earnings per Share - Basic
+44.2% YoY
0.62
RMB

Overview of the Group

The business of Prinx Chengshan Holdings Limited" (the "**Company**" or "**Prinx Chengshan**") started in 1976 and is headquartered in Rongcheng City, Shandong Province, the PRC. It is a modern enterprise focusing on tire research and development, manufacturing, sales and provision of tire life-cycle services. It is a leading domestic manufacturer in the commercial all steel radial tire replacement market and one of the most influential tire enterprises in the PRC. Over the years, Prinx Chengshan has adhered to the core strategies of "cost leadership, efficiency driven, competitive differentiation and global operation" to strive for global development, and has built two major production bases in China and Thailand, and established three major sales centres in China, North America and Europe to develop a global business operation.

The three major products of the Company and its subsidiaries (the "**Group**") are all steel radial tires ("**All Steel Radial Tires**"), semi-steel radial tires ("**Semi-Steel Radial Tires**"), and bias tires ("**Bias Tires**"). All Steel Radial Tires are the main source of the Group's performance, and are mainly used in medium/long-distance transportation, buses, mixed road or off-road vehicles, light trucks, etc.; Semi-Steel Radial Tires are mainly used in passenger vehicles, pick-up trucks, sport utility vehicles (SUVs) and other types; Bias Tires are mainly installed in vehicles in agricultural and industrial off-road conditions. The Group's products have obtained certifications from relevant authorities in major tire markets around the world, including Department of Transportation of the USA ("**DOT**"), Economic Commission of Europe ("**ECE**") and R117, etc.

The Group has four well-known tire brands, namely Prinx (浦林), Chengshan (成山), Austone (澳通) and Fortune (富神).

The Group has a well-established and comprehensive global sales network covering major tire markets, and currently sells its products through three main channels:

(i) sales to the replacement market through domestic and international distributors;

(ii) direct sales to automobile manufacturers; and

(iii) sales to private label customers.

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Prinx Chengshan, I am pleased to present the operating results for the year ended December 31, 2022 and the prospect of the Company for your review.

2022 is a milestone year for Prinx Chengshan. Despite the turbulence in the domestic and international environment, the Group focused on its strategies and grasped opportunities. With the unremitting efforts of all employees, the Group achieved encouraging operating results through its flexible strategies and strong capabilities. Since our listing in 2018, we have firmly implemented the international development strategy. The tire production base in Thailand (the "**Tire Production Base in Thailand**"), the second production base of the Group, has fully entered into the high-quality and efficient operation stage. We focused on promoting the intelligent transformation and upgrading of the industry. The production expansion project of the tire production base in Shandong (the "**Tire Production Base in Shandong**") reached the designed capacity in 2022. The construction of smart factories and the production capacity layout at home and abroad have laid a solid foundation for better development of the Group in the future. We strived for excellence in terms of manufacturing technology, product process and on-site management, and continued to improve product performance to meet market demands, and the sales structure continued to be optimized. We firmly implemented the brand strategy of "Multi-brand, Differentiated Development with Integration of Internationalization and Localization", and continued to improve user experience through brand renewal and the launch of high-performance products. In 2022, under the fierce competition in the domestic and international tire markets and the great challenges of uncertainty, we achieved growth in both revenue and net profit. During the year ended December 31, 2022 (the "**Reporting Period**"), the Group recorded a total revenue of RMB8.15 billion, representing a year-on-year increase of approximately 8.2% and a net profit of RMB390 million, representing a year-on-year increase of 42.5%.

In 2022, all Directors performed their duties diligently and conscientiously. The Board paid close attention to the changes in the macro situation and the trend of the tire industry, growing amid changes, and advancing in times of difficulty. On the one hand, the Group adhered to a market-oriented approach and focused on research and development and innovation, developing 375 new products and conquering more than 20 key technologies throughout the year. The Group was awarded the title of "Energy Efficiency Leader" for seven consecutive years, further enhancing its core competitiveness in the industry. On the other hand, the Group deepened lean management and made breakthroughs within the Group. During the year, the Group implemented 143 lean projects. The Group's ability to resist market risks has also been enhanced through the continuous improvement of management efficiency. Furthermore, the Group continued to enhance its brand and optimise its channels to gain market recognition. "Hua Ren" , "XLAB COMFORT EV" (XLAB) and "XNEX SPORT EV" (XNEX)" were newly launched, with "XNEX SPORT EV" (XNEX)" being awarded three international awards, and the "Chengshan" brand was included in the list of "China's 500 Most Valuable Brands".

In 2023, the domestic and international environment and industry situation will remain difficult but promising. The Group will adhere to the principle of "seeking progress while maintaining stability and prioritising efficiency" and constantly enhance its new advantages in high-quality development amid difficulties and challenges. Firstly, the Group maintains effective capital investment, strengthens the coordination of production, sales, research and development, and continuously releases production capacity in an efficient and stable manner, achieving balanced development both domestically and internationally, and continuing to enhance our dominant position in the industry. Secondly, the Group will strengthen its internal management to achieve higher efficiency and tap potential, and continuously improve production efficiency, organisational efficiency and personnel efficiency to create excellent performance with efficiency. Thirdly, the Group will further implement technological R&D and innovation, closely grasp the market and customer needs, and focus on breakthroughs in high-end new energy tires, seizing the market share with high-tech and high value-added products. Fourthly, aiming to become the "leader" in the market, the Group will expand its brand effect, continue to improve the popularity and reputation of Prinx Chengshan, and step into a higher level of competition by relying on excellent products and services.

I, together with the members of the Board, firmly believe that the Group, with its extensive industry experience and excellent core competitiveness, together with its employees, will be able to provide customers with better products and services, make greater contributions to the society, and bring greater value and returns to Shareholders!

Finally, I would like to express my sincere gratitude to all the staff for their hard work for the development of the Group. Thanks to all shareholders and friends from all walks of life for their support and help!

Che Hongzhi
Chairman

Shandong, the PRC, March 31, 2023

BUSINESS REVIEW AND OUTLOOK

Industry dynamics

In 2022, the COVID-19 pandemic and geopolitical conflicts posed challenges to the tire business in which the Company operates in terms of cost pressure and weak demand. The sporadic outbreak of the COVID-19 pandemic has severely affected domestic production and sales and led to a recession in the global economy. The sharp fluctuations in the prices of raw materials and sea freight have brought many uncertainties to the international sales business. The tire industry as a whole is in an oversupply situation, and market competition has shifted from incremental competition to stock competition.

The Group's All Steel Radial Tires and Semi-Steel Radial Tires were under pressure from declining demand in the domestic market. The impact of the spread of Omicron variant of COVID-19 has been extremely severe throughout the year, making the domestic pandemic prevention and control extremely critical. Under such circumstances, the production and sales volume of commercial vehicles were at a low level due to superimposed factors, with a year-on-year decrease of over 30%, especially the production and sales volume of bus and trucks showed a rapid decline trend. Due to the high proportion of commercial vehicle tire original equipment ("**OE**") in OE sales system of the Company, there was a significant year-on-year decrease in the OE sales of the Company during the Reporting Period. Affected by factors such as low utilization rate in the market and insufficient demand for highway freight transportation, the replacement demand for commercial vehicle tires was weak. Driven by policies such as "stabilizing growth and promoting consumption", the production and sales volume of passenger vehicles achieved rapid growth, especially the explosive growth in production and sales volume of new energy vehicles. The sales of the Company's passenger vehicle tires in the end replacement market also increased significantly. In the domestic market, despite greater cost pressure faced by tire companies, domestic competition is becoming increasingly fierce under the background of oversupply in the industry, making it difficult to increase product prices.

In the international market, the overall demand for All Steel Radial Tires and Semi-Steel Radial Tires remained stable throughout the year, but international sales business fluctuated in a narrow range due to many uncertainties. In the first half of 2022, the demand from overseas markets was strong, as shown by the strong performance of the replacement market in North America. In the second half of 2022, under the shadow of the global economic recession, the replacement demand for Semi-Steel Radial Tires in the international market, especially in North America, declined significantly. The sea freight rate plunged in the second quarter of 2022 to a normal level before 2021, and customers took a wait-and-see attitude to order shipments. In addition to the strong performance of the US dollar throughout the year, global currencies depreciated significantly, resulting in a general decline in customer purchasing power. The Russia-Ukraine conflict impacted the global supply chain system in the short term, resulting in high prices of raw materials such as carbon black. All of these eroded the profit margin of enterprises.

In 2022, global tire companies actively developed high value-added tire products. With the explosive growth in production and sales volume of new energy vehicles, companies accelerated the R&D of exclusive high-performance tires for new energy vehicles, making every effort to expand into the supplier system of new energy vehicle enterprises, and actively filling the replacement market. At the same time, under the accelerated integration of global tire production capacity, major tire companies are cutting non-profit business departments and factories, and investing in emerging businesses and products to promote their performance growth. Tire companies in the PRC are also making efforts to build overseas factories, as overseas factories have become the new driving force of "external circulation", and international business has become the main source of profit for tire companies in the PRC.

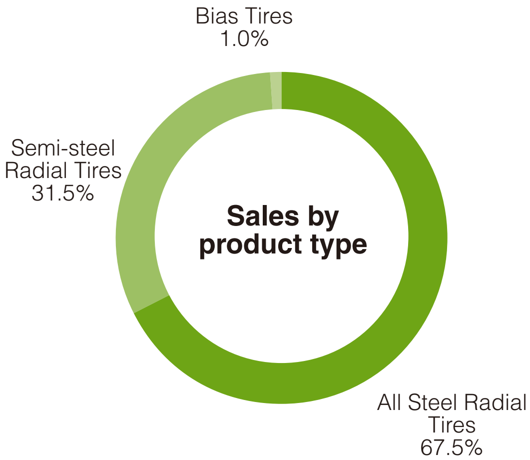
OPERATION REVIEW

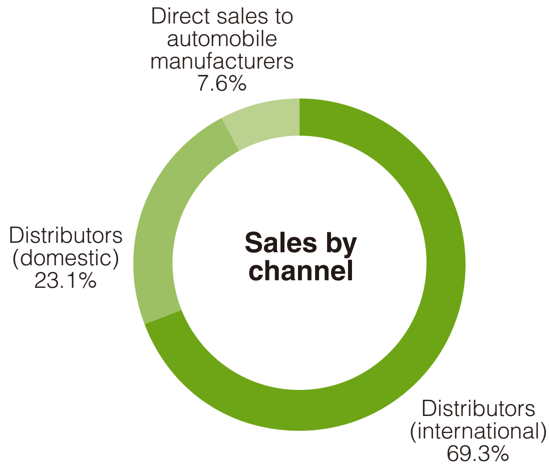
As a leading domestic manufacturer in China's commercial all steel radial tire replacement market, Prinx Chengshan has been deeply engaged in tire design, R&D, manufacturing and sales for forty-six years. With the mission and vision of "leading tire innovation, contributing to smart travel and sustainable development, and achieving a better life", Prinx Chengshan adheres to the core strategy of "cost leadership, efficiency driven, differentiated competition, and global operation".

The Group continuously provides high-performance tires embodying Prinx Chengshan's intelligence and concern to global dealers and Chinese automobile manufacturers to enhance the happiness experience of drivers and passengers.

During the Reporting Period, the Group sold approximately 18.5 million tires, which was basically the same as the same period of last year. Among them, the sales of All Steel Radial Tires amounted to approximately 6.7 million sets, representing a year-on-year increase of approximately 2.4%; the sales of Semi-Steel Radial Tires amounted to approximately 11.5 million sets, which was basically the same as the same period of last year; the sales of Bias Tires amounted to approximately 0.27 million sets, representing a year-on-year decrease of approximately 41.3%. During the year, the Group recorded a total sales revenue of approximately RMB8,152.0 million, representing a year-on-year increase of approximately 8.2%; gross profit of approximately RMB1,169.8 million, representing a year-on-year increase of approximately 12.6%. Profit attributable to owners of the Company for the year ended December 31, 2022 amounted to approximately RMB393.8 million, representing a year-on-year increase of approximately 42.5%.

The Group mainly supplies replacement market through distributors. For the year ended December 31, 2022, the Group's revenue from domestic and international distributor channels amounted to approximately RMB1,879.6 million (2021: approximately RMB2,043.0 million) and RMB5,653.3 million (2021: RMB4,284.9 million), respectively, accounting for approximately 23.1% and 69.3% of the total revenue, respectively. Revenue from direct sales to automobile manufacturers amounted to approximately RMB619.1 million (2021: approximately RMB1,209.2 million), accounting for approximately 7.6% of the total revenue of the Group. Among them, the sales of All Steel Radial Tires, Semi-Steel Radial Tires and Bias Tires accounted for 67.5%, 31.5% and approximately 1.0%of the Group's total revenue, respectively. In 2022, the Group continued to make efforts in brand building and new business development to seek new profit growth points.





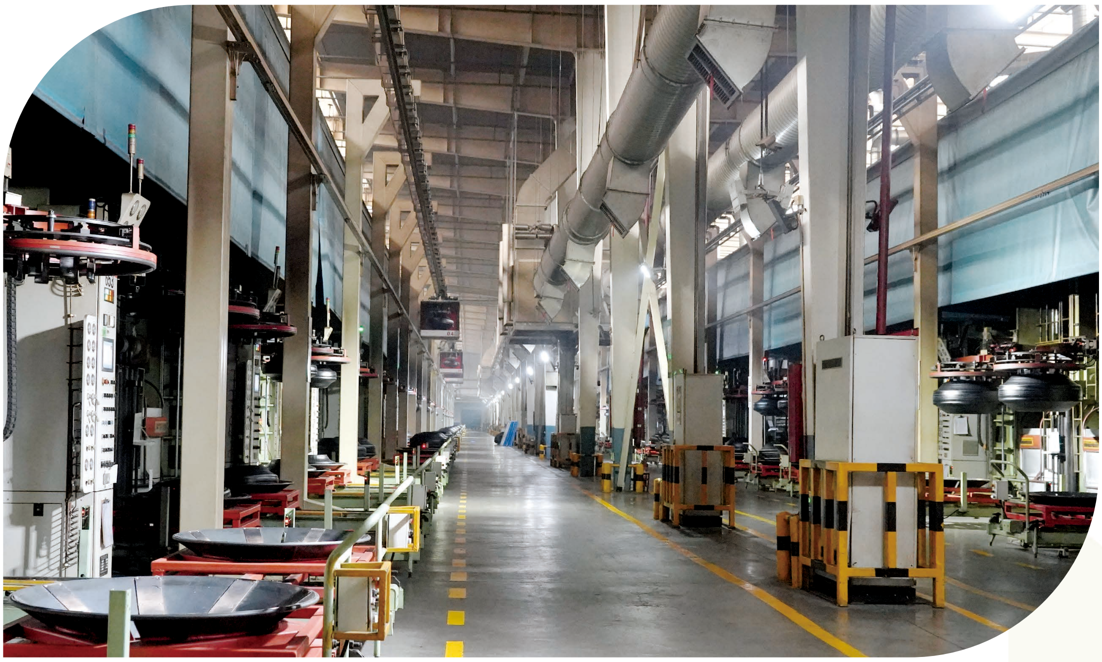
During the Reporting Period, the Group adhered to the core values of "customer first, being responsible, devotion and professionalism, innovation and opening up", and organized and carried out various tasks with a pragmatic, open and enterprising attitude.

(1) Driving development with technological innovation, and improving efficiency with lean production

The Group adheres to the development driven by technological innovation. During the Reporting Period, the Group continued to strengthen technological research, innovate R&D methods, and continuously improve R&D capabilities. The Group pioneered a five-drum tire building machine (五鼓成型機) and load tread flexible winding technology for All Steel Radial Tires, breaking the monopoly of foreign new technologies. Through the implantation of RFID electronic chips inside the tires as the ID card of tires, the Group monitors and realizes automatic data identification in the process of tire production, sales, use and renovation, so as to achieve full life cycle management and traceability of the tires.

The Group implements a comprehensive and stringent quality control and production management system. During the Reporting Period, the Group actively carried out lean training covering middle-level, grassroots and technical backbones, continued to promote lean production, and carried out experience learning and improvement promotion activities among factories to improve internal operational efficiency. The Group achieved good results through the implementation of 203 cost-saving projects such as energy saving and consumption reduction and operation optimization. The Group encouraged all employees to participate in improvement activities through cash or souvenir rewards, implemented 1,894 reasonable suggestions, and improved the on-site management level of workshops. The Group continued to increase automation, reduce manual labor and improve production efficiency, with a year-on-year increase of 3.8% and 8.4% and 20.9% and 2.7%, respectively, in working hour efficiency of All Steel Radial Tires/Semi-Steel Radial Tires products at the Tire Production Base in Shandong and the Tire Production Base in Thailand, building a long-term sustainable competitive advantage for the Group.

The Tire Production Base in Thailand adopts first-class manufacturing equipment, leading design concepts, intelligent manufacturing and management models, and conducts R&D and design with green and intelligent manufacturing standards, which is a solid step for the Group's global development goal. The Phase I of the Tire Production Base in Thailand commenced construction in 2019 and commenced operation in the second half of 2020. In 2021, the production capacity was fully utilized, and the production volume, quality and manufacturing costs all met the expected targets. In 2022, the Group further completed the construction of the Phase II of the Tire Production Base in Thailand and formed production capacity. At present, the Tire Production Base in Thailand has obtained ISO 9001 (quality system certification), ISO 14001 (environmental management system), ISO 45001 (occupational health management system) certification and Thailand Green Factory Level III certification, as well as certifications in 8 regions, including Thailand TISI certification, DOT certification, Smartway certification, ECE and R117 certification.



(2) Continuously optimizing the supply chain system to improve operational efficiency

The Group continued to optimize the supply chain system. Through big data analysis, the Group predicted and formulated production plans and managed inventory to form a closed-loop management process system integrating customer, production, procurement, logistics and sales, achieving coordinated management of production and sales and inventory, and full-chain monitoring and development. During the Reporting Period, relying on the optimization and upgrading of the information system, the Group established a demand forecast model, in which multiple forecasting methods were applied to identify major factors and achieve collaborative forecast at an appropriate comprehensive level, which was continuously adjusted to adapt to changes. The planned achievement and accuracy of the Tire Production Base in Shandong and the Tire Production Base in Thailand have improved significantly. At the same time, the Group's logistics business has developed towards intelligence, achieving logistics integration, flexibility and socialization. In the process of logistics operation, the Company has realized the intelligence of operation planning and decision-making, and with cost reduction and efficiency improvement as the core, realized the intelligence and visualization of car-pooling, and further highlighted the concept of "customer-oriented", so that timely feedback can be obtained for changes in customer needs. The Group achieved socialization through resource optimization and allocation, and made full use of the resources of the Group's distributors/sub-distributors across the country to achieve resource and inventory sharing, mutual assistance and mutual benefit.

(3) Proactively tapping the market and optimizing the channel distribution

During the Reporting Period, the Group's sales volume was basically flat with a year-on-year increase in revenue. The Group overcame various difficulties to increased its market share in domestic distribution business; while recording a remarkable growth of 31.9% in the revenue of the international distribution business despite the complex and severe external environment.

Distributor channels

Domestic distributors

Commercial vehicle tire replacement channel

The Group has a relatively high penetration rate in the replacement market for All Steel Radial Tires in the PRC. In 2022, the outbreak of COVID-19 pandemic in multiple areas in China led to the disruption of infrastructure projects and the weakening of logistics and transportation across the country. Due to weak domestic demand and sluggish market, the demand in passenger and cargo markets continued to decline, and the demand in commercial vehicle tire replacement market was sluggish. Under the challenging market conditions, the Group actively sorted out the sales structure and carried out conference marketing, achieving a year-on-year increase of 55% in the sales of metric tires in the commercial vehicle tire replacement channels.

During the Reporting Period, the Group deepened channel reform, explored new online and offline channel models, and actively implemented conference marketing. The Group held 53 meetings for commercial vehicle distributors, 43 press conferences for new commercial vehicle tires, 345 seminars for commercial vehicle tire replacement regional retailers, and 846 road shows for commercial vehicle tire replacement channels. In 2022, the Group started cooperation with 17 new domestic distributors and the number of five-star stores increased by 109. As of December 31, 2022, the Group had 168 domestic distributors and 679 five-star stores, and the cumulative contribution of five-star store customers accounted for approximately 41.4% of the total sales volume of the Group in the domestic replacement market for All Steel Radial Tires, further uplifting the market share of the Group in the domestic replacement market for All Steel Radial Tires.

Passenger vehicle tire replacement channel

According to the strategic plan, the Group continued to expand the business scale of passenger car tires. During the Reporting Period, the Group recorded a significant increase in sales volume in the passenger vehicle tire replacement market, with sales network covering all provinces in the PRC.

The Group actively empowered the sales business through digitization. Following the official launch of the "Xiaopu System" of Prinx Chengshan's omni-channel digital sales system in 2021, the Group continued to optimize the digital construction mode and adopted the "project management" mode, initiating projects such as points mall, visiting app (拜訪通) and store finder (門店通), to further improve customer information and standardize the Company's management process. At the same time, the Group actively promoted new products and optimized the sales structure of passenger vehicle tires.

During the Reporting Period, the Group's revenue from domestic distributor channels amounted to RMB1,879.6 million, representing a year-on-year decrease of approximately 8.0% from RMB2,043.0 million for the same period of 2021.

International Marketing

Demand from overseas markets was strong in the first half of 2022 and declined in the second half of the year due to the economic downturn, especially in the North American market. The sea freight rate plunged rapidly to a normal level in the second quarter of 2022 and the global currencies other than the US dollar depreciated significantly. During the Reporting Period, the Group carried out all-round channel expansion, comprehensively reorganizing the North American branch in terms of management system, process and team, while strengthening the establishment of the European sales team to prepare for the performance growth in the European market and the launch of new Prinx products in 2023.

During the Reporting Period, the Group cooperated with 88 new overseas distributors. Revenue from international marketing (including private label customers) amounted to RMB5,653.3 million, representing a year-on-year increase of 31.9% from RMB4,284.9 million (including private label customers) for the same period in 2021, among which, approximately 54% (2021:43%) of the revenue was generated from the Tire Production Base in Thailand and approximately 46% (2021:57%) of the revenue was generated from the Tire Production Base in Shandong.

With excellent products and services, the overseas market of Prinx Chengshan has maintained rapid growth in recent years, and has successfully signed 260 overseas distributors, serving more than 100 countries around the world.

On December 10, 2022, the AUSTONE Dealer Conference was held in Bangkok for Thai customers, with more than 150 guests participated, which further enhanced the stickiness of customers and downstream customers.

In July and September 2022, Prinx Chengshan participated in the Cologne International Tire Exhibition in Germany and the IAA Commercial Vehicle Exhibition in Hannover, Germany, respectively.

Direct sales to automobile manufacturers

During the Reporting Period, the Group seized market opportunities and continued to strengthen cooperation with mid-to-high-end original equipment manufacturers, and established cooperative relationships with a number of new energy automobile manufacturers to demonstrate its development potential in the field of new energy. For commercial vehicle tire OE, Prinx Chengshan has actively developed new customers, launched more than 20 new projects, and successfully secured OE projects from the joint venture brand, namely "JMC Ford Transit (江鈴福特全順)". At the same time, the Company was officially included in the supplier list of Great Wall H6 vehicle models and became the designated tire supplier of JMC Ford, and started the development planning of BYD's passenger vehicle OE project and new energy vehicle enterprises such as LEAPMOTOR. As at the end of the Reporting Period, the Group had entered the supplier system of 68 automobile manufacturers. The Company was selected as one of the "China's Top 100 Auto Parts Enterprises in 2022"on September 22, 2022, ranking 45th.

With the further expansion of the brand and product influence of Chengshan, in 2022, the Group targeted at the domestic mid-to-high-end logistics segment market, and reached strategic cooperation with the leading domestic express delivery and freight transportation companies, and became a high-capacity tire supplier of JD Logistics, KUAYUE-EXPRESS and Dishangtie, for continuously conducting more in-depth cooperation in 2023.

During the Reporting Period, the Group's revenue from direct sales to automobile manufacturers amounted to RMB619.1 million, representing a decrease of 48.8% compared to RMB1,209.2 million in the same period of 2021, mainly due to weak demand in domestic commercial vehicle market.

(4) Implementation of multi-brand and differentiated development strategy

Brand Renewal

In terms of brand development, the Group positioned itself as "China's new manufacturing of tires" and took "green, intelligent, international and branded" as the main development axis of Prinx Chengshan. Based on deep insight into consumers, Prinx Chengshan has formulated a brand strategy of "combining internationalization with localization, multi-brand and differentiated development". The Group's four major brands, namely Chengshan (成山), Prinx (浦林), Austone (澳通) and Fortune (富神), have completed system renovation.

In December 2021, the Group took the lead in releasing a brand new brand image of "Chengshan Tire", a strong brand of the Company, and positioned itself as the "choice of Chinese drivers", which symbolized the return of the lighthouse elements of Chengshan's core spirit, and demonstrated Chengshan's determination to firmly localize development; With the brand positioning of "striver with practical efforts", it highlighted the brand value of "courage and perseverance" and the functional value of "tenacity and durability". In May 2022, "Hua Ren", the first product of the "Hua" series of high-performance passenger vehicles of Chengshan brand, was launched, with excellent durability and velvet sidewall with auspicious cloud decoration (全天鵝絨祥雲胎側), marking a new benchmark for domestic tires. In February 2023, "Hua Yue" SUV, the first urban SUV tire product of the "Hua" series of Chengshan brand, was launched, with the exclusive skill of "stable driving and dual control" to solve the pain points of SUV users, achieving the advantages of stable control and noise control, so that users can enjoy a safe and comfortable driving experience.

The Group's young brand "Prinx" officially re-launched with a brand new positioning and brand new image, positioning itself as "Born for the Electric Era". Focusing on high-performance electric vehicle tires, the brand continued to explore, break through innovation and empower the electric era in terms of branding, market and channels. In June 2022, two products of Prinx brand focusing on the new energy tire industry, namely "XLAB COMFORT EV" (XLAB) and "XNEX SPORT EV" (XNEX), were launched, both of which have passed the professional product evaluation of social media opinion leaders, making the concept of "Prinx Tire Selection for Electric Vehicles" impressive. These two products conveyed the superior ground contact efficiency ("**GCE**") performance of the brand and improved product awareness. At the same time, Prinx won three international design awards for its innovative R&D concept, technology and design, making Chinese design has an influence the world.

In July 2022, the Prinx brand was officially announced as the official tire brand of Shanghai Aerospace Science and Technology Co. Ltd. (上海埃依斯航天科技有限公司). The Group joined hands with the top power of China's technology exploration to practice technological progress and innovation. As a high-end brand of the Group's electric vehicle tires, Prinx entered into a strategic cooperation agreement with JD.com. The cooperation covers the expansion of product mix of jointly-developed electric vehicle tires, user development for new business, user life cycle insight, commercial vehicle tire cooperation, online and offline innovative retail experience, etc. At the opening of the first JD Auto Super Experience Center in China in October 2022, Prinx made its debut in a fashionable and interesting exploration experience area, and became the only tire brand that settled in JD Auto Super Experience Center, bringing a new immersive consumption experience integrating product display, interactive experience and one-stop service together with other first-line brands of new energy vehicles and components. The cooperation between the Group and JD.com will realize resource sharing and complementary advantages, and provide more convenient and high-quality consumer experience for electric vehicle users.

Focusing on the brand characteristics of “proactive, people-oriented and comprehensive protection”, the Group’s brand “Austone” is committed to creating a safe and worry-free journey for the loved people with high-quality products and services. In 2022, Prinx Chengshan joined the French station of the European Truck Championships with the “Austone” brand.

Based on the brand characteristics of “problem-solving, self-control and continuous improvement”, the Group’s brand “Fortune” is committed to promoting the performance of tire products through continuous self-reflection and technological innovation, thereby creating for each strong person driven by will. In 2022, Prinx Chengshan joined the Spanish station of the European Truck Championships with the “Fortune” brand.

By reshaping the brand experience and value proposition in an all-round way, the Group will reiterate its commitment to users and partners in the era of sustainable travel — not just for some, but for every individual to innovate and create. The Group aims to help every user to explore a better life with new manufacturing intelligence and perceptible technology.

With a more diversified brand connotation, the Group's Chengshan Tire was awarded the "2022 China's 500 Most Valuable Brands" by the World Brand Lab with a brand value of RMB38,195 million, representing a year-on-year increase of approximately 12% as compared to 2021 (RMB34,158 million). In September 2022, the Group was included in the "Energy and Chemical Group" list of China Brand Value Evaluation Information at the "China Brand Value Evaluation Information Release and China Brand Construction Summit Forum" for five consecutive years, demonstrating the Group's excellent brand strength.

(5) Innovative sales model

During the Reporting Period, the Group continued to promote full-process solutions for the commercial vehicle after-sales market under the service brand of "Zhianda". The "Zhianda Model" takes truck and bus tire leasing as the entry point, through the effective application of RFID (radio frequency identification technology), TPMS (tire pressure monitoring system) and other intelligent technologies, can effectively improve the tire safety and operation efficiency of fleet customers, reduce the comprehensive use cost of customers, and ultimately realize the management of the whole life cycle of tires. During the Reporting Period, the Group established on-site service standards based on the characteristics of tire products and vehicles to extend the service life of tires. Through the establishment of a digital service platform and the process control driven by digitalization and standardization, the Group has continuously increased the core capabilities of products and services, improved the execution efficiency, and greatly enhanced the customer service stickiness.

During the Reporting Period, the Group achieved the continuous growth of "Zhianda" customers and service rotation, established and fully promoted the application of external repair service platform. The service network has covered nearly 1,500 service providers in the PRC (Liaoning, Beijing, Tianjin, Hebei, Shanxi, Shandong, Henan, Jiangsu, Jiangxi, Anhui, Hubei, Shanghai, Zhejiang, Fujian, Guangdong, etc.), providing customers with a guarantee of timely delivery.

During the Reporting Period, the innovative sales model achieved remarkable results, and the number of customers and service income increased steadily.

(6) Capacity layout

In the second half of 2020 and the first half of 2021, the Group successively commenced the production capacity expansion of 1.2 million sets/year of All Steel Radial Tires and 4.0 million sets/year of Semi-Steel Radial Tires of the phase II of the Tire Production Base in Thailand. Currently, the second phase of the project has gradually reached its production capacity in the first quarter of 2022. The Tire Production Base in Thailand has a production capacity of 2.0 million sets of All Steel Radial Tires per year and 8.0 million sets of Semi-Steel Radial Tires per year, which helps the Group to further explore overseas markets such as North America and Europe. During the Reporting Period, the capacity utilization rate of All Steel Radial Tires and Semi-Steel Radial Tires at the Tire Production Base in Thailand was 94.4%/57.1%, respectively.

Meanwhile, the Group's production capacity expansion project of 1.05 million sets of All Steel Radial Tires and 2.8 million sets of Semi-Steel Radial Tires at the Tire Production Base in Shandong commenced in the second half of 2020, which has reached full production capacity in the first quarter of 2022. The Tire Production Base in Shandong has a production capacity of 7.4 million sets of All Steel Radial Tires per year and 11.2 million sets of Semi-Steel Radial Tires per year. During the Reporting Period, the capacity utilization rate of All Steel Radial Tires and Semi-Steel Radial Tires at the Tire Production Base in Shandong was 69.0%/85.8%, respectively.

Production capacity expansion of the Group during the Reporting Period

Product category	Actual production capacity at the end of 2021 (10,000 sets)	Actual production capacity at the end of 2022 (10,000 sets)	Increase%
All Steel Radial Tires	815	940	15.3%
Semi-steel Radial Tires	1,440	1,920	33.3%
Bias Tires	120	120	—
Total	2,375	2,980	25.5%

(7) R&D and innovation

During the Reporting Period, the Group kept a close eye on the development trend of the global automobile and tire industries, and always adhered to scientific research and innovation as the basis, and gave full play to the Company's national enterprise technology center, post-doctoral workstation, Shandong Tire Manufacturing Innovation Center, Shandong Multi-scale Tire Life Cycle Engineering Research Center and Shandong Industrial Design Center. Being market-oriented, the Group pursued green, balanced and sustainable development, and was committed to creating high-performance, high-quality and high value-added tire products, continuously injecting new momentum into the Company's development through technological innovation. In 2022, Prinx Chengshan focused on the new energy vehicle market, increased its efforts in new product development, new material application and new technology research, and developed 375 new products throughout the year, including 29 all steel tires and 330 semi-steel tires.

During the Reporting Period, the Group carried out a series of technological innovations in products, simulation, formula and techniques, including key technologies such as acoustic foam tire technology, self-healing technology, A-class rolling resistance of All Steel Radial Tires, tire pattern noise separation technology, polar grinding simulation prediction technology with PCR pattern, ultra-low rolling resistance and high-intensity high-abrasion-resistant EV tire surface formulation technology, application technology of renewable rubber cracking carbon black full life cycle formula, new technology of unlimited winding with beam layer, double-tread process technology, implanted RFID electronic chip, tire pressure real-time monitoring, research and application of new bead structure nylon coating technology, the first five-drum tire building machine (五鼓成型機) for All Steel Radial Tires at home and abroad and load tread flexible winding technology, and heavy-loaded steel wire ring encapsulant technology. In 2022, the Group was granted 78 new patents, including 1 invention patent and 48 utility model patents, and was cumulatively granted 330 intellectual property rights.

(8) Organizational management upgrade and corporate culture construction

The Group continued to promote management upgrade by optimizing and upgrading its existing management system, business and organizational system, system and process system, and post system, to adapt to the transformation of the management and control model from a single manufacturing base to a multi-manufacturing base, so as to meet the needs of the Company's future business development. During the Reporting Period, the Group adjusted its organizational structure, streamlined the standardized operation process and standardized the management system. By promoting the application of technology to achieve process optimization, and breaking down inherent habits and barriers of business segments, the Group has improved work efficiency, reduced personnel investment, and increased business width and depth.

The Group actively recruited talents, promoted the construction of corporate culture and focused on the cultivation and development of talents by providing multi-field and multi-level training, to improve the leadership and professional business capabilities of its team. During the Reporting Period, the Group held a conference on rectification of ideological style and mobilization of corporate culture construction, at which opinions and suggestions were widely solicited from employees to give full play to the collective wisdom and strength, all employees were guided to unify ideas and adopt a positive attitude, and the requirements for objectives and tasks were defined, laying a solid ideological foundation for conducting activities throughout the year. The Tire Production Base in Thailand actively guided employees to better understand the connotation and extension of the Group's corporate culture through identifying the differences between China and Thailand in terms of geography, language and culture, and continuously improved the cohesion of all employees and cultivated common values by organizing activities such as corporate culture knowledge competition, speech competition, skill competition, visualization board competition, fun sports and handicraft competition.

(9) Intelligent manufacturing and information construction

During the Reporting Period, the Group continued to promote the construction of smart factories, insisted on strengthening digitalization construction driven by business objectives, and digitally deposited and reused the common capacity modules and resources at the group level by shifting from system construction in the past to capacity accumulation. In terms of production management, the Company realized the electronic inspection of safety points and first-end parts, established an alarm mechanism for prompt feedback to business departments in the event of continuous failure, and comprehensively built a big data analysis platform to realize the linkage analysis of various data in the production process. By creating a new benchmark of "intelligent manufacturing", the Group accelerated intelligent production, continued to promote the implementation of RFID projects, and adopted RFID chip method to strengthen the automatic error prevention in the input process. In 2022, the production capacity expansion equipment of phase II of the Tire Production Base in Thailand was put into operation. At the same time, the intelligent projects such as the No. 2 finished product warehouse, the phase II of the green tire logistics line, and the space parking system for the mixing rubber sheets were launched to achieve automatic management of production materials inventory and further improve the storage and transsshipment capabilities of the Tire Production Base in Thailand.

New products

Prinx Chengshan actively researched and developed new products and optimized its product structure according to its global business layout and market development trend. During the Reporting Period, the Group completed the R&D and launched a total of 375 products, including 29 All Steel Radial Tires and 330 Semi-Steel Radial Tires, further improving its market competitiveness and market share. It also developed 12 new All Steel Radial Tires and 9 pattern of Semi-Steel Radial Tires according to the demand in the global market.

During the Reporting Period, the Group strived to build a high-value and high-connotative product matrix according to the market competition situation to enhance product competitiveness. In particular, in terms of All Steel Radial Tires, we focused on key market segments, and created a new generation of green products with low rolling resistance and high wear resistance, in order to pursue global environmental protection and sustainable development; and in terms of Semi-Steel Radial Tires, the Group create a new generation of high-performance tires and new energy tires based on advanced tire design and manufacturing concept, and in line with the changing market trends and the new brand renewal strategy. The Group launched "Hua Ren", the first high-performance product of Chengshan's "Hua" series, and two new electric vehicle products of Prinx brand: "XLAB COMFORT EV" (XLAB) and "XNEX SPORT EV" (XNEX) in the PRC. The new products have been improved in terms of safety, energy conservation and emission reduction, and quiet comfort, which not only meets the needs of the traditional automobile market, but also closely follows the rapid development trend of the electric vehicle market. At the same time, the Group also actively expanded its presence in the international market and developed new series of products including North American R/T, light duty trucks and European Prinx summer, all-season and winter tires. As at the end of the Reporting Period, the Group had completed the trial production and certification of Chengshan series All Steel Radial Tires according to the product planning for the European market, and the products have been sold in European market. The promotion, marketing and expansion of new Semi-steel Radial Tire products under the Prinx brand were carried out in an orderly manner.

Total sales volume of the Group's products and sales volume of new products developed during the Reporting Period

Product category	Sales volume of new products (10,000 sets)	Total sales volume (10,000 sets)	Proportion of sales of new products in total sales volume
All Steel Radial Tires	219.0	673.6	32.5%
Semi-steel Radial Tires	457.0	1,151.7	39.7%
Bias Tires	0.2	27.4	0.7%
Total	676.2	1,852.7	36.5%

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to (i) bring the memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**") in line with the relevant requirements of the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"); and (ii) make other consequential and housekeeping amendments, a special resolution was passed at the annual general meeting of the Company held on June 16, 2022 (the "**2022 AGM**") approving the adoption of the new Memorandum and Articles of Association of the Company.

For details, please refer to the announcement of the Company dated May 10, 2022 in relation to the proposed amendments to the Memorandum and Articles of Association, the circular dated May 13, 2022 and the announcement dated June 16, 2022 in relation to the poll results of the 2022 AGM.

RESPONSE TO COVID-19

During the Reporting Period, the Group strengthened the pandemic control in production, sales, transportation and other aspects, took the initiative to assume the responsibility of an enterprise to fight against the pandemic, actively organized and arranged production, and provided customers with safe, continuous and stable product supply.

On March 12, 2022, the Tire Production Base in Shandong suspended production for one week in response to the local government's "stationary" requirement. Through the launch of the emergency plan and the normalized "implementing domestic pandemic prevention and control+ preventing inbound cases", the Group accurately implemented the prevention and control measures. For the resumption of work and production after the suspension, the Group adopted "point-to-point" management and coordinated with the local bus company of the Tire Production Base in Shandong to open 17 commuter lines to solve the daily transportation problem of employees to resume work and production. At the same time, the Group formulated the Manual for Pandemic Prevention and Control to improve the pandemic prevention and control mechanism and implement the pandemic prevention supervision and inspection system. In 2022, the Tire Production Base in Shandong organized a total of 9 nucleic acid tests with more than 222,000 person-times tested, and distributed a total of 600,000 surgical masks, 2,750 kilogram of disinfectants and 1,625 kilogram of alcohol. Meanwhile, the Group strengthened the management of imported high-risk non-cold chain container cargo, formulated the Control Plan for the Setting of Supervision Warehouses, and implemented the inspection and due diligence mechanism.

During the Reporting Period, in response to the local pandemic and the external prevention and control environment in Thailand, the Group strengthened the internal control and closely deployed the scheduling of the Tire Production Base in Thailand, and therefore the pandemic did not have a significant impact on the production in Thailand. In addition to the normalized control of the pandemic, the Group actively promoted the vaccination among employees from Chian and Thailand, carried out preventive nucleic acid testing, and added a long-term inspection mechanism to effectively minimize risks.

The Group paid real-time attention to capital dynamics through rolling budgets, strategically adopted different methods for foreign exchange settlement, and monitored and adjusted the scale of assets and liabilities denominated in foreign currencies in real time to avoid risks. As at the date of this report, the Board is of the view that the Group is in a good liquidity position and has sufficient working capital based on its business operation and capital investment, and that the Group has not been materially affected by the pandemic and can meet the expected capital investment plan.

The audit of the Company's financial statements for the year ended December 31, 2021 has been affected as a financial personnel of the Group's subsidiary in Thailand was confirmed with COVID-19 infection and several other financial personnel were required to be quarantined as close contacts. The Company was unable to publish and despatch the audited annual results for the financial year ended December 31, 2021 (the "**2021 Annual Results**") and the related annual report for the year ended December 31, 2021 (the "**2021 Annual Report**") on or before March 31, 2022 and April 30, 2022, respectively, as required under the Listing Rules. However, pursuant to the "Further Guidance on the Joint Statement in relation to Results Announcements in light of the COVID-19 Pandemic" (the "**Further Guidance**") published by The Securities and Futures Commission and The Stock Exchange on March 16, 2020, an issuer may defer the publication of an annual report initially for up to 60 days from the date of the Further Guidance if, among other things, on or before May 15, 2022. The Company has published its preliminary 2021 Annual Results without its auditors' agreement on March 30, 2022 in accordance with the Further Guidance. The 2021 Annual Results have been published on May 10, 2022 and the 2021 Annual Report has been published and despatched on May 12, 2022.

For details, please refer to the announcements of the Company dated March 30, 2022, April 26, 2022 and May 10, 2022.

PROMOTING ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") AND SUSTAINABLE DEVELOPMENT

Business sustainability is a continuing concern of the Group. Currently, environmental, social and governance matters have been included in the scope of duties of the Group's Development Strategy and Risk Management Committee. The Board is fully responsible for and leads the Group's sustainable development management. Adhering to the concept of green development, the Group is committed to building a first-class green modern production enterprise by improving the environmental management system and related systems, implementing environmental protection responsibilities. As one of the first "green factories" selected by the Ministry of Industry and Information Technology of the People's Republic of China and a leader in energy consumption per unit in the industry, the Group continues to adopt environmental protection measures and upgrade production processes. During the Reporting Period, the Group continued to invest resources in emission reduction, resource conservation, waste management, energy conservation and consumption reduction, improvement of the flue gas treatment system in the plant area and sewage treatment project in the plant area to reduce the adverse impact of its business operations on the environment. The Group aims to adopt advanced technologies and tools to carry out various green and environmental protection works, to meet domestic and foreign policy requirements and green consumption demands and boost its sustainable development.

In terms of environmental protection, the sewage treatment and reclaimed water reuse system of the Tire Production Base in Shandong was put into operation in 2022. In 2022, the volume of discharged water decreased by 39% year-on-year, the COD emissions of major pollutants and the ammonia nitrogen emissions both decreased. Meanwhile, the Group has completed the hazard source identification in the reclaimed water station. During the Reporting Period, the Group completed the installation of the supporting facilities for exhaust gas treatment in the smelting, sulphuric and semi-finished workshops of the Tire Production Base in Shandong. At the same time, the Company optimized the maintenance mechanism of exhaust gas treatment facilities to ensure the treatment effect. During the Reporting Period, with the rainwater and sewage recycling equipment being put into operation, the Tire Production Base in Thailand recorded rainwater recycling of approximately 38,000 m^3, sewage discharge and recycling of approximately 130,000 m^3 and approximately 100,000 m^3, respectively, with a recycling rate of 62% and cost savings of RMB560,000. During the Reporting Period, the photovoltaic project of the Tire Production Base in Thailand was completed with an installed capacity of 19.44MW. In 2022, through process improvement and daily refined management, the Tire Production Base in Thailand achieved a year-on-year decrease of 1.8% and 5% in electricity and steam consumption per unit of production, respectively.

During the Reporting Period, the Group continued to promote green supply chain projects with suppliers, and incorporated suppliers into the Company's goal setting and action of achieving carbon peak and carbon neutrality. During the Reporting Period, the Group expanded the green supply chain project into the supplier's sustainable development action, and will evaluate and review the supplier's business ethics, innovation management, green operation, care for employees and society, etc., in order to establish a win-win sustainable development model with the supplier. This project is a forward-looking project conducted under the policy background that China "strives to peak carbon emissions and achieve carbon neutrality and makes action plans for peaking carbon emissions by 2030", with industrial characteristics of tire companies and their upstream suppliers being major carbon emitters. The project aims to analyse the possible environmental and social responsibility risks of tire enterprises and their suppliers from a forward-looking perspective, explore possible opportunities of carbon emission reduction in the cooperation with suppliers and how to realize the efficient coordination of energy conservation and emission reduction with quality management and lean production, and jointly explore the value and opportunities of supply chain development in the future.

During the Reporting Period, the Group established a friendly relationship with the local government authorities and the public in Thailand, and donated a batch of stationery and sports equipment to local primary schools on Children's Day in January 2022. In April 2022, in response to the call of the government of Chon buri Province, Thailand, the Group donated 50 sets of living materials to the poor. In May 2022, the Group and the local school where the Tire Production Base in Thailand is located jointly carried out a fire emergency drill training and donated 1,000 masks to the school. In July 2022, the Thai company donated 18 barrels of paint for the primary school in the village where it locates, and completed the renovation of various public facilities in the primary school together with the villagers. In September 2022, invited by TISI, a government agency in Thailand, we participated in a temple donation activity in Thailand with a donation amount of THB30,000. In October 2022, at the invitation of the Royal Thai Police Department in District 2 (泰國二區警察署), the Group participated in a temple donation activity in Chachoengsao Province for an amount of THB10,000. In October 2022, at the invitation of the Rayong Department of Industry (羅勇工業廳), the Group participated in the donation of first aid supplies for flood disaster in Thailand, donating goods worth THB10,800.

BUSINESS STRATEGIES AND PROSPECTS

As at the date of this report, the orders received by the Group increased steadily. Looking forward to 2023, with the global economic recession and inflation, market demand will remain weak, while the war between Russia and Ukraine will continue to affect the global supply chain system. Since the lifting of domestic pandemic prevention and control policies in December 2022, it is expected that the Chinese economy will rebound rapidly in 2023, showing a trend of recovery. The suppressive factors of the tire market have improved, and the domestic economy is expected to resume growth under the recovery of the pandemic, and the All Steel Radial Tire market is expected to recover. Overseas orders for Semi-Steel Radial Tires have gradually recovered since the fourth quarter of 2022, and the domestic replacement market is expected to pick up with the increase in residents' outbound activities.

In the face of the complex and volatile overseas landscape, Prinx Chengshan will persevere in promoting the implementation of strategies and solidly improve the work at the primary level.

(1) Focus on cost, quality and safety, and take multiple measures to promote cost reduction and efficiency enhancement.

(2) Continue to deepen tire technology innovation and R&D, open to the market and customers, and create value with technology application.

(3) Firmly promote the brand strategy and enhance the market expansion and sales capabilities of all channels and categories.

    In the domestic commercial vehicle tire replacement market, the Group will continue to optimize the sales structure, carry out channel reform, and achieve a balanced brand layout and sales proportion. It will also establish a supporting team and a solution project team to provide support and services to large vehicle fleets and dealers.

    In the commercial vehicle tire and passenger vehicle tire OE market, the Group will actively explore new vehicle manufacturers and develop new vehicle model projects. At the same time, the Group will further optimize and sort out the existing cooperative automobile enterprises and new projects to reduce the impact of price war on the Group's profit.

    In the passenger vehicle tire replacement market, the Group will strengthen the reshaping and promotion of new products, implement the "expansion" plan, and further improve the activity of the sales network by taking advantage of the promotion opportunity of "new products". Meanwhile, we will make use of spring marketing promotion to quickly expand its share in the passenger vehicle tire replacement market in 2023.

    In the international market, the Group will deploy and plan its international marketing activities in 2023 around the "5Ps" theory, namely, products, place, price, promotion and people. By streamlining the sales structure, improving the brand channels, flexible pricing and brand promotion strategies, and strengthening the team's capabilities, the Group will continuously improve its market share and profit level in the international market.

(4) Expand business scope and contribute to smart travel solutions: With the service brand of "Zhianda", the Group will continue to deepen the refined management of its main business of tire services, and will also provide customers with one-stop non-inductive commercial vehicle after-sales service solutions through the functional integration of vehicle maintenance and other related fields to create value for customers in multiple dimensions.

(5) Pursue green and sustainable development. The Group will continue to strengthen the research on key technology projects such as ultra-low rolling resistance and high wear resistance PCR tires (including low-temperature rolling resistance technology), self-repair and acoustic foam superimposed technology, application of wet mixing rubber, and non-inflatable intelligent tires, so as to achieve the application and promotion of Catia in the design of Semi-steel Radial Tires. In terms of R&D capacity building, the Group will strengthen its testing capabilities and improve the opportunities for dialog with OEMs. It will also deepen basic R&D, launch key products, refine quality management, provide stable products, strengthen R&D platforms, and shorten R&D cycle by introducing pattern engraving, tire analysis and subjective evaluation capabilities, so as to achieve the goal of increasing sales volume and ensuring income.

(6) Focus on the construction of talent echelon to facilitate the comprehensive development of enterprises. Based on the strategic development needs of the Company, the Group has formulated a professional team training model and implemented a dual-channel plan. To enable employees to clearly understand their own development paths, choose positions suitable for themselves, give full play to their full potential, and build the Company into a learning-oriented organization.

FINANCIAL REVIEW

Revenue

For the year ended December 31, 2022, the revenue of the Group amounted to approximately RMB8,152.0 million, representing an increase of approximately RMB614.8 million compared to approximately RMB7,537.2 million for the year ended December 31, 2021.

Sales by product type	2022 RMB'000	2021 RMB'000
All Steel Radial Tires	**5,503,324**	4,888,933
Semi-steel Radial Tires	**2,564,976**	2,511,046
Bias Tires	**83,652**	137,182
Total	**8,151,952**	7,537,161

For the year ended December 31, 2022, revenue from sales of All Steel Radial Tires increased from approximately RMB4,888.9 million for the year ended December 31, 2021 to approximately RMB5,503.3 million, representing an increase of approximately 12.6%, mainly due to a year-on-year increase of 2.4% in sales volume and a year-on-year increase of 10.0% in average unit price. Revenue from sales of Semi-steel Radial Tires increased from approximately RMB2,511.0 million for the year ended December 31, 2021 to approximately RMB2,565.0 million for the year ended December 31, 2022, representing an increase of approximately 2.1%, mainly due to a year-on-year increase of 2.6% in average unit price. Revenue from sales of Bias Tires decreased from approximately RMB137.2 million for the year ended December 31, 2021 to approximately RMB83.7 million, representing a decrease of approximately 39.0%, mainly due to a year-on-year decrease of 41.3% in sales volume.

Sales by channel	2022 RMB'000	2021 RMB'000
Distributors		
Domestic	**1,879,559**	2,043,029
International	**5,653,270**	4,284,910
	7,532,829	6,327,939
Direct sales to automobile manufacturers	**619,123**	1,209,222
Total	**8,151,952**	7,537,161

For the year ended December 31, 2022, revenue from sales to distributors (including private label customers) increased from approximately RMB6,327.9 million for the year ended December 31, 2021 to approximately RMB7,532.8 million, representing an increase of approximately 19.0%, which was mainly due to a year-on-year increase of 31.9% in revenue from international distributors as a result of the release of the Phase II project of the Tire Production Base in Thailand. However, the revenue from domestic distributors decreased by 8.0% year-on-year as a result of the downturn in domestic logistics operation and infrastructure construction.

For the year ended December 31, 2022, revenue from sales to automobile manufacturers decreased from approximately RMB1,209.2 million for the year ended December 31, 2021 to approximately RMB619.1 million, which was mainly due to the decrease in demand from automobile manufacturers as a result of the downturn of the overall market.

Cost of sales

The Group's cost of sales increased from approximately RMB6,498.0 million for the year ended December 31, 2021 to approximately RMB6,982.2 million for the year ended December 31, 2022, representing an increase of approximately 7.5%. The increase was mainly due to the increase in unit cost as a result of the fluctuation in raw material prices and the increase in overall consumption value of raw materials.

Gross profit and gross profit margin

The Group's gross profit for the year ended December 31, 2022 amounted to approximately RMB1,169.8 million, representing an increase of approximately 12.6% compared to approximately RMB1,039.1 million for the year ended December 31, 2021. The Group's gross profit margin for 2022 was approximately 14.3% (2021: 13.8%). The increase in gross profit and gross profit margin was mainly due to the increase in overall selling price which was higher than the increase in unit cost.

Other income

The Group's other income for the year ended December 31, 2022 was approximately RMB35.0 million, representing a decrease of approximately RMB25.7 million from approximately RMB60.7 million for the year ended December 31, 2021. The decrease was mainly due to a year-on-year decrease of RMB14.7 million in government grants of Prinx Chengshan (Shandong) Tire Co., Ltd. ("**Shandong Company**") to approximately RMB14.3 million for the year ended December 31, 2022, and a year-on-year decrease of RMB11.1 million in the revenue from sales of scrap materials to approximately RMB20.6 million for the year ended December 31, 2022.

Selling and distribution expenses

The Group's selling and distribution expenses increased from approximately RMB437.8 million for the year ended December 31, 2021 to approximately RMB497.5 million for the year ended December 31, 2022, representing an increase of approximately 13.6%. The increase was mainly due to the corresponding increase in variable selling expenses as a result of the increase in sales, and the increase in advertising and promotion expenses as a result of strengthening brand promotion.

R&D expenses

The Group's R&D expenses decreased from approximately RMB254.0 million for the year ended December 31, 2021 to approximately RMB229.2 million for the year ended December 31, 2022, representing a decrease of approximately 9.8%. The decrease was mainly due to the Company's strict management of R&D expenses while strengthening R&D efficiency.

Administrative expenses

For the years ended December 31, 2022 and 2021, the Group's administrative expenses amounted to approximately RMB184.6 million and RMB176.0 million, respectively, representing an increase of approximately 4.9%. The increase was mainly due to the comprehensive influence of the corresponding increase in administrative expenses as a result of the commencement of operation of Phase II of the Tire Production Base in Thailand and the Company's enhanced cost control.

Other gains/(losses)

For the year ended December 31, 2022, the Group's other gains increased by approximately RMB96.1 million from approximately RMB40.6 million for the year ended December 31, 2021 to approximately RMB136.7 million in 2022, mainly due to the increase in foreign exchange gains on net operating foreign currency assets resulting from exchange rate changes.

Finance income

For the years ended December 31, 2022 and 2021, the Group's finance income amounted to approximately RMB8.6 million and RMB7.5 million, respectively. The increase in finance income was due to the increase in interest income on bank deposits.

Finance costs

The Group's finance costs amounted to approximately RMB80.1 million and RMB12.4 million for the years ended December 31, 2022 and 2021, respectively. The increase in finance costs was mainly due to the increase in interest on loans due to the increase in loans and the increase in weighted average loan interest rate.

Income tax expense

For the years ended December 31, 2022 and 2021, the Group's income tax gains amounted to approximately RMB39.1 million and RMB10.4 million, representing an increase of approximately RMB28.7 million, which was due to the increase in income tax gains as a result of the recognition of deferred income tax assets of tax losses.

Profit for the year

The Group's profit for the year increased by approximately RMB117.5 million from approximately RMB276.3 million for the year ended December 31, 2021 to approximately RMB393.8 million for the year ended December 31, 2022. The increase was mainly due to the increase in gross profit driven by the increase in unit price and the increase in foreign exchange gains on net operating foreign currency assets resulting from exchange rate changes.

Profit attributable to the Shareholders

As a result of the foregoing factors, profit attributable to the Shareholders for the year ended December 31, 2022 amounted to approximately RMB393.8 million (2021: approximately RMB276.3 million).

Dividend distribution

For the years ended December 31, 2022 and 2021, the Group's total dividend distribution amounted to approximately RMB108.8 million and RMB106.7 million, representing an increase of approximately 2.0%, which was due to dividend distribution per share remaining unchanged with the difference arising from different exchange rates.

Total comprehensive income for the year

Total comprehensive income for the year of the Group increased by approximately RMB397.7 million from approximately RMB232.2 million for the year ended December 31, 2021 to approximately RMB629.9 million for the year ended December 31, 2022. The increase was primarily due to an increase in net profit and increase in foreign currency statement translation losses incurred by entities whose functional currency is foreign currency.

Liquidity and financial resources

The Group maintained a sound financial position. The Group's borrowing demand was not seasonal. As at December 31, 2022, the Group's cash and cash equivalents (including restricted cash) amounted to approximately RMB1,172.7 million, representing an increase of approximately RMB318.2 million as compared to approximately RMB854.5 million as at December 31, 2021, which was mainly due to the increase in cash inflow from operating activities. For currencies of the Group cash and cash equivalents, see Note 24 to the consolidated financial statements.

As at December 31, 2022, the Group had bank borrowings of approximately RMB2,203.3 million (2021: approximately RMB1,898.0 million), of which RMB1,079.2 million was denominated in RMB and the remaining was denominated in USD. Borrowings at floating interest rates accounted for 36% and borrowings at fixed interest rates accounted for 64%. Approximately RMB762.9 million is due within one year, approximately RMB1,104.9 million is due within one to two years, approximately RMB297.5 million is due within two to five years and approximately RMB37.9 million is due after five years. During the Reporting Period, the borrowings were mainly used for the daily operation and project construction of the Company. For details of the Group's bank loans, please refer to note 28 to the consolidated financial statements.

The current ratio as at December 31, 2022 was approximately 1.1 (2021: 1.2). During the Reporting Period, the Company purchased low-and medium-risk bank wealth management products to hedge risks and increase wealth management income. As of December 31, 2022, the balance of such wealth management products amounted to RMB209.5 million.

Inventories

As at December 31, 2022, the Group's inventories amounted to RMB1,277.4 million, representing a decrease of RMB207.5 million from RMB1,484.9 million as at December 31, 2021. The decrease was due to the Company's strategy of strengthening inventory management and optimizing raw material procurement.

Trade receivables

As at December 31, 2022, the Group's trade receivables amounted to RMB1,312.5 million, representing a decrease of approximately RMB71.2 million as compared with RMB1,383.7 million as at December 31, 2021. The decrease was mainly due to the Company's strengthened management of receivables collection process and effective control of receivables balance.

Prepayments, other receivables and other current assets

As at December 31, 2022 and 2021, the Group's prepayments, other receivables and other current assets included in current assets were approximately RMB337.1 million and RMB259.6 million, representing an increase of approximately RMB77.5 million. The increase was mainly due to the increase in relevant deductible input tax.

Amounts due from related parties

As at December 31, 2022 and 2021, the Group had amounts due from related parties of RMB126.4 million and RMB78.8 million, respectively, representing an increase of approximately RMB47.6 million. The increase was mainly due to the increase in trade receivables as a result of the extended aging of related parties.

Trade payables

As at December 31, 2022 and 2021, the Group's trade payables amounted to RMB2,000.3 million and RMB1,957.6 million, respectively, representing an increase of approximately RMB42.7 million, which was mainly due to the increase in purchase of raw materials as a result of the expansion of production capacity and the corresponding increase in payables.

Other payables and accruals

As at December 31, 2022 and 2021, the Group's other payables and accruals were RMB1,071.3 million and RMB1,030.9 million, respectively, representing an increase of approximately RMB40.4 million, which was mainly due to the purchase of machinery and equipment, and the increase in the corresponding payables for machinery and equipment.

Gearing ratio

As at December 31, 2022, the gearing ratio was 19.1% (2021: 21.4%). The ratios were calculated as net surplus/debt divided by total capital. Net surplus/debt is calculated as total borrowings less cash and cash equivalents and restricted cash. Total capital is calculated as equity plus convertible redeemable preferred shares on an as-if converted basis plus net surplus/debt, which is total equity and financial liabilities at fair value through profit or loss as shown in the consolidated statements of financial position and net surplus/debt.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended December 31, 2022. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Charges on Assets

As at December 31, 2022, the Group's restricted cash balance of approximately RMB190.6 million (2021: approximately RMB125.7 million) was pledged as security for bills payable issued by the Group and for letter of credit. The Group's property, plant and equipment of approximately RMB3,757.0 million (2021: approximately RMB3,338.2 million) were pledged as security for bank borrowings of RMB1,316.1 million and undrawn loan facilities of RMB328.6 million. Save for the above, the Group did not have any charges on its assets.

Investments

The construction of the Tire Production Base in Thailand commenced in 2019, of which the construction of the plants in phase I was completed in 2020, and such plants are currently under stable operation. In the second half of 2020, the Company commenced the construction project of the phase II of the Tire Production Base in Thailand with a production capacity of 1.2 million sets of all steel tires per year, with an expected total investment of approximately RMB541.0 million. In the first half of 2021, the Company commenced the construction project of the phase II of the Tire Production Base in Thailand with a production capacity of 4.0 million sets of semi steel tires per year with an expected total investment of approximately RMB896.0 million. The phase II of the project has gradually reached the designed production capacity in the first quarter of 2022. Some unused factory space remains available for construction of phase III (2.0 million sets of semi-steel tires per year), and the Company may initiate the project depending on the overall circumstances.

The Group initiated the expansion plan of Prinx Shandong in the second half of 2020. The total investment of the project is expected to be approximately RMB666.0 million, with an additional annual production capacity of 1.05 million sets of All Steel Radial Tires and 2.8 million sets of Semi-Steel Radial Tires, which have reached full production capacity in the first quarter of 2022.

Save as disclosed above, the Group had no other significant investments during the Reporting Period.

RISKS AND UNCERTAINTIES

(1) Macro Environment Risks

In 2023, due to the slow growth of global economy, the risk of recession in European and the United States, the global supply chain crisis and economic downturn brought about by the Russian-Ukrainian war, it may be difficult to effectively improve the export of tires, and Chinese tire enterprises, especially those mainly engaged in foreign trade business, will face survival pressure. In the meantime, with the lifting of domestic pandemic prevention and control policies, economy and life in the PRC will gradually return to normal in 2023, and the supply chain, production and manufacturing, marketing and sales of the automobile industry will also return to normal. On January 30, 2023, according to the latest Global Economic Outlook (WEO) report published by the International Monetary Fund (IMF), the global economic growth is expected to be 2.9% in 2023 and 3.1% in 2024 while China's economic growth is expected to increase from 4.4% to 5.2% in 2023. In 2023, when the international market is facing challenges, the domestic market is expected to recover in line with the rapid recovery of economy after the lifting of domestic pandemic prevention and control policies.

(2) Exposure to Foreign Exchange Risks

Given the fluctuations in the global economy and the tightening and easing of monetary policies by different countries, the Group may be exposed to the risk of exchange rate fluctuations. For the year ended December 31, 2022, the Group's revenue denominated in USD from overseas operations accounted for approximately 67.2% (2021: 56.1%) of the total revenue, which was mainly used for the procurement of overseas raw materials, and the operating expenses of Prinx Thailand were mainly settled in THB. Therefore, the Group is exposed to foreign exchange risk arising from USD and THB. The occurrence of significant fluctuations in exchange rates will affect the results of the Group. Exchange rate fluctuations and market trends have always been a concern of the Group. In this regard, the Company will strengthen the supervision on foreign currency transactions as well as the scale of foreign currency assets and liabilities, and may manage the potential fluctuations in exchange rates by optimizing the settlement currency of export trades and utilizing exchange rate financial instruments and other proactive preventive measures. The Company uses financial instruments such as forward exchange settlement and options to reduce the impact of exchange rate fluctuations on the Company's overseas business. During the Reporting Period, no forward foreign exchange or hedging contracts had been entered into by the Group.

(3) Impacts Caused by Tariff and Anti-dumping and Countervailing Duty Imposed by the United States Government on Products Imported from the PRC and Thailand

On March 22, 2018, the then U.S. President Donald Trump signed a presidential memorandum, declaring that, based on the results of the "301 Survey", a large-scale tariff will be levied on goods imported from China, and Chinese enterprises will be restricted from investing in and acquiring the United States. On September 24, 2018, the United States imposed a 10% tariff on USD200 billion of Chinese imports into the United States. On May 10, 2019, the United States decided to increase the tariff on USD200 billion of Chinese imports from 10% to 25%. After President Biden took office in 2021, additional tariff will continue to be imposed on goods imported from China.

In addition, on February 15, 2019, the U.S. Department of Commerce issued an AD/CVD order on China's truck and bus tires, that is, anti-dumping duty (AD) and countervailing duty (CVD) will be imposed on truck and bus tires from the same date. Prinx Chengshan was ordered to pay a combined security rate of 42.16% of the anti-dumping and countervailing duty. On February 3, 2020, the U.S. Department of Commerce issued a notice to initiate the first administrative review process for anti-dumping and countervailing duty on imported truck and bus tires from China. The investigation period of the anti-dumping review is from February 15, 2019 to January 31, 2020, and the investigation period of the countervailing review is from February 15, 2019 to December 31, 2019. On June 21, 2021, the U.S. Department of Commerce announced the preliminary-determination duty rate of the first administrative review on the countervailing duty against truck and bus tires from China, and Shandong Company of the Group applied a separate tax rate of 17.04% On December 20, 2021, the U.S. Department of Commerce announced the final-determination duty rate for the first administrative review on the countervailing duty against truck and bus tires from China. From December 23, 2021, the Group's Shandong Company will pay countervailing duty deposits for truck and bus tires exported to the U.S. at a tax rate of 17.47%. The above changes in tax rates have greatly reduced the tax rate of the Group's exports to the United States and enhanced the competitiveness of the Group's products in the United States market. In addition, the Group also actively participated in the second administrative review on countervailing duty against tires imported from China launched by the U.S. Department of Commerce on April 1, 2021, the investigation period of which is from January 1, 2020 to December 31, 2020. On June 27, 2022, the U.S. Department of Commerce announced the final-determination duty rate for the second administrative review on the countervailing duty against truck and bus tires from China. From June 30, 2022, the Group's Shandong Company will pay countervailing duty deposits for truck and bus tires exported to the U.S. at a tax rate of 17.85%. On December 8, 2021, the U.S. Department of Commerce announced the list of compulsory respondents to the countervailing investigation of the sixth administrative review of the semi-steel tire in China. Sumitomo rubber was selected as the compulsory respondent, and the Group also actively participated in the review. The rate of countervailing tax of the Group in the review will depend on the results of the complaint of Sumitomo rubber, the compulsory respondent, which is expected to be finally determined in March 2023.

On May 13, 2020 (U.S. time), the United Steelworkers of America filed an application with the U.S. Department of Commerce and the U.S. International Trade Commission for an anti-dumping investigation against tires for passenger vehicles and light trucks from Thailand, Vietnam, South Korea and Taiwan, China, and a countervailing investigation against tires for passenger vehicles and light trucks from Vietnam. On July 19, 2021, the U.S. Department of Commerce issued an anti-dumping duty order on tires for passenger vehicles and light trucks in Thailand. As the Tire Production Base in Thailand has not yet exported the concerned tires to the United States during the investigation period, an average anti-dumping duty rate of 17.06% is applicable. This will have a certain negative impact on the sales of the Group's Tire Production Base in Thailand. On September 6, 2022, the U.S. Department of Commerce issued a notice to commence the first administrative review process of anti-dumping against imported passenger vehicles and light truck tires from Thailand, the investigation period of which is from January 6, 2021 to June 30, 2022. The Group also actively participated in the review and is expected to be finally determined in 2024.

The uncertainty of anti-dumping and countervailing duty rates will pose risks to the Company's operations. To this end, the Company will make arrangements in advance and actively respond to the situation by adopting the following measures to mitigate the impact on the Company: firstly, to expand the sales of the Tire Production Base in Thailand in non-U.S. markets and reduce the reliance on a single market; secondly, to develop non-U.S. market products by relying on the Company's R&D efforts, and improve the competitiveness of the Tire Production Base in Thailand through product adjustment and enrichment.

(4) Risks in relation to Overseas Investments

During the Reporting Period, the construction and operation of the Company's overseas production bases progressed steadily. With the phase II of the Tire Production Base in Thailand reaching its designed production capacity, the proportion of the Group's overseas business will increase. Local economic, political, policy and legal changes in Thailand may change the investment environment in Thailand, affect the construction period of project investment, and pose risks to the Company's operation and investment. During the Reporting Period, the local government authorities in Thailand tightened the frequency of routine corporate inspections. The outbreak of the pandemic has led to a decrease in the number of recruiters and a further decrease in the willingness of Chinese staff to travel to Thailand, which affected the reasonable allocation of personnel in Thailand. In addition, the increase in passport and visa procedures and the extension of time for approval have affected the timely arrival of personnel to Thailand for work. The Group adopted comprehensive measures such as remote training to guide the office, implementation of SOP standardized rotation training, arranging personnel transfer in batches, expanding recruitment channels in multiple aspects, and adjusting some businesses to the headquarters after evaluation, so as to reduce the impact of the pandemic on daily operations.

In view of this, the Group will keep abreast of the changes in the investment environment of the Thai authorities in real time, and make arrangements for construction progress, product certification, personnel protection, etc. in advance, as well as make strategic planning for sales in Thailand.

(5) Risks in relation to climate change

Many factors will pose different levels of policy and legal risks to the Group and affect changes in demand from consumers and downstream automobile manufacturers, including the increasing threat of climate change worldwide and the physical risks that extreme climate changes may pose to the Group (including production stoppage due to power outages caused by typhoons and thunderstorms and the failure of outdoor logistics to operate normally affecting order delivery timeliness), price fluctuations due to unstable supply of raw materials, as well as transition risks (including the introduction of relevant laws and policies and the adoption of a series of actions such as carbon tariffs and carbon trade barriers in countries or regions where the Group produces or markets). The Group incorporates climate risk management into the Group's risk management system. The Group continuously evaluates the physical risks and transition risks brought about by climate changes and formulates relevant risk prevention plans, such as formulating emergency plans for natural disasters and emergencies, properly stockpiling raw materials for production, implementing safety inventory plans, and formulating corresponding workflow and safety measures for sudden abnormal weather changes.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company strictly complied with the following laws and regulations which may have a significant impact on its production and operation: (a) the laws and regulations relating to compulsory product certification for tire products; (b) the laws, regulations and policies relating to the access to and supervision of the tire industry; (c) the laws and regulations relating to environmental protection and safety responsibility; (d) the laws and regulations relating to foreign investment; (e) the laws and regulations relating to foreign exchange control and taxation; (f) the laws and regulations relating to labor and employment; (g) the laws and regulations governing the organization and behavior of the Company; (h) the laws and regulations relating to securities trading and regulation; (i) the laws and regulations relating to intellectual property; (j) the laws and regulations relating to data processing and data security; (k) other relevant laws, regulations, policies and regulatory requirements, etc. Meanwhile, the Company has established a list of applicable laws and regulations which is updated from time to time for compliance. In addition, the Company made enquiries from time to time regarding legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory authorities in the jurisdictions in which it conducts business and investment activities, such as the import tariffs and quota regulations, anti-dumping and sanctions regulations in the United States and the European Union trade regulations. Based on the full cooperation between the legal department of the Company and external legal advisors, and through the continuous and effective supervision of the Company, the Company is able to comply with the relevant laws and regulations within and outside the PRC that have a significant impact on the Company.

CAPITAL STRUCTURE

There was no change in the capital structure of the Company during the Reporting Period. The capital of the Company comprises ordinary shares and other reserves.

CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

As at December 31, 2022, the Group had capital commitment of approximately RMB18.7 million (2021: approximately RMB228.5 million). The Group had no contingent liability that would result in a significant impact during the Reporting Period (2021: nil).

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATED COMPANIES, AND JOINT VENTURES

Save as disclosed in the section headed “Investments”, the Group did not have any other significant investments, material acquisitions and disposals of subsidiaries, associated companies and joint ventures during the Reporting Period.

FUTURE PLANS FOR SUBSTANTIAL INVESTMENTS OR CAPITAL ASSETS

In April 2021, Anhui Prinx Chengshan Tire Co., Ltd. ("**Anhui Company**"), a wholly-owned subsidiary of the Group, was registered in Anhui. The construction of the second domestic factory project in Anhui will be the future investment plan of the Group. On August 31, 2021, the Board considered and approved the investment proposal for the phase I of the tire production base in Anhui and the proposal on the adjustment of the shareholding structure of Anhui Company, and agreed to introduce Hefei Dongcheng Industrial Investment Co., Ltd. as a shareholder to increase the capital of Anhui Company. Based on the forecast and analysis of the domestic and international economic situation and the Company's capacity utilization rate, the Group decided to suspend the implementation of the project of the tire production base in Anhui. As at the date of this report, no definitive agreements in relation to investment or construction of the project of the tire production base in Anhui had been entered into by the Group.

Save as disclosed above, there was no plan authorized by the Board for other substantial investment or additions of capital assets.

HUMAN RESOURCES MANAGEMENT

As at December 31, 2022, the Group had a total of 6,144 employees (as at December 31, 2021: 6,450). For the year ended December 31, 2022, the Group's employee benefit expenses amounted to approximately RMB636.8 million (for the year ended December 31, 2021: approximately RMB613.7 million).

During the Reporting Period, the Group carried out rank assessment for each position, and determined and adjusted the salary based on the value and skill level of the position. The Group carried out performance appraisal for all employees, with the performance results as the basis for payment of remuneration and bonus, and adjusted the remuneration level with reference to the market standards in the industry.

In order to attract, retain, motivate and encourage employees to strive to create value for the Company and the Shareholders, the Group has established a training institute, which continues to enrich and optimize school-enterprise cooperation projects, career planning for fresh graduates, sponsorship of campus skill competitions, sponsorship of scholarships, organization of school-enterprise cooperation classes in improving the brand building of the Company's college employers, which greatly improves the Company's brand influence in cooperative colleges. In addition, for the employees from school recruitment this year, the training institute carried out a two-month induction training, covering all aspects of management and training from company system, workplace role change, work attitude and methods, understanding of the industry in which the Group operates, R&D and production process, on-site management, tutor teaching, etc., which greatly improved the stability of the employees from school recruitment and help them quickly familiarize themselves with the work of the department.

During the Reporting Period, the Group focused on strengthening basic training management and reinforcing the cultivation of key talents to improve the professional knowledge reserve and production management capabilities of managers, forming a scientific management methodology to improve the overall production management level of the Company, and cultivating practical, inter-disciplinary and application-oriented management talents who are competent for management positions. In order to promote the implementation of the corporate development strategy, the Group planned and organized the implementation of special training programs for key personnel such as gold interviewers, project managers, new employees from social recruitment, employees from school recruitment, production managers and reserve managers. In order to stimulate the learning enthusiasm of employees and strengthen the construction of professional and technical talent team, the Group continued to deepen the construction of professional channels, achieving 67% coverage rate of professional skills assessment for eight major sequences and 55% coverage rate of technician level certification. The Group also further strengthened the result-oriented employee ability evaluation mechanism and promoted the selection and training of outstanding talents. At the same time, the Group provided employees with multiple online and offline learning channels, so that employees can make full use of fragmented time for learning without the constraints of time and space, to improve their professional capabilities and business capabilities, thus providing a solid talent team for the realization of the Company's strategy.

The Company adopted a share option scheme (the "**2019 Share Option Scheme**") on July 5, 2019 (the "**2019 Adoption Date**"), and conditionally granted 14,400,000 options and 835,500 options (the "**Options**" and each an "**Option**") to certain eligible participants (the "**Grantees**" and each a "**Grantee**") of the Group on July 9, 2019 (the "**2019 Grant Date**") and July 9, 2020 (the "**2020 Grant Date**").

The Company adopted its current share option scheme (the "**2021 Share Option Scheme**") on May 17, 2021 (the "**2021 Adoption Date**"), and terminated the 2019 Share Option Scheme. The Company conditionally granted 35,050,000 and 3,080,000 Options to certain Grantees on June 28, 2021 (the "**2021 Grant Date**") and September 28, 2022 (the "**2022 Grant Date**"), respectively. All Options granted and accepted and remaining unexpired prior to such termination shall continue to be valid and exercisable in accordance with their terms and the terms of the 2019 Share Option Scheme. For details, please refer to the circular of the Company dated April 16, 2021 and the announcements dated May 17, 2021, June 18, 2021 and September 28, 2022, respectively. Details about the changes in Options for the year ended December 31, 2022 are set out in the section headed "Share Option Scheme" in this annual report.

The Company also adopted a profit sharing scheme (the "**Profit Sharing Scheme**") on July 5, 2019. Details of the profit sharing scheme adopted by the Company are set out in the section headed "Profit Sharing Scheme" in the Directors' Report of this annual report.

EXECUTIVE DIRECTORS

Mr. Che Baozhen, aged 40, was appointed as a Director on May 22, 2015 and was appointed as a member of the Nomination and Remuneration Committee. He also served as the general manager of Prinx (Shandong) Tire Co., Ltd. ("**Prinx (Shandong) Tire**"), one of the subsidiaries of the Company, from April 2017 to January 2021. Mr. Che joined the Group in December 2005. He is a director of all subsidiaries of the Company (excluding Prinx Chengshan (Qingdao) Industrial Research and Design Co., Ltd. ("**Prinx (Qingdao)**"), Shenzhen Zhianda Tire Technology Service Co., Ltd., Shanghai Zhianda Rubber Technology Co., Ltd., Prinx Chengshan Europe GmbH ("**Prinx (Europe)**") and Prinx Chengshan Tire North America LLC.). Mr. Che is also a Chief Executive Officer. He has over 15 years of experience in the automotive tire industry and is responsible for the day-to-day operations, overall management, administration and strategic planning of the Group. Prior to joining the Group, Mr. Che was a staff of Chengshan Group from December 2003 to May 2010, where he was responsible for handling external relations and asset management with external parties. In June 2010, Mr. Che was appointed as the assistant of general manager in Shandong Haizhibao Ocean Technology Company Limited. In December 2010, Mr. Che was appointed as the chairman of Rongcheng Chengshan Construction Property Limited Company.

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

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

Mr. Shi Futao, aged 53, was appointed as a Director on October 28, 2015. Mr. Shi joined the Group in December 2005 as a financial director and was promoted to a director in November 2014 and vice-general manager of Prinx (Shandong) Tire in September 2015. He is a director of Prinx Investment Holding Limited ("**Prinx Investment**"), Prinx Chengshan (Hong Kong) Tire Limited ("**Prinx Hong Kong Tire**"), Prinx (Hong Kong) Rubber Company Limited ("**Prinx Rubber**"), Jinan Zhianda Tire Service Co., Ltd., Zhianda (Shanghai) Tire Service Co., Ltd., Prinx Chengshan Tire North America Inc. and Prinx Thailand, all being subsidiaries of the Company. He has over 30 years of experience in accounting and financial management in the PRC. Mr. Shi is responsible for the overall financial management of the Group.

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

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

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

NON-EXECUTIVE DIRECTORS

Mr. Che Hongzhi, aged 66, 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 (Europe), 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 chairman and executive director 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.

Mr. Wang Lei, aged 44, was appointed as a Director with effect from April 20, 2017. He was re-designated as non-executive Director on March 5, 2018. Mr. Wang has also been a director of Prinx (Shandong) Tire since April 20, 2017. In December 28, 2014, he joined the Group as a director of Prinx (Shandong) Tire until October 15, 2015. Mr. Wang is responsible for providing professional opinion and judgement to the Group. Prior to joining the Group, he was employed as vice section chief of the reception section of the general manager office by Shandong Chengshan Tires Company Limited in December 2001. In October 2007, he acted as the deputy head of general office of Chengshan Group; in December 2009, as the head of general office of Chengshan Group; and in March 2014, as the deputy general manager of administrative centre in Chengshan Group. In February 2017, he was appointed as the general manager of the administrative centre of Chengshan Group. Mr. Wang was responsible for the administrative management of the company. Mr. Wang is an executive director of Chengshan Group.

Mr. Wang obtained an associate degree in financial accounting from Shandong TV University, Shandong, the PRC in July 1998. He further obtained an undergraduate degree in economic management from the CPC Shandong Provincial Committee Party School, Shandong, the PRC in December 2001. Mr. Wang was honoured as a 2012 new Long March Raiders of Weihai City (2012年度威海市新長征突擊手) by Weihai Communist Youth League in December 2013.

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

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Xuehuo, aged 60, was appointed as an independent non-executive Director, the chairman of the Nomination and Remuneration Committee and a member of each of the Audit Committee and the Development Strategy and Risk Management Committee with effect from September 10, 2018. Mr. Zhang has been the chairman of China Mineral Ventures Limited ("**China Mineral Ventures**") since 1997. He was the founder of China Mineral Ventures. Mr. Zhang founded China National Gold Development Group (Hong Kong) Limited ("**China National Gold**"), a subsidiary of Zijin Mining Group Co., Ltd., the shares of which were listed on the Stock Exchange in 1999 (stock code: 2899). 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**") from 2003 to 2011. Mr. Zhang is currently a director of Shandong Guoda Gold. Mr. Zhang has been engaged in the investment industry for nearly 30 years and has extensive experience in overseas mining resources, energy, real estate, biomedical and health industries.

Mr. Zhang has been an independent non-executive director of Doumob (stock code: 1917), a company listed on the Stock Exchange, since December 29, 2021.

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

Mr. Choi Tze Kit Sammy, aged 60, 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 about 36 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) (stock code: 1632), a company whose shares are listed on the Stock Exchange. 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 (stock code: 546), a company listed on the Stock Exchange, from January 2007 to November 2015 and an independent non-executive director of PanAsialum Holdings Company Limited (stock code: 2078), a company listed on the Stock Exchange, 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 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 is currently a member of the Professional Development Committee and the Branding and Communication 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 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.

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

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

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

SENIOR MANAGEMENT

Mr. Jiang Xizhou, aged 51, joined the Company in August 2019 as an assistant to the general manager. He has been the deputy general manager of the Company since January 2020, the vice president of the Company and the director of the production and operation centre of the Company, the general manager and the director of the technology centre of Shandong Company since January 2021. He is currently responsible for the overall management of the R&D centre, manufacturing centre, equipment power centre and EHS of the Company. Prior to joining the Group, Mr. Jiang held various technical and management positions in Anhui Jiatong Tire Co., Ltd. from July 1995 to May 2013; he served as the general manager of Fujian Jiatong Tire Co., Ltd. and the general manager of Jiatong Co., Ltd. (S Jiatong), a company listed on the Shanghai Stock Exchange, from June 2013 to June 2015; he served as the general manager of Anhui Jiatong Tire Co., Ltd. from July 2015 to August 2017; and he served as the manufacturing director of Jiatong Tire (China) Investment Co., Ltd. from September 2017 to July 2019.

Mr. Jiang graduated from Hefei University of Technology with a major in polymer materials and obtained his bachelor degree in July 1995.

Mr. Ju Xunning, aged 56, has been the deputy director of the production and operation centre of the Company since January 2021. He has been the deputy general manager of the Company since February 2018. Mr. Ju has also been the general manager of the semi-steel affairs department of Prinx (Chengshan) Tires since July 2017. He joined the Group in March 2006 as the assistant to the quality systems director in Prinx (Shandong) Tire. Mr. Ju was promoted to the position of vice-chief officer of the manufacturing process improvement department in November 2010. Mr. Ju was appointed as the chief technology officer of All Steel Products in January 2012. In August 2013, he became the production director and continued to serve as the deputy director of the process improvement department. In March 2014, Mr. Ju was promoted to our chief technology officer for semi-steel products. Mr. Ju was further promoted as the chief quality officer in Prinx (Shandong) Tire in December 2016 before he was appointed to the current position, and was appointed as the chief technology officer for semi-steel products of the Group in July 2017. Mr. Ju was responsible for the overall operation and management of the semi-steel business department of the Group. He joined Rongcheng Rubber Factory as a trainee in July 1988, and was promoted to the position of the chief of the phase I engineering formula design department for radial tires in Rongcheng Guotai in July 1995. He was the director of division I of the department of technology in November 1997. In January 2004, Mr. Ju acted as the chief engineer of Shandong Chengshan Group Co., Ltd..

Mr. Ju was awarded with a professional diploma in rubber engineering by Qingdao University of Science & Technology in July 1988. Mr. Ju was recognised as a senior engineer by the Engineering and Technical Services Review Committee of Shandong Province in December 2001. In October 1998, Mr. Ju was awarded a Provincial Science and Technology Progress Award-Industrial Technology of Radial Tires with a Production Capacity of 300,000 Sets Per Year by the Science and Technology Progress Award Evaluation Committee of Shandong Province. In December 1999, Mr. Ju was awarded the second prize of the National Science and Technology Progress Award-Industrial Technology of Radial Tires with a Production Capacity of 300,000 Sets Per Year by the Ministry of Science and Technology of the PRC. In April 2000, he was recognised as the Top 10 Youth Talent by the Communist Youth League of China in Rongcheng City, Rongcheng Broadcasting Bureau and Rongcheng Daily Newspaper. In December 2013, he was awarded with the First-class Hundred Technical Innovation of Workers Achievements Award in Weihai City by the Weihai City Labour Competition Committee.

Mr. Wang Yu, aged 49, has been the director of commercial vehicle replacement sales centre of the sales and marketing headquarters since January 2021. He joined the Group in February 2004 as a regional manager of Prinx (Shandong) Tire and was promoted to the position of sales manager in North China in June 2009 and vice-sales market department officer in April 2010, respectively. In March 2014, Mr. Wang was further promoted to the chief sales and market department officer position. Mr. Wang was responsible for the overall sales of commercial vehicle tire replacement of the Group. Prior to joining the Group, he joined Shandong Chengshan Tires Company Limited in August 2001 as a sales consultant.

Mr. Chu Xiaohua, aged 39, has been the director of the international sales centre of the sales and marketing headquarters since January 2021. He has been the Qingdao international sales centre general manager of the Company in May 2017 when he first joined the Group. Mr. Chu is responsible for the overall international sales of the Group. Prior to joining the Group, Mr. Chu was a salesman when he first joined Qingdao Crowntire International Trade Company Limited in May 2008. Mr. Chu was then promoted to vice manager of its sales department in January 2013. He was responsible for the business development and maintenance in the markets in Southeast Asia, Oceania and Russia. In May 2013, Mr. Chu was appointed by the company to work in its branch in Singapore as manager. He was responsible for cooperating with headquarter of the company to manage in its branch in Singapore. In December 2013, he was responsible for the establishment of the company's branch in Dubai. Mr. Chu was a partner of American Tire and Wheel Centres Inc in July 2015. He is responsible for the overall business operations, and coordination of sales, marketing and logistics of the Company.

Mr. Chu obtained a bachelor degree in international economics and trade from Qingdao University of Technology in July 2007.

Mr. Zhang Yougan, aged 48, joined the Group in June 2020 as the general manager of the Tire Manufacturing Centre of Prinx (Shandong). He has been the deputy general manager and in charge of the work of Prinx Thailand since October 2020 and the general manager of Prinx Thailand since May 2021. Prior to joining the Group, Mr. Zhang held various technical and management positions in Anhui Jiatong Tire Co., Ltd. from July 1996 to January 2015. He served as the assistant to the general manager of Anhui Jiatong Tire Co., Ltd. from January 2015 to June 2017. He served as the deputy general manager of Anhui Jiatong Tire Co., Ltd. from June 2017 to June 2020.

Mr. Zhang obtained a diploma in mechanical design and manufacturing from Hefei University of Technology in July 1996 and completed an EMBA study at Shanghai Better Education Institute of Management in February 2009.

COMPANY SECRETARY

Ms. Cao Xueyu ("Ms. Cao"), one of the executive Directors, is also the company secretary of the Company (the "**Company Secretary**").

RESIGNATION OF JOINT COMPANY SECRETARY

The Company has been granted by the Stock Exchange a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules and in relation to the eligibility of Ms. Cao to act as a joint company secretary for a period from July 19, 2021 to March 28, 2022 (the "**Remaining Waiver Period**"). The Remaining Waiver Period had expired on March 28, 2022. The Stock Exchange has agreed that Ms. Cho is qualified to act as the company secretary of the Company under Rule 3.28 of the Listing Rules. Accordingly, Ms. Szeto Kar Yee Cynthia ("**Ms. Szeto**"), one of the joint company secretaries of the Company, resigned from the position of joint company secretary of the Company with effect from September 1, 2022. After the resignation of Ms. Szeto, Ms. Cho became the sole company secretary of the Company. Ms. Szeto has confirmed that there is no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to her resignation.

Details of the resignation of the joint company secretary are set out in the announcement of the Company dated September 1, 2022.

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended December 31, 2022.

SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to attract, retain and provide incentives to senior and mid-level management and key employees of the Company, to provide them with the opportunity to obtain shares of the Company and to link their interests closely to the operating results and share performance of the Company with a view to increasing the value of the Company and to attracting human resources that are valuable to the Group.

2021 Share Option Scheme

The Company adopted the 2021 Share Option Scheme on the 2021 Adoption Date. The 2021 Share Option Scheme shall be valid and effective for a period of eight years commencing from the 2021 Adoption Date.

The purpose of the 2021 Share Option Scheme is to replace the 2019 Share Option Scheme and to enable the Board to grant share options to selected Eligible Participants (as defined below) as incentives or rewards for their contribution or potential contribution to the Group and to recruit and retain high calibre eligible participants and attract human resources that are valuable to the Group. Proposed employees are included as Eligible Participants to enable the Company to offer a competitive remuneration package to recruit high calibre candidates. As at the date of this report, the number of Shares available for issue under the 2021 Share Option Scheme is 11,870,000 Shares, representing approximately 1.87% (as at the date of the 2021 Annual Report: 2.35%) of the total number of Shares in issue as at the date of this annual report.

Eligible Participant means any employee or proposed employee (whether full time or part time) of any member of the Group or any invested entity, excluding any independent non-executive Directors and provided that the proposed employee is actually employed by the Group and has passed the stipulated probation period.

The total number of Shares which may be issued upon exercise of all share options to be granted under the 2021 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date. The Company may seek approval of the Shareholders in general meeting to refresh the 10% limit under the 2021 Share Option Scheme, provided that the total number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2021 Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 30% of the total number of Shares in issue from time to time.

No Grantee shall be granted a share option if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the share options granted to such Grantee (including both exercised and outstanding share options) in any 12-month period exceeding 1% of the total number of Shares in issue. Where any further grant of share options to a Grantee, if exercised in full, would result in the total number of Shares already issued or to be issued upon exercise of all share options granted and to be granted to such Grantee (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such further grant exceeding 1% of the total number of Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with such Grantee and his/her associates abstaining from voting.

As at the date of this annual report, the remaining life of the 2021 Share Option Scheme is approximately six years and two months.

Share options Granted in 2021

On the 2021 Grant Date, the Company conditionally granted 35,050,000 share options to certain Grantees, subject to acceptance of the Grantees, to subscribe for a total of 35,050,000 ordinary shares (the "**Shares**") of USD0.00005 each in the share capital of the Company. The exercise price of the Shares on the 2021 Grant Date was HK$8.568 per Share, which is the highest among (i) the closing price of HK$8.510 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Grant Date; (ii) the average closing price of HK$8.568 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Grant Date; and (iii) the nominal value of each Share. The closing price for the business day immediately preceding the 2021 Grant Date was HK$8.500 per Share.

Among the share options granted, 5,500,000 share options were granted to the Directors, chief executive or substantial shareholders of the Company, or an associate (as defined in the Listing Rules) of any of them and 29,550,000 share options were granted to other senior management and employees of the Group, details of which are as follows:

Name of Grantees	Position(s) held	Number of share options granted as at the 2021 Grant Date	Outstanding at the beginning of the year	Exercised during the year	Cancelled/ lapsed during the year	Outstanding at the end of the year
Shi Futao	Executive Director	5,000,000	5,000,000	—	—	5,000,000
Cao Xueyu	Executive Director and Company Secretary	500,000	500,000	—	—	500,000
		5,500,000	5,500,000	—	—	5,500,000
Other senior management and employees		29,550,000	28,800,000	—	7,300,000	21,500,000
Total:		35,050,000	34,300,000	—	7,300,000	27,000,000

The share options granted will vest upon achievement of the performance targets in the respective proportions and on the respective dates as specified in the offer letter.

Subject to the terms of the 2021 Share Option Scheme, 35% and the remaining 65% of the share options can be vested and exercised at any time after the expiration of 36 months and 60 months from the 2021 Grant Date, respectively. Subject to the vesting schedule, the share options are exercisable within a period of eight years commencing from the 2021 Grant Date.

If the vesting conditions are not met by the Grantee, the unvested share options granted to such Grantee would lapse in accordance with the terms of the 2021 Share Option Scheme.

Share options granted in 2022

On the 2022 Grant Date, the Company conditionally granted 3,080,000 share options to certain Grantees, subject to acceptance of the Grantees, to subscribe for a total of 3,080,000 shares of the Company. The exercise price of the Shares on the 2022 Grant Date is HK$8.568 per Share, which represents the highest among (i) the closing price of HK$6.410 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Grant Date; (ii) the average closing price of HK$6.298 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Grant Date; (iii) the nominal value of each Share; and (iv) the exercise price on the 2021 Grant Date (i.e. HK$8.568 per Share). The closing price on the business day immediately preceding the 2022 Grant Date was HK$6.400 per Share.

The grantees of the share options granted in 2022 are the employees of the Group, and no grantees were the Directors, chief executives or substantial Shareholders of the Company, or an associate (as defined in the Listing Rules) of any of them, details of which during the Reporting Period were as follows:

Position(s) held	Number of share options granted as at the 2022 Grant Date	Outstanding at the beginning of the year	Exercised during the year	Cancelled/lapsed during the year	Outstanding at the end of the year
Director, chief executive or substantial Shareholders of the Company or their associates	—	—	—	—	—
Other senior management and employees	3,080,000	—	—	—	3,080,000
Total:	3,080,000	—	—	—	3,080,000

The share options granted will vest upon achievement of the performance targets in the respective proportions and on the respective dates as specified in the offer letter.

Subject to the terms of the 2021 Share Option Scheme, 35% and the remaining 65% of the share options can be vested at any time after the expiration of 21 months and 45 months from the 2022 Grant Date, respectively. Subject to the vesting schedule, the share options are exercisable within a period of six years and nine months commencing from the 2022 Grant Date.

If the vesting conditions are not met by the Grantee, the unvested share options granted to such Grantee would lapse in accordance with the terms of the 2021 Share Option Scheme.

During the Reporting Period, a total of 7,300,000 share options were lapsed or cancelled under the 2021 Share Option Scheme. 30,080,000 share options were outstanding as at the end of the period.

At the beginning of the Reporting Period, the number of share options that may be granted under the 2021 Share Option Scheme was 14,950,000. At the end of the period, the number of share options that may be granted under the 2021 Share Option Scheme was 11,870,000. As at the date of this report, the number of share options available for grant under the 2021 Share Option Scheme is 11,870,000, representing 1.87% of the issued Shares of the Company.

The number of ordinary shares that may be issued pursuant to the share options granted under the 2021 Share Option Scheme during the year ended December 31, 2022 divided by the weighted average number of ordinary shares for the year ended December 31, 2022 was approximately 0.48%.

Details of the 2021 Share Option Scheme and the share options granted are set out in the circular of the Company dated April 15, 2021, and the announcements dated May 17, 2021, June 28, 2021 and September 28, 2022, respectively.

The valuation of the share options granted for the year ended December 31, 2022 is set out in note 26 to the consolidated financial statements. The valuation of share options is quite subjective and subject to uncertainties, depending on the assumptions used in and limitations of calculation model.

2019 Share Option Scheme

The Company adopted the 2019 Share Option Scheme on the 2019 Adoption Date and terminated the 2019 Share Option Scheme on the 2021 Adoption Date. Details of the termination of the 2019 Share Option Scheme are set out in the circular issued by the Company on April 15, 2021.

According to the terms of the 2019 Share Option Scheme, the Company may by resolution in general meeting at any time terminate the 2019 Share Option Scheme, and in such event, no further offer to grant an option nor further option shall be made, but in all other respects the provisions of the 2019 Share Option Scheme shall remain in force and effect. All share options granted and accepted and remained unexpired immediately prior to such termination shall continue to be valid and exercisable in accordance with their terms and the terms of the 2019 Share Option Scheme.

The purpose of the 2019 Share Option Scheme is to attract, retain and motivate senior and mid-level management and key employees of the Company, to provide them with the opportunity to obtain shares of the Company, to link their interests closely to the operating results and share performance of the Company with a view to increasing the value of the Company and to attracting human resources that are valuable to the Group. As at the date of this report, no shares are available for issue under the 2019 Share Option Scheme as the Company has terminated the 2019 Share Option Scheme.

Eligible Participant means any employee or proposed employee (whether full time or part time) of any member of the Group or any invested entity, excluding any independent non-executive Directors and provided that the proposed employee is actually employed by the Group and has passed the stipulated probation period.

Share options granted in 2019

On the 2019 Grant Date, the Company conditionally granted 14,400,000 share options to certain Grantees, subject to acceptance of the Grantees, to subscribe for a total of 14,400,000 Shares pursuant to the 2019 Share Option Scheme. The exercise price of the Shares on the 2019 Grant Date was HK$7.244 per Share, which is the highest among (i) the closing price of HK$7.130 per Share on the 2019 Grant Date; (ii) the average closing price of HK$7.244 per Share for the five business days immediately preceding the 2019 Grant Date; and (iii) the nominal value of each Share. The closing price for the business day immediately preceding the 2019 Grant Date was HK$7.220 per Share. The offer of a grant of share options may be accepted within 28 days from the date of offer.

Among the Share options granted, 1,317,500 share options were granted to the Directors, chief executive or substantial shareholders of the Company, or an associate (as defined in the Listing Rules) of any of them and 13,082,500 share options were granted to other senior management and employees of the Group, details of which are as follows:

Name of Grantees	Position(s) held	Number of share options as at the 2019 Grant Date	Outstanding at the beginning of the year	Exercised during the year	Cancelled/ lapsed during the year	Outstanding at the end of the year
Che Baozhen	Executive Director	580,000	580,000	—	—	580,000
Shi Futao	Executive Director	512,000	512,000	—	—	512,000
Cao Xueyu	Executive Director and	225,500	225,500	—	—	225,500
	Company Secretary	1,317,500	1,317,500	—	—	1,317,500
Other senior management and employees		13,082,500	9,816,750	—	2,623,586	7,193,164
Total:		14,400,000	11,134,250	—	2,623,586	8,510,664

The share options granted will vest upon achievement of the performance targets in the respective proportions and on the respective dates as specified in the offer letter.

One third of the total number of the share options granted shall be vested and exercisable from the expiry of 12 months, 24 months and 36 months, respectively, on the date of grant; if the share options are not vested due to the failure of meeting performance standards of the participants of the incentive scheme in the first three vesting periods, the share options granted shall be exercisable at any time from the expiry of 48 months from the 2019 Grant Date for the fourth exercise period subject to the fulfilment of performance standards in the fourth annual appraisal and the deferred vesting conditions, and the vesting proportion shall be the remaining unvested share options after excluding the lapsed share options.

If the vesting conditions are not met by the Grantee, the unvested share options granted to such Grantee would lapse. Subject to the vesting schedule, the share options are exercisable within a period of six years commencing from the 2019 Grant Date.

Share options granted in 2020

On the 2020 Grant Date, the Company conditionally granted 835,500 share options to certain Grantees, subject to acceptance of the Grantees, to subscribe for a total of 835,500 Shares pursuant to the 2019 Share Option Scheme. The exercise price of the Shares on the 2020 Grant Date was HK$7.960 per Share, which is the highest among (i) the closing price of HK$7.960 per Share on the 2020 Grant Date; (ii) the average closing price of HK$7.894 per Share for the five business days immediately preceding the 2020 Grant Date; and (iii) the nominal value of each Share. The closing price on the business day preceding the 2020 Grant Date was HK$7.820 per Share.

The grantees of the share options granted in 2020 are the employees of the Group, and no grantees were the Directors, chief executives or substantial Shareholders of the Company, or an associate (as defined in the Listing Rules) of any of them, details of which during the Reporting Period were as follows:

Position(s) held	Number of share options granted as at the 2020 Grant Date	Outstanding at the beginning of the year	Exercised during the year	Cancelled/ lapsed during the year	Outstanding at the end of the year
Director, chief executive substantial shareholders of the Company or their associates	—	—	—	—	—
Other senior management and employees	835,500	716,250	—	183,453	532,797
Total:	835,500	716,250	—	183,453	532,797

The share options granted will vest upon achievement of the performance targets in the respective proportions and on the respective dates as specified in the offer letter.

Half of the total number of share options granted can be vested and exercised after the expiration of 12 months and 24 months from the 2020 Grant Date, respectively. If the share options are not vested as the performance of the scheme participants in the first two vesting periods fails to meet the standards, in the event that the performance meets the standard upon the third annual assessment and the deferred vesting conditions are satisfied, the share options granted may be exercised at any time after the third exercise period (i.e., after 36 months from the Grant Date), and the vesting proportion is the remaining unvested share options after excluding the expired share options.

If the vesting conditions are not met by the Grantee, the unvested share options granted to such Grantee would lapse. Subject to the vesting schedule, the share options are exercisable within a period of five years commencing from the 2020 Grant Date.

During the Reporting Period, a total of 2,807,039 share options were lapsed or cancelled under the 2019 Share Option Scheme. 9,043,461 Share options were outstanding as at the end of the period.

Details of the 2019 Share Option Scheme and the share options granted are set out in the circular of the Company dated June 13, 2019, the announcements dated July 9, 2019 and July 9, 2020 and the circular dated April 15, 2021.

Share options Exercised and Issued Shares

As mentioned above, no share options granted by the Company were exercised during the Reporting Period.

PROFIT SHARING PLAN

The Profit Sharing Scheme, which was adopted on July 5, 2019 by the Company, and the Share Option Scheme together form the Company's long-term incentive scheme (which cannot be participated at the same time).

The Profit Sharing Scheme aims to attract, retain and provide incentives to key employees of the Company, including equipment supervisors, engineers, IT, business and grassroots managers or special contributors. The plan was started in 2019, if the annual actual profit reaches the profit target, the base bonus will be paid, and the portion exceeding the annual profit target will be allocated in a certain proportion. When the external business environment changes significantly, the Board will determine and adjust the implementation conditions of the Profit Sharing Scheme according to the actual situation. The sharing amount depends on the comprehensive coefficient of personal performance and company performance and is distributed proportionally in three years. Through the above plans, the Company wishes to provide employees with opportunities to share the Company's development dividends, and their personal interests are closely linked to the Company's performance to enhance the value of the Company.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the manufacturing and sales of tire products in the PRC and other global markets. The analysis of the Group's principal business for the year ended December 31, 2022 is set out in note 1 to the consolidated financial statements.

RESULTS

The financial results of the Group for the year ended December 31, 2022 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 109 to 110 of this annual report.

FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK$0.2 per ordinary share before tax for the year ended December 31, 2022. The final dividend is subject to the approval of the shareholders of the Company at the annual general meeting to be held on May 22, 2023 (the "**AGM**") and will be paid around June 12, 2023 to the Shareholders whose names appear on the register of members of the Company on May 31, 2023.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (the "**EIT Law**"), the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China, and the Notice of the State Administration of Taxation on Issues Concerning the Determination of Chinese-Controlled Enterprises Registered Overseas as Resident Enterprises on the Basis of De Facto Management Bodies, the Company is required to withhold 10% enterprise income tax when it distributes the final dividend to its non-resident enterprise shareholders, and the withholding and payment obligation lies with the Company. In respect of all shareholders whose names appear on the Company's register of members as at the record date for determination of entitlement to the final dividend who are not individuals (including HKSCC Nominees Limited ("**HKSCC**"), other corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-resident enterprise shareholders), the Company will distribute the final dividend after deducting enterprise income tax of 10%. The Company will not withhold and pay the enterprise/individual income tax for all PRC resident enterprise, exempted institution and natural person Shareholders whose names appear on the register of members of the Company on the record date for determination of entitlement to the final dividend.

If any resident enterprise (as defined in the Enterprise Income Tax Law) listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it shall lodge with Computershare Hong Kong Investor Services Limited documents from its governing tax authority confirming that the Company is not required to withhold and pay enterprise income tax in respect of the dividend that it is entitled before 4:30 p.m. on May 25, 2023.

If you wish to change your shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will withhold and pay the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the laws and the requirements of the relevant government departments and based on the register of members of the Company on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax.

CLOSURE OF REGISTER OF MEMBERS

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

Subject to the approval of the Shareholders at the AGM, the proposed final dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Wednesday, May 31, 2023, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Monday, May 29, 2023 to Wednesday, May 31, 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. 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, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 25, 2023.

DIVIDEND POLICY

The Company has adopted a dividend policy (the "**Dividend Policy**"). The Board shall consider the following factors before declaring or recommending dividends:

- the Company's actual and expected financial performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;
- the Group's liquidity position;
- general economic conditions, business cycle of the Group's business and internal or external factors that may have an impact on the business, financial results and position of the Company; and
- other factors that the Board deems relevant.

The payment of dividend is also subject to any restrictions under the applicable laws and the articles of association of the Company (the "**Articles of Association**").

As stated in the prospectus of the Company dated September 24, 2018 (the "**Prospectus**"), the Group intends to pay dividends of not less than 20% of the future distributable net profit attributable to equity shareholders after the Listing. Going forward, the Group will continuously evaluate its dividend policy in light of its financial position and the prevailing economic environment.

BUSINESS REVIEW

1. Business Review of the Company

The Company is principally engaged in the R&D, manufacturing and sales of tires. It has three product categories, namely All Steel Radial Tires, Semi-Steel Radial Tires and Bias Tires, covering passenger, commercial, industrial, agricultural and some special vehicle tires. The Company pursues the core strategies of cost leadership, efficiency driven, differentiated competition and global operation, focuses on improving the industrial ecological chain, and responds to the ever-changing needs of customers in a systematic, professional and rapid manner to create value for customers. Prinx Chengshan is a green development enterprise that attaches importance to safety, environmental protection, integrity, win-win and bears a strong sense of social responsibility.

For further details, please refer to related contents in this section and "Business Review and Outlook" in the section headed "Management Discussion and Analysis" in this annual report. Substantially all of the Group's revenue was from sale of tires. The following table sets forth a summary of financial ratios for indicated periods and dates:

	Year ended December 31,				
Financial Indicators	**2022**	**2021**	**2020**	**2019**	**2018**
Revenue growth rate (1)	8.2%	20.0%	12.4%	7.4%	7.6%
Net profit increase rate (2)	42.5%	-54.3%	26.1%	0.2%	175.7%
Gross profit margin (3)	14.3%	13.8%	22.3%	19.2%	19.3%
EBIT margin (4)	5.2%	3.6%	11.0%	9.7%	10.9%
Net profit margin (5)	4.8%	3.7%	9.6%	8.6%	9.2%
Return on equity (6)	9.4%	7.2%	16.8%	14.9%	20.6%
Return on total assets (7)	4.1%	3.3%	9.1%	8.7%	10.4%
Gearing ratio (8)	55.4%	56.9%	49.5%	41.4%	42.1%
Trade receivables turnover days (9)	61	67	67	63	68
Inventory turnover days (10)	73	70	65	58	59

Notes:

(1) Revenue growth rate = (revenue for the period/revenue for the previous period-1) * 100%;

(2) Net profit increase rate = (net profit for the period/net profit for the previous period-1) * 100%;

(3) Gross profit margin = (gross profit for the period/revenue for the period) * 100%;

(4) EBIT margin = (profit before net finance costs and income tax expenses for the period/revenue for the period) * 100%;

(5) Net profit margin = (net profit for the period/revenue for the period) * 100%;

(6) Return on equity = (profit attributable to shareholders for the period/average equity attributable to shareholders of the Company at the beginning and the end of the period) * 100%;

(7) Return on total assets = (net profit for the period/average total assets at the beginning and the end of the period) * 100%;

(8) Asset-liability ratio = (total liabilities/total assets) * 100%;

(9) Trade receivables turnover days = (C total trade receivables at the beginning of the period + total trade receivables at the end of the period)/2/revenue for the period * 365 days; and

(10) Inventory turnover days = (C total inventory at the beginning of the period + total inventory at the end of the period)/2/cost of sales for the period * 365 days.

The Company selects representative financial indicators in terms of profitability, operational capability and solvency to analyse the Company's growth capability. The Company's financial indicators were stable, of which revenue increased by approximately 8.2% year-on-year and net profit increased by approximately 42.5% year-on-year in 2022. In 2022, the Company recorded profit before income tax of approximately RMB354.7 million, representing a year-on-year increase of approximately 33.4%. The increase in profitability was mainly due to the improvement of the overall profitability of the Company as a result of the release of production capacity of Prinx Thailand. The gearing ratio of the Company as at December 31, 2022 decreased by approximately 1.5 ppt year-on-year, which was mainly due to the improvement of profitability of the Company. While progressively expanding production capacity, the Company has maintained sufficient liquidity and strong solvency. The Company's trade receivables turnover days in 2022 were approximately 61 days, representing a decrease of 6 days as compared to that of 2021. The inventory turnover days were around 73 days, representing an increase of 3 days as compared to that of 2021, which was due to the increase in the proportion of business of Prinx Thailand, whose inventory turnover days were higher than that of Prinx Shandong. In view of the above, the Company has relatively high competitiveness and strong capability for operation and management and can continue to create value for Shareholders.

2. Development Strategies of the Company

(1) Planning of the Company

1. With the vision and mission of "leading tire innovation, contributing to smart travel and sustainable development, and achieving a better life", the Group firmly implements the four core development strategies of "cost leadership, efficiency driven, differentiated competition, and global operation", grasps the development trend of the industry, and is committed to improving the innovation ability and core competitiveness of the enterprise, so as to promote smart travel and sustainable development.

2. The Group has formulated a medium-and-long term plan for steady and long-term development. Through the realisation of strategic objectives, the Company will return to the leading position in the domestic industry, build a world-class tire manufacturer, and achieve technology-led tire innovation.

3. The Group is customer-centric, market-oriented, with sales target as an evaluation tool, and builds itself into a world-class tire manufacturer by focusing on the six strategic dimensions of marketing, R&D, manufacturing, team, system and mode. The Group strives for the coordination of the entire value chain including procurement, supply chain, finance, manufacturing, quality, R&D and market to support high-quality corporate development.

4. The Group consolidates the construction of three talent teams, namely management, R&D and production, and cultivates a corporate culture based on the core values of "customer first, responsibility, professionalism, innovation and openness".

5. The Group pursues a multi-brand strategy, strives to achieve the internationalisation and localization and differentiates the development of its four major brands under the Group, namely Prinx, Chengshan, Austone and Fortune, to enhance the brand competitiveness based on core products, and to help each user explore a better life with new manufacturing intelligence and perceptible technology.

6. Based on the enhancement of core R&D capabilities by the Company's multi-scale tire full life cycle manufacturing innovation centre, the Group continuously improves its technology value-added services to form a competitive advantage in the market.

7. The Group is actively building the CS-LEAD model of "Construction (a two-level management and control system that matches the strategy), System Building Team, Learning Organization, Excellence Engineer Culture, Assessment & Inspiring and Dual Development channel", to achieve the goal of broadening the channels of employee growth, paying attention to the employee happiness index of, and becoming an enterprise that employees feel happy, welcomed by customers and respected by the society.

(2) Opportunities of the Company

1. The increase in vehicle ownership in the PRC, coupled with the regulation of the production order of the industry by the introduction of relevant national policies such as the adjustment of industrial structure and the optimisation of industrial layout, has driven the development of the tire industry and brought opportunities for the development of the Company.

2. RCEP (Regional Comprehensive Economic Partnership) has brought development opportunities to the PRC tire market, and enhanced the competitiveness of the tire-related industrial chains.

3. Under the background of "Carbon Peak, Carbon Neutrality", the Company has continued to promote low-carbon energy structure, intelligent manufacturing and digital transformation in recent years, laying a foundation for the Company to achieve low-carbon transformation and high-quality development.

4. The Company's management system is improving, the management team is relatively stable, and the personnel structure tends to be reasonable, laying a good human resources foundation for the development of the Company.

5. The reasonable capital structure, sufficient cash flow and stable financial position of the Company provide good financial conditions for leapfrog development.

6. With the layout of sales companies in Europe, America and production bases in Thailand, the Company has basically formed a global production and operation pattern, and is more confident to cope with the challenges brought by the changes in the international situation.

7. With the in-depth cooperation model of manufacturers and the development of tire leasing business, the Company further approached the market and customers, enhanced the Company's ability to respond quickly to customer needs, and provided customers with faster and more valuable services.

3. Environmental Policies and Performance of the Company

The Group complies with various environmental laws and regulations. Hazardous materials involved in the production process are stored, used and disposed of in accordance with regulatory requirements. The waste water, waste gas and other pollutants generated during the production process of the Group are in compliance with national emission standards and disposal requirements. Hazardous waste is stored and disposed of in accordance with regulatory requirements. The Company has established the Environmental Compliance Obligation Identification Management Procedures and the Environmental Information Exchange Management Procedures to receive national and local policies and regulations on environmental protection and take corresponding actions.

4. **Future Prospects**

The outlook of the Group is set forth in the section headed "Management Discussion and Analysis" of this annual report.

5. **Risks and Uncertainties and Compliance with Relevant Laws and Regulations**

A description of the principal risks and uncertainties that the Group may be facing and compliance with the relevant laws and regulation are contained in the section headed "Management Discussion and Analysis" of this annual report.

FINANCIAL HIGHLIGHTS

A summary of the consolidated statement of profit or loss and the consolidated assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 4 to 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

Major customers

For the year ended December 31, 2022, the transaction amounts attributable to the Group's top five customers accounted for approximately 17.8% (2021: 21.2%) of the Group's total revenue, while the transaction amounts attributable to the Group's single largest customer accounted for approximately 9.1% (2021: 8.1%) of the Group's total revenue.

Major Suppliers

For the year ended December 31, 2022, the transaction amounts attributable to the Group's top five suppliers accounted for approximately 23.7% (2021: 24.5%) of the Group's total purchases, while the transaction amounts attributable to the Group's single largest supplier accounted for approximately 10.3% (2021:9.6%) of the Group's total purchases.

During the Reporting Period, save as disclosed in note 36 to the consolidated financial statements, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors own more than 5% of the number of issued shares of the Company) was interested in the top five customers or suppliers of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 25 to the consolidated financial statements.

RESERVE

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in notes 27 and 38 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at December 31, 2022, the Company's reserves available for distribution amounted to approximately RMB2,215.3 million (as at December 31, 2021: approximately RMB2,211.0 million).

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at December 31, 2022 are set out in note 28 to the consolidated financial statements.

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are as follows:

Executive Directors:

Che Baozhen
Shi Futao
Cao Xueyu

Non-executive Directors:

Che Hongzhi
Wang Lei
Shao Quanfeng

Independent Non-executive Directors:

Zhang Xuehuo
Choi Tze Kit Sammy
Wang Chuansheng

In accordance with Article 108 of the Articles of Association, Ms. Cao Xueyu, Mr. Shao Quanfeng and Mr. Wang Chuansheng shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

A circular setting out, among other things, details of the Directors subject to rotation and re-election at the AGM will be dispatched to the Shareholders in due course.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 45 to 52 of this annual report.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of the independent non-executive Directors are independent for the year ended December 31, 2022.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). For details of the service contracts and the appointment letters of each of the Directors, please refer to the section headed "Corporate Governance Report" in this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 36 to the consolidated financial statements, no Director (or entity connected with any of the Directors) had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, any of its subsidiaries or fellow subsidiaries was a party during the Reporting Period and up to the date of this annual report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period and up to the date of this annual report.

EMOLUMENT POLICY

The primary duties of the Nomination and Remuneration committee of the Company are to make recommendations to the Board on the appointment of the Directors, the management of the Board's succession, the overall remuneration policy and structure relating to all the Directors and senior management of the Group, review performance based remuneration and ensure none of the Directors determine their own remuneration.

In determining the remuneration of Directors and senior management, the Board takes into consideration the remuneration level of comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group, individual performance of each Director and the Company's performance.

Details of the emoluments of the Directors and the five highest paid individuals during the Reporting Period are set out in note 10 to the consolidated financial statements.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 10 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report relating to the "Share Option Scheme", no equity-linked agreements were entered into during the year or subsisted at the end of the year.

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of directors since the date of the 2022 interim report up to the date of this report which are required to be disclosed are set out below:

Name of Director	Details of changes
Choi Tze Kit Sammy	Mr. Choi ceased to be a committee member of the Professional Conduct Committee and the Investigation Panel of the HKICPA on December 31, 2022 and has become a member of the Branding and Communications Committee of the HKICPA since January 1, 2023.

Save as disclosed in this annual report in relation to "Directors" and above, there is no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules were as follows:

Name	Capacity/ nature of interest	Number of Shares	Long/short position	Shareholding in the Company Approximate percentage
Mr. Che Hongzhi	Interest of spouse	441,859,500 *(Note 1)*	Long position	69.43%
Mr. Che Baozhen	Interest of controlled corporation	441,859,500 *(Note 2)*	Long position	69.43%
	Beneficial owner	580,000 *(Note 3)*	Long position	0.09%
Mr. Shi Futao	Beneficial owner	5,664,000 *(Note 4)*	Long position	0.89%
Ms. Cao Xueyu	Beneficial owner	773,000 *(Note 5)*	Long position	0.12%

Notes:

(1) Mr. Che Hongzhi is the spouse of Ms. Li Xiuxiang. As such, he is deemed to be interested in all the Shares in which Ms. Li Xiuxiang are interested.

(2) As at December 31, 2022, Mr. Che Baozhen directly owned 50% equity interest in Shanghai Chengzhan Information Technology Centre ("**Shanghai Chengzhan**"), which in turn owned 95% equity interest in Beijing Zhongmingxin Investment Co., Ltd. ("**Beijing Zhongmingxin**"), which in turn controlled 39.79% equity interest in Chengshan Group. As such, Mr. Che Baozhen, Shanghai Chengzhan and Beijing Zhongmingxin are deemed to be interested in the interests of Chengshan Group.

(3) As at December 31, 2022, Mr. Che Baozhen held interests in these Shares through the share options granted under the Share Option Scheme under physically settled equity derivatives.

(4) As at December 31, 2022, Mr. Shi Futao held interests in 5,512,000 Shares through the share options granted under the share option scheme under physically settled equity derivatives.

(5) As at December 31, 2022, Ms. Cao Xueyu held interests in 725,500 Shares through the share options granted under the Share Option Scheme under physically settled equity derivatives.

(6) The calculation is based on the total number of 636,440,000 Shares in issue as at December 31, 2022.

Save as disclosed above, as at December 31, 2022, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at any time for the year ended December 31, 2022 none of the Company or its subsidiaries was a party to any arrangement that would enable the Directors or the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at December 31, 2022, to the knowledge of the Directors, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO and recorded in the register of the Company required to be maintained pursuant to section 336 of the SFO:

Name	Capacity/nature of interest	Number of Shares	Long/short position	Shareholding in the Company Approximate percentage
Sinotruk (Hong Kong) Capital Holding Limited	Beneficial owner	61,400,000 *(Note 1)*	Long position	9.65%
Sinotruk (Hong Kong) International Investment Limited	Interest of controlled corporation	61,400,000 *(Note 1)*	Long position	9.65%
Sinotruk (Hong Kong) Limited	Interest of controlled corporation	61,400,000 *(Note 1)*	Long position	9.65%
Sinotruk (BVI) Limited	Interest of controlled corporation	61,400,000 *(Note 1)*	Long position	9.65%
China National Heavy Duty Truck Group Co., Ltd.	Interest of controlled corporation	61,400,000 *(Note 1)*	Long position	9.65%
Chengshan Group	Beneficial owner	441,859,500 *(Note 2)*	Long position	69.43%
Beijing Zhongmingxin	Interest of controlled corporation	441,859,500 *(Note 2)*	Long position	69.43%
Shanghai Chengzhan	Interest of controlled corporation	441,859,500 *(Note 2)*	Long position	69.43%
Ms. Li Xiuxiang	Interest of controlled corporation	441,859,500 *(Note 2)*	Long position	69.43%
Ms. Bi Wenjing	Interest of spouse	442,439,500 *(Note 3)*	Long position	69.52%

Notes:

(1) As at December 31, 2022, China National Heavy Duty Truck Group Co., Ltd. owned 100% of the interests of Sinotruk (BVI) Limited, which in turns held 51% of the issued share capital of Sinotruk (Hong Kong) Limited. Sinotruk (Hong Kong) Limited held 100% of the issued share capital of Sinotruk (Hong Kong) International Investment Limited, which in turn held 100% of the issued share capital of Sinotruk (Hong Kong) Capital Holding Limited, which in turn holds 61,400,000 shares of the Company. As such, China National Heavy Duty Truck Group Co., Ltd., Sinotruk (BVI) Limited, Sinotruk (Hong Kong) Limited and Sinotruk (Hong Kong) International Investment Limited are deemed to be interested in the 61,400,000 Shares held by Sinotruk (Hong Kong) Capital Holding Limited.

(2) As at December 31, 2022, Ms. Li Xiuxiang directly owned 50% of the equity interest in Shanghai Chengzhan, which owned 95% of the equity interest in Beijing Zhongmingxin, which in turns owned 39.79% of the equity interest in Chengshan Group. As such, Ms. Li Xiuxiang, Shanghai Chengzhan and Beijing Zhongmingxin are deemed to be interested in the interests in Chengshan Group.

(3) Ms. Bi Wenjing is the spouse of Mr. Che Baozhen. As such, she is deemed to be interested in all the Shares in which Mr. Che Baozhen is interested.

(4) The calculation is based on the total number of 636,440,000 Shares in issue as at December 31, 2022.

Save as disclosed above, as at December 31, 2022, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which fall to be disclosed under the Divisions 2 and 3 of Part XV of the SFO, or were required to be entered into the register referred to in section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

TAX RELIEF

Under the laws of the Cayman Islands, there is no tax imposed on individuals or corporations with respect to profits, income, gains or appreciations and there is no tax in the nature of inheritance tax or estate duty.

NON-COMPETITION UNDERTAKING

Chengshan Group, Mr. Che Hongzhi, the chairman of the Board and a non-executive Director of the Company, Ms. Li Xiuxiang, Mr. Che Baozhen, an executive Director and the chief executive officer of the Company, Ms. Bi Wenjing, Rongcheng Dongsheng Property Rental Company Limited* (榮成東晟房屋租賃有限公司), Beijing Zhongmingxin* (北京中銘信), 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), Rongcheng Haocheng Shareholding Investment Centre* (榮成浩成股權投資中心) and Beijing Baichuantong Consultant Company Limited* (北京百川通諮詢有限責任公司) ("**Beijing Baichuantong**") (the "**Deed of Non-Competition Parties**") as then controlling shareholders of the Company entered into a deed of non-competition ("**Deed of Non-Competition**") on September 10, 2018, pursuant to which the Deed of Non-Competition Parties have, irrevocably and unconditionally, undertaken to and covenanted with the Group during the control period that, he/it will not, and will procure his/its close associates (except any members of the Group) not to, directly or indirectly, either on his/its own account or in conjunction with or on behalf of any person, firm or corporation, among other things, engage, participate or hold interests in or otherwise be involved in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise) any business which competes or is likely to compete with the tire manufacturing business and tire sales business of our Company in the PRC.

Please refer to the section headed "Relationship with Controlling Shareholders" in the Prospectus for details of the Deed of Non-Competition.

* *For identification purpose only*

On June 19, 2019, Beijing Baichuantong transferred all of its 95% equity interest in Beijing Zhongmingxin to Shanghai Chengzhan. Upon completion of the transfer, each of Mr. Che Baozhen and Ms. Li Xiuxiang directly owns 50% equity interest in Shanghai Chengzhan, which in turn owns 95% equity interest in Beijing Zhongmingxin, which in turn owns 39.79% equity interest in Chengshan Group. Accordingly, Mr. Che Baozhen, Ms. Li Xiuxiang, Shanghai Chengzhan and Beijing Zhongmingxin are deemed to be interested in the interests of Chengshan Group. Beijing Baichuantong ceased to be a controlling shareholder of the Company. Shanghai Chengzhan replaced Beijing Baichuantong as a controlling shareholder of the Company. Shanghai Chengzhan is also a close associate of Mr. Che Baozhen and Ms. Li Xiuxiang as defined under the Deed of Non-competition.

The Company has received the annual confirmation from the signed Deed of Non-Competition Parties in respect of their compliance with the Deed of Non-Competition during the Reporting Period for disclosure in this annual report.

The independent non-executive Directors have reviewed the implementation of the Deed of Non-Competition during the Reporting Period based on the information and confirmation provided by or obtained from the controlling shareholders of the Company, and were satisfied that the controlling shareholders have complied with the Deed of Non-Competition.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, none of the Directors or their associates had any interest in any business which directly or indirectly compete or may compete with the businesses of the Group during the year ended December 31, 2022.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

Save as disclosed in the below sections headed "Related Party Transactions" and "Continuing Connected Transactions" and note 36 to the consolidated financial statements, none of controlling shareholders of the Company or any of their respective subsidiaries directly or indirectly had any material interest in any contract of significance to the business of the Group (including for the provision of services to the Group) to which the Company or any of its subsidiaries was a party for the year ended December 31, 2022.

DIVIDEND WAIVED OR AGREED TO BE WAIVED BY SHAREHOLDERS

For the year ended December 31, 2022, the Board confirms that no Shareholder has waived or agreed to waive any dividend.

RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 36 to the consolidated financial statements. Details of any related party transactions which constitute non-exempt continuing connected transactions under Chapter 14A of the Listing Rules are disclosed below, and other related party transactions (other than the purchase of water and electricity from Chengshan Group, which are fully exempt from the disclosure requirements under Chapter 14A of the Listing Rules) do not constitute connected transactions.

The Board confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above related party transactions.

CONTINUING CONNECTED TRANSACTIONS

For the year ended December 31, 2022, the Group had the following continuing connected transactions:

Name of relevant connected persons	Connected relationship with the Group	Nature of transactions	Annual cap for the year ended December 31, 2022 *(RMB'000)*	Actual transaction amount for the year ended December 31, 2022 *(RMB'000)*
Chengshan Group	Chengshan Group is the controlling Shareholder	Property Leasing	8,000	7,439
Rongcheng Chengshan Energy-Saving Services Co., Ltd. ("**Rongcheng Chengshan Energy-Saving Services**")	Rongcheng Chengshan Energy-Saving Services is a wholly-owned subsidiary of Chengshan Group, the controlling Shareholder	Energy management	5,000	4,838
Rongcheng Chengshan Properties Co., Ltd. ("**Rongcheng Chengshan Properties**")	Rongcheng Chengshan Properties is wholly owned by Chengshan Group, the controlling Shareholder	Property services	6,400	5,964

Leasing properties from Chengshan Group

On March 1, 2018, Prinx (Shandong) Tire entered into a property lease agreement with Chengshan Group in relation to the leasing of certain properties by the Group from Chengshan Group (the "**Property Lease Agreement**") for a term commencing from March 1, 2018 and ending on February 28, 2021.

As the original property lease agreement will expire on February 28, 2021, and the Group is expected to carry on the transactions contemplated thereunder upon its expiry, Prinx (Shandong) Tire entered into the 2021 property lease agreement ("**2021 Property Lease Agreement**") with Chengshan Group on December 18, 2020, to renew the corresponding transactions contemplated under the existing property lease agreement.The scope of properties leased remains the same as the original property lease agreement. The term of the agreement is 34 months from March 1, 2021 to December 31, 2023.

The proposed annual caps for the transactions contemplated under the 2021 Property Lease Agreement for the years ending December 31, 2021, 2022 and 2023 are RMB8.0 million, RMB8.0 million and RMB8.0 million, respectively. In arriving at the annual caps for the transactions contemplated under the 2021 Property Lease Agreement, the Directors have considered (i) the historical rental amounts paid by the Group to Chengshan Group under the existing property lease agreement; (ii) the estimated total leased area; and (iii) the prevailing market rate of comparable property units in the local community.

As the Group has historically leased from Chengshan Group certain properties as office space, dormitories and staff canteen, it is in the interests of the Group in terms of cost, time and stability to enter into the 2021 Property Lease Agreement. The Directors consider it would be beneficial to renew the existing property lease agreement so long as the relevant rental fees and other terms are favourable to the Group, in order to avoid unnecessary disturbance to the Group's operations.

Pursuant to the Property Leasing Agreement, Prinx (Shandong) Tire has leased from Chengshan Group (i) part of the office units located at No. 98 Nanshan North Road, Rongcheng City, Shandong Province, the PRC, with a total area of 6,988.92 sq.m as office premises; (ii) Nos.49–53 and 55 Guotai Community, Rongcheng City, Shandong Province, the PRC with a total area of 11,597.92 sq.m as dormitories; and (iii) No. 56 Guotai Community, Rongcheng City, Shandong Province, the PRC with a total area 3,124.65 sq.m as staff canteen.

The Group will continue to lease the properties from Chengshan Group through the transactions contemplated under the Property Lease Agreement. Therefore, the Directors (including the independent non-executive Directors) are of the view that it is beneficial to the Company for the Group to continue the transactions under the Property Lease Agreement for the year ended December 31, 2022, and in respect of the rent amount, the annual cap for such continuing connected transactions for the year ended December 31, 2022 was RMB8.0 million, and the actual transaction amount for the year was approximately RMB7.4 million.

Purchasing property services from Rongcheng Chengshan Properties

On January 5, 2018, Prinx (Shandong) Tire entered into a property services agreement with Rongcheng Chengshan Properties in respect of Rongcheng Chengshan Properties providing certain property services to the Group (the "**Property Services Agreement**") for a term commencing on January 1, 2018 and ending on December 31, 2020.

As the original property services agreement will expire on December 31, 2020, and the Group is expected to carry on the transactions contemplated thereunder upon its expiry, Prinx (Shandong) Tire entered into the 2021 property services agreement ("**2021 Property Services Agreement**") with Rongcheng Chengshan Properties on December 18, 2020, to renew the corresponding transactions contemplated under the existing property services agreement. The provision of services includes control of access to facilities, security, management of vehicles, cleaning, gardening, conference room management and repair and maintenance of common area and shared facilities. The term of the agreement is 3 years from January 1, 2021 to December 31, 2023.

The proposed annual caps for the transactions contemplated under the 2021 Property Services Agreement for the years ending December 31, 2021, 2022 and 2023 are RMB6.4 million, RMB6.4 million and RMB6.4 million, respectively. The above annual caps are arrived at based on (i) the historical amounts paid by the Group to Chengshan Group under the existing property services agreement; (ii) the new scope of services and management area that Chengshan Group is engaged by the Group for; and (iii) the prevailing market rates for similar services in the PRC.

The principal business of Chengshan Group includes property management. The Board considers that the provision of property management services by Chengshan Group helps to promote good property management service quality. The arrangement with Chengshan Group has been in place for a number of years, therefore so long as the relevant fees and other terms are favourable to the Group, in order to avoid unnecessary disturbance to the Group's operations, the Directors consider it would be beneficial to renew the existing property services agreement.

Pursuant to the Property Services Agreement, Rongcheng Chengshan Properties will provide Prinx (Shandong) Tire with services including control of access to facilities, security, management of vehicles, cleaning, gardening, repair and maintenance of common area and shared facilities, etc.

The Group will continue to purchase property services from Rongcheng Chengshan Properties through the transactions contemplated under the Property Services Agreement. Rongcheng Chengshan Properties has extensive professional experience and abundant labour resources for providing comprehensive property services. Therefore, the Directors (including the independent non-executive Directors) are of the view that it is beneficial to the Company for the Group to continue the transactions under the Property Services Agreements for the year ended December 31, 2022, and in respect of the purchase amount, the annual cap for such continuing connected transactions for the year ended December 31, 2022 was RMB6.4 million and the actual transaction amount for the year ended December 31, 2022 was approximately RMB6.0 million.

Purchasing Energy-saving Services from Rongcheng Chengshan Energy-Saving Services

On March 28, 2018, Prinx (Shandong) Tire entered into an energy management framework agreement with Rongcheng Chengshan Energy-Saving Services (the "**Energy Management Framework Agreement**"), for a period from March 28, 2018 until December 31, 2020.

As the original energy management framework agreement (as amended by the supplemental agreement) will expire on December 31, 2020, and the Group is expected to carry on the transactions contemplated thereunder upon its expiry, Prinx (Shandong) Tire entered into the 2021 energy management framework agreement ("**2021 Energy Management Framework Agreement**") with Rongcheng Chengshan Energy-Saving Services on December 18, 2020, to renew the corresponding transactions contemplated under the existing energy management framework agreement. The scope of energy management services provided remains the same as the original energy management framework agreement. The term of the agreement is 3 years from January 1, 2021 to December 31, 2023.

The proposed annual caps for the transactions contemplated under the 2021 Energy Management Framework Agreement for the years ending December 31, 2021, 2022 and 2023 are RMB5.0 million, RMB5.0 million and RMB5.0 million, respectively. The term of the agreement is 3 years from January 1, 2021 to December 31, 2023.

During the implementation of energy-saving services, the parties unanimously agreed upon on-site measurement and technical exchanges that if Rongcheng Chengshan Energy-Saving carried out energy-saving renovation on the energy system of Prinx (Shandong) Tire, Prinx (Shandong) Tire will generate huge energy-saving benefits. The arrangement with Chengshan Group has been in place for a number of years and will achieve the goal of reducing Prinx (Shandong) Tire's electricity consumption cost, while ensuring the smooth running of the energy-saving renovation project. As such, the Directors consider it would be beneficial to renew the existing energy management framework agreement.

The proposed annual caps for the transactions contemplated under the 2021 Energy Management Framework Agreement for the years ending December 31, 2021, 2022 and 2023 are RMB5.0 million, RMB5.0 million and RMB5.0 million, respectively. The above annual caps are arrived at based on (i) the historical amounts paid by the Group to Chengshan Group under the existing energy management framework agreement; (ii) the expected energy-saving efficiency measures under the 2021 Energy Management Framework Agreement; (iii) the expected energy-saving renovation projects of Prinx (Shandong) Tire; and (iv) following arm's length negotiations between Rongcheng Chengshan Energy-Saving Services and Prinx (Shandong) Tire, with reference to previous prices and on the principle of fairness.

Pursuant to the Supplemental Agreement, Rongcheng Chengshan Energy-Saving Services may from time to time provide energy-saving services to the Group according to Energy Management Framework Agreement. In addition, the parties plan to add another energy-saving renovation project and provide special energy-saving services, mainly including energy-saving renovation of air compressor system, water pump system and motor system in the existing energy system, all of which will be replaced by new energy-saving equipment.

The Group will continue to purchase Energy-saving Services from Rongcheng Chengshan Energy-Saving Services through the transactions contemplated under the Energy Management Framework Agreement. Prinx (Shandong) Tire will be able to pay the investment cost of its energy conversation projects out of energy saving revenue, and therefore ease pressure on internal capital resources. Therefore, the Directors (including the independent non-executive Directors) are of the view that it is beneficial to the Company for the Group to continue the transactions under the Energy Management Framework Agreement for the year ended December 31, 2022, and in respect of the purchase amount, the revised cap for such continuing connected transactions for the year ended December 31, 2022 was RMB5.0 million and the actual transaction amount for the year ended December 31, 2022 was approximately RMB4.8 million.

For the 2021 Property Services Agreement and 2021 Energy Management Framework Agreement, as one or more of the applicable percentage ratios for the annual caps contemplated under each of the agreements exceed 0.1% but all of which are less than 5%, the transactions contemplated thereunder are subject to the reporting and announcement requirements but exempt from the independent shareholder approval requirement under Rule 14A.76 (2) of the Listing Rules.

For the 2021 Property Lease Agreement, the transaction under the 2021 Property Lease Agreement is regarded as an acquisition of asset under Rule 14.04 (1) (a) of the Listing Rules. The value of the right-of-use asset recognised under the 2021 Property Lease Agreement is approximately RMB21.2 million. As the highest percentage ratio is more than 0.1% but less than 5%, the transaction is classified as a one-off connected transaction and is subject to announcement and reporting requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Board (including the independent non-executive Directors) considers that the 2021 Property Services Agreement, 2021 Energy Management Framework Agreement and 2021 Property Lease Agreement ("**2021 Agreements**") are entered into in the Group's ordinary course of business, and the terms of the 2021 Agreements and the annual caps thereunder are on normal commercial terms or better and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

For details of the renewal of the continuing connected transaction agreements due to expire in 2020 and 2021, please refer to the announcements published by the Company on December 18, 2020 and December 30, 2020.

For the details of the above continuing connected transactions, including specific pricing terms or procedures under each agreement and material data about pricing policies and guidance, please refer to the section headed "Continuing Connected Transactions" in the Prospectus and the announcement published by the Company on December 18, 2020. During the Reporting Period, the Group followed these pricing policies and guidance in respect of the values and transaction terms under which continuing connected transactions were entered into.

During the Reporting Period, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

(i) in the ordinary and usual course of business of the Group;

(ii) on normal or better commercial terms; and

(iii) in accordance with the agreements for such transactions, the terms of which are fair and reasonable, and are in the interest of the Shareholders as a whole.

The Directors confirm that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of all of its continuing connected transactions and has followed the policies and guidelines as set out in the relevant connected transaction announcements and circulars when determining the price and terms of the continuing connected transactions during the Reporting Period.

The Company's auditor was engaged to report on the Group's non-exempt continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practise Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above.

The Directors confirm that the auditors have confirmed the matters set out in Rule 14A.56 of the Listing Rules.

Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which are required to be disclosed in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

SANCTIONED BUSINESS ACTIVITIES

During the year ended December 31, 2022, the Company had fulfilled its undertakings to the Stock Exchange in relation to conducting business with countries subject to laws and regulations relating to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, enforced and enforced by the U.S. government, the European Union and its member states, the United Nations or the Government of Australia. Details of the Company's undertakings are set out in the section headed "Business — Business Activities in Countries subject to International Sanctions — Our undertakings and internal control procedures" in the Prospectus.

During the Reporting Period, no business had been taken place between the Group and the countries subject to international sanctions.

CHARITABLE DONATIONS

During the Reporting Period, charitable and other donations of approximately RMB242,672 was made by the Group (2021: nil).

MATERIAL LEGAL PROCEEDINGS

For the year ended December 31, 2022, the Company were not involved in any material legal proceeding or arbitration. To the best knowledge of the Directors, there is no material legal proceeding or claim which is pending or threatened against the Company.

PERMITTED INDEMNITY PROVISIONS

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

Pursuant to the Articles of Association, the Directors, managing directors, alternate Directors, auditors, secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty. Such person shall not be liable to account to any of them for the acts, receipts, neglects or defaults of any other of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own fraud, dishonesty or recklessness. To indemnify the Company and/or the Directors (and/or other officers) named for this purpose against any loss, damage, liability and claim which they may suffer or sustain in connexion with any breach by any Director (and/or other officers) or any of them of their duties to the Company, the Company may make a payment of insurance premium or other moneys for maintaining insurance, bonds or other instruments for the benefit of the Company or the Directors (and/or other officers) or any of them.

Controlling Shareholder's Specific Performance Obligations under the Financing Agreement

On March 17, 2020, Prinx Thailand (as the borrower) and Bank of China (Hong Kong) Limited, Bank of China (Thai) Public Company Limited and The Hong Kong and Shanghai Banking Corporation Limited, Bangkok Branch (the "**Lenders**", as mandated lead arrangers and original lenders) entered into a facility agreement (the "**Agreement**") relating to US $90 million facility with a term of four years after the date of the Agreement.

Under the Agreement, Prinx Thailand shall procure that:

(a) Mr. Che Baozhen, Mr. Che Hongzhi and Ms. Li Xiuxiang (the "**Controlling Shareholders**") remain as the single largest shareholder of the Company; and

(b) The Controlling Shareholders shall maintain management control over the Company.

Upon breach of the specific performance obligations, the Lenders will, among other things, have the power to cancel the commitments under the Agreement and declare all outstanding loan together with accrued interest, all other amounts accrued under the Agreement, and other finance documents immediately due and payable.

The details of the loan agreement with specific performance covenants are set out in the announcement issued by the Company on March 17, 2020.

The relevant parties entered into an amendment and restatement agreement to amend and restate the Agreement (the "**Amended Agreement**") on July 3, 2021, pursuant to which the aggregate amount of the facility will increase from US $90 million to US $170 million. The term of the facility under the Agreement as amended by the Amended Agreement remains unchanged (i.e. four years after the date of the Agreement).

Save as disclosed above, there are no other material changes to the terms and conditions of the Agreement. As at the date of this report, the Controlling Shareholders directly and indirectly beneficially own 69.43% of the total issued share capital of the Company.

The details of the Amended Agreement are set out in the announcement issued by the Company on July 7, 2021.

SUBSEQUENT EVENTS

Details of other significant events after the balance sheet date are set out in note 37 to the consolidated financial statements.

AUDIT COMMITTEE

The audit committee of the Company has, together with the management and the external auditor of the Company, reviewed the accounting principles and practises adopted by the Group and the audited consolidated financial statements for the year ended December 31, 2022.

CORPORATE GOVERNANCE CODE

The Company is committed to maintaining a high level of corporate governance practises. Information on the corporate governance practises adopted by the Company is set out in the Corporate Governance Report on pages 82 to 103 of this annual report.

PUBLIC FLOAT

Based on the information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at any time during the Reporting Period and up to the date of this annual report.

AUDITOR

PricewaterhouseCoopers has been appointed as auditor for the year ended December 31, 2022. PricewaterhouseCoopers has audited the accompanying financial statements, which were prepared in accordance with the HKFRSs.

PricewaterhouseCoopers is subject to retirement and, being eligible, offers itself for re-appointment at the forthcoming AGM. A resolution for the re-appointment of PricewaterhouseCoopers as auditor will be proposed at the AGM.

By order of the Board
Chairman and Non-executive Director
Che Hongzhi

Hong Kong, 31 March 2023

Corporate Governance Report

The Board is pleased to present the corporate governance report of the Company for the year ended December 31, 2022.

CORPORATE GOVERNANCE PRACTISES

The Group is committed to maintaining a high level of corporate governance through an effective board, segregation of duties with clear accountability, sound internal control, appropriate risk assessment procedures and transparency to all the Shareholders, to safeguard the interests of its Shareholders and enhance its value and accountability. The Company has adopted the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules as its own code of corporate governance. The Company has been in compliance with the applicable code provisions under Part II of the CG Code for the year ended December 31, 2022. The Company will continue to review and monitor its corporate governance practises in order to ensure the compliance with the CG Code.

THE BOARD

Responsibility

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees, including the Audit Committee (the "**Audit Committee**"), the Nomination and Remuneration Committee (the "**Nomination and Remuneration Committee**"), the Development Strategy and Risk Management Committee (the "**Development Strategy and Risk Management Committee**") (collectively, the "**Board Committees**"). The Board has delegated to these Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate insurance coverage in respect of liability arising from legal action against its Directors, and will conduct annual review on such insurance coverage.

BOARD COMPOSITION

As at the date of this annual report, the Board comprised three executive Directors, three non-executive Directors and three independent non-executive Directors as set out below:

Executive Directors:

Che Baozhen *(Chief Executive Officer)*
Shi Futao
Cao Xueyu

Non-executive Directors:

Che Hongzhi *(Chairman)*
Wang Lei
Shao Quanfeng

Independent Non-executive Directors:

Zhang Xuehuo
Choi Tze Kit Sammy
Wang Chuansheng

The biographies of the Directors are set out in section headed "Directors and Senior Management" in this annual report.

For the year ended December 31, 2022, the Board had met the requirements of Rules 3.10 (1) and 3.10 (2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive Directors representing at least one-third of the Board. Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Save as disclosed in the biographies of the Directors as set out in the section headed "Directors and Senior Management" of this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Director or chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and expertise to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee and the Nomination and Remuneration Committee.

As regards the code provision under the CG Code requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statues, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

During the Reporting Period, all current Directors had received relevant training on corporate governance and regulatory issues, and provided their training records. In view of the above, the Company considers that all Directors have complied with the code provision C.1.4 of the CG Code.

A summary of the continuous professional development activities relating to the business of the Group participated by the Directors during the year ended December 31, 2022 is as follows:

Name of Director	Training form	Training Content
Executive Directors		
Che Baozhen	Meetings/seminars/training sessions	Laws and Regulations/Corporate Governance/Corporate Operation/Industry-related
Shi Futao	Meetings/seminars/training sessions	Laws and Regulations/Corporate Governance/Industry-related/Capital Market
Cao Xueyu	Meetings/seminars/training sessions	Laws and Regulations/Corporate Governance/Accounting
Non-executive Directors		
Che Hongzhi	Meetings/seminars/training sessions	Industry-related/Laws and Regulations/Corporate Governance
Wang Lei	Meetings/seminars/training sessions	Industry-related/Laws and Regulations/Corporate Governance
Shao Quanfeng	Meetings/seminars/training sessions	Industry-related/Laws and Regulations/Corporate Governance
Independent Non-executive Directors		
Zhang Xuehuo	Meetings/seminars/training sessions	Industry-related/Laws and Regulations/Capital Market
Choi Tze Kit Sammy	Meetings/seminars/training sessions	Laws and Regulations/Corporate Governance/Accounting/Taxation
Wang Chuansheng	Meetings/seminars/training sessions	Industry-related/Laws and Regulations

The Company encourages continuous professional development training for all the Directors to develop and refresh their knowledge and skills. The company secretary of the Company updates and provides the Directors with written training materials in relation to their roles, functions and duties from time to time.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of chairman of the Board and chief executive officer should be separate and should not be performed by the same individual.

The chairman of the Board (the "**Chairman**") and the chief executive officer of the Company (the "**Chief Executive Officer**") are currently two separate positions held by Mr. Che Hongzhi and Mr. Che Baozhen, respectively, with clear distinction in responsibilities. The Chairman is responsible for providing strategic advice and guidance on the development of the Group, while the Chief Executive Officer is responsible for the day-to-day operations of the Group.

Mr. Che Baozhen, the Chief Executive Officer, is the son of Mr. Che Hongzhi, the Chairman.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a specific term of three years, subject to termination as provided in the service contract, which shall be automatically renewed upon expiry.

Each of the non-executive Directors of the Company has entered into a letter of appointment with the Company for a term of three years, subject to termination as provided in the service contract, which shall automatically renewed upon expiry.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year commencing from September 10, 2022, subject to termination as provided in the service contract, which shall be automatically renewed upon expiry.

None of the Directors has a service contract with the Group which is not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

The Directors are subject to retirement by rotation and re-election at each annual general meeting of the Company in accordance with Articles 108 and 112 of the Articles of Association. Directors appointed by the Board as an addition to the Board or to fill a casual vacancy on the Board are subject to re-election by Shareholders at the first annual general meeting of the Company respectively after appointment. In addition, when an independent non-executive Director proposed for re-election has served the Company for more than nine years, his/her re-election will be subject to a separate resolution to be approved at the annual general meeting.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination and Remuneration Committee is responsible for reviewing the Board composition, and for making recommendations to the Board on the appointment, re-election and succession planning of Directors.

For details of the Directors who will retire from office by rotation and offer themselves for re-election at the AGM, please refer to the section headed "Report of the Directors" in this annual report.

BOARD MEETINGS

The Company adopts the practise of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying Board papers are dispatched to the Directors or committee members at least three days before the Board meetings or Board committee meetings to ensure that the Directors have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings should be kept by the Company Secretary with copies circulated to all Directors for their information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail on the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draught minutes of each Board meeting and Board Committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of Board meetings are open for inspection by all Directors.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiries have been made to all the Directors and each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code for the year ended December 31, 2022.

The Company's employees, who are likely to be in possession of inside information of the Company, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the Company's relevant employees was noted by the Company during the year ended December 31, 2022.

DELEGATION BY THE BOARD

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense. Directors are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

CORPORATE GOVERNANCE FUNCTIONS

The Board confirmed that corporate governance is a collective responsibility of the Directors, whose corporate governance functions includes:

(a) review and monitor the Company's policies and practises in complying with legal and regulatory requirements;

(b) review and monitor the training and continuous professional development of the Directors and senior management;

(c) develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;

(d) develop and review the Company's corporate governance and practises, make recommendations and report on related issues to the Board;

(e) review the Company's compliance with the corporate governance and disclosures in the Corporate Governance Report; and

(f) review and monitor the Company's compliance with its whistleblowing policy.

BOARD COMMITTEES

AUDIT COMMITTEE

The Audit Committee consists of three members, namely Mr. Choi Tze Kit Sammy (Chairman), Mr. Wang Chuansheng and Mr. Zhang Xuehuo, all being independent non-executive Directors. The terms of reference of the Audit Committee are posted on the Stock Exchange's website and the Company's website. According to the terms of reference, the major duties of the Audit Committee are as follows:

1. make recommendations to the Board on the appointment, re-appointment and/or removal of the external auditor, and approve the remuneration and terms of engagement of the external auditor, and consider any questions of resignation or dismissal of that auditor;

2. monitor the integrity of financial statements, annual reports and accounts, interim reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;

3. oversee the Company's risk management, financial reporting system and internal control procedures;

4. oversee the Company's corporate governance functions, including review and monitor the Company's policies and practises on compliance with legal and regulatory requirements, and the training and continuous professional development of Directors and senior management; and

5. oversee the Company's continuing connected transactions, including holding meetings every six months to review the reports on continuing connected transactions.

The main work of the Audit Committee in 2022 was as follows:

- reviewed the report on 2022 audit plan;

- reviewed the 2021 annual financial report;

- reviewed the 2022 interim results report;

- discussed tax compliance matters;

- reviewed the Company's internal control over connected transactions and continuing connected transactions;

- discussed and reviewed the Company's 2022 internal audit reports and 2023 internal audit plan; and

- discussed and reviewed the internal control system of the Company.

The Audit Committee has reviewed the audited consolidated financial statements for the year ended December 31, 2022.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently comprises three members, including two independent non-executive Directors, namely Mr. Zhang Xuehuo (Chairman) and Mr. Choi Tze Kit Sammy, and an executive Director, Mr. Che Baozhen.

The terms of reference of the Nomination and Remuneration Committee are published on the Stock Exchange's website and the Company's website. According to the terms of reference, the major duties of the Nomination and Remuneration Committee are as follows:

1. review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

2. make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and establishing a formal and transparent procedure for developing remuneration policy;

3. review and approve the management's remuneration proposals with reference to the Board's goals and objectives;

4. make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, as the Board may direct;

5. make recommendations to the Board on the remuneration of non-executive Directors;

6. make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors in particular the chairman of the Board and the managing director;

7. identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorship;

8. consider salaries paid by comparable companies in the industry in which the Company operates, time commitment and responsibilities, and employment conditions elsewhere in the Group;

9. review and approve the compensation payable to executive Directors and senior management for any loss or termination of office or appointment in order to ensure that such compensation is consistent with the contractual terms and is otherwise fair and in line with market practise;

10. review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct in order to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate;

11. ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration;

12. review the policy of the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor, on expense reimbursements for the Directors and senior management;

13. assess the independence of independent non-executive Directors; and

14. review and/or approve matters relating to the share scheme as described in Chapter 17 of the Listing Rules.

The Company has adopted a nomination policy ("**Nomination Policy**"). Pursuant to the Nomination Policy, the Nomination and Remuneration Committee assesses, selects, and recommends candidates for directors to the Board on criteria such as credibility, success, and experience in the tire manufacturing industry, time available to be invested, benefits of sectors represented by the candidates, and the diversity the candidates will bring to the Board. The recommendations of the Nomination and Remuneration Committee will then be put to the Board for decision.

The main work of the Nomination and Remuneration Committee in 2022 was as follows:

- reviewed the structure, size and composition of the Board;
- reviewed the board diversity policy;
- reviewed the remuneration of the Directors and senior management for 2021 and made recommendations to the Board on adjustments;
- assessed the performance of executive Directors;
- reviewed the remuneration policy and structure of Directors and senior management of the Company in 2022;
- discussed and reviewed the remuneration of independent non-executive Directors and confirmed the terms of appointment contracts of independent non-executive Directors;
- discussed and reviewed the remuneration of non-executive Directors and confirmed the terms of service contracts of non-executive Directors;
- discussing and reviewing the appointment and remuneration of senior management;
- discussing and reviewing the organisational structure;
- discussed and reviewed the second grant under the 2021 Share Option Scheme of the Company;
- discussed and reviewed the resolution on resignation of joint company secretary of the Company;
- considered the re-election of the retiring Directors at the 2022 AGM; and
- reviewed whether there are independent non-executive directors who are or will be directors of seven or more companies.

The Group actively attracts, selects and cultivates senior management talents to facilitate the implementation of the global development strategy. By implementing international, professional and diversified talent recruitment, training, evaluation and succession programmes, the Group strengthens the pool of talents with international operation vision and diversified professional experience and skills, and provides talents with equal opportunities, inclusive corporate culture and a platform for sustainable development in various aspects such as organisational designing, leadership training, cultural construction, remunerations and incentive schemes.

Mechanisms to ensure that the Board can obtain independent views and opinions

To ensure that the Board has access to the independent advice and recommendations of the independent non-executive Directors, the Nomination and Remuneration Committee and the Board are committed to assessing the independence of the Directors annually against all relevant factors relating to the independent non-executive Directors, including the following:

- the character, integrity, professional knowledge, experience and stability required to perform his duties;
- the contribution of time and attention to the Company's affairs;
- the strong commitment to his independent role and to the Board;
- the statement to his conflict of interest as an independent non-executive Director;
- not involving in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of his independent judgment; and
- regular meetings with the independent non-executive Directors without the presence of executive Directors.

During the Reporting Period, the Company has reviewed the implementation and effectiveness of these mechanisms and considered them effective and adequate.

DIRECTORS' REMUNERATION

The Company has made full disclosure of the Directors' remuneration by name, amount and category in note 10 to the consolidated financial statements. No Director has waived or agreed to waive any remuneration for the year ended December 31, 2022.

REMUNERATION OF SENIOR MANAGEMENT

The remuneration of the senior management of the Company, whose biographies are set out on pages 45 to 52 of this annual report, for the year ended December 31, 2022 is set out below:

Emolument bands	Number of Senior Management
HK$1,000,001 to HK$2,000,000 (approximately RMB893,301 – RMB1,786,600)	3
HK$2,000,001 to HK$3,000,000 (approximately RMB1,786,601 – RMB2,679,900)	1
HK$3,000,001 to HK$4,000,000 (approximately RMB2,679,901 – RMB3,573,200)	—
HK$4,000,001 to HK$5,000,000 (approximately RMB3,573,201 – RMB4,466,500)	—
HK$5,000,001 to HK$6,000,000 (approximately RMB4,466,501 – RMB5,359,800)	1

BOARD DIVERSITY POLICY

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a board diversity policy to ensure that the Company will, when determining the composition of the Board, consider board diversity in terms of, among other things, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All appointments by the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The board diversity policy is summarised as follows:

The selection of candidates will be based on a series of diversity scopes, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board. The Company is committed to maintaining gender diversity at the Board level and avoiding a single gender on the Board.

During the Reporting Period, the Board, through the Nomination and Remuneration Committee, has reviewed the implementation and effectiveness of the board diversity policy and confirmed that the Board has the appropriate mix of skills and experience required for implementing the Company's policy.

As at the date of this annual report, the Board comprises nine Directors, including one female Director. The Company considers that the Board has achieved gender diversity. The Company will continue to maintain at least one female director in the Board and is committed to improving gender diversity in the search for suitable candidates. There are three independent non-executive Directors in the Board, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and length of service.

In view of the expansion of the Group's domestic and overseas markets and operation scale, the Company has set the following objectives for the diversity of the Board: within three years, through training or selection, the Board shall comprise the following members with professional skills and experience:

1) who possess an international vision and law-related professional background, and will be responsible for monitoring the international legal environment and improving the risk prevention mechanism in line with the implementation of the Group's internationalisation strategy; and

2) who equipped with upstream and downstream industry background and professional skills to deepen the upstream and downstream synergy of the supply chain.

In 2022, the Group adopted a combination of training and practise to enhance the ability of Board members to operate internationally. In the coming year, the Group will actively deploy and strive to equip the Board with the above capabilities and experience, so as to achieve this diversity target and meet the needs of the Company's global operation.

The Company will review the board diversity policy and the relevant measurable targets based on its business operation and development needs, and monitor the progress towards the achievement of these targets.

As at December 31, 2022, the ratio of female and male in the workforce (excluding all Directors) was approximately 31.9% and 68.1%, respectively. As such, the Company also considers that it has substantially achieved gender diversity among its employees. The Group will continue to take into account of diversity, including gender diversity when hiring.

DEVELOPMENT STRATEGY AND RISK MANAGEMENT COMMITTEE

The Development Strategy and Risk Management Committee consists of three members, including two independent non-executive Directors, Mr. Wang Chuansheng and Mr. Zhang Xuehuo, and a non-executive Director, Mr. Che Hongzhi (Chairman).

The terms of reference of the Development Strategy and Risk Management Committee are published on the Stock Exchange's website and the Company's website. According to the terms of reference, the major duties of the Development Strategy and Risk Management Committee are as follows:

1. understand and oversee the overall operation of the Company;

2. understand, analyse, and monitor the current situation of the international and domestic industry;

3. understand and oversee relevant national policies;

4. study the short, medium and long-term development strategies of the Company or the relevant issues;

5. provide consultancy advice on the Company's long-term development strategy and major decisions on major investments, reforms and etc.;

6. review and approve the special research report on the development strategies;

7. publish routine research reports on a regular or irregular basis;

8. review and make recommendations on the overall objectives and basic policies of compliance management and risk management, including ESG aspects;

9. stipulate the strategic structure and resources used for the Company's risk management, including material ESG risks, and ensure that they are compatible with the Company's internal risk management policies;

10. review and make recommendations on the establishment of the compliance management and risk management institutions and the powers and duties thereof, including ESG aspects; oversee the risk management and internal control systems of the Company on an ongoing basis, including focusing on material ESG risks, and ensure that a review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries is conducted at least annually. The review shall cover all material controls, including financial, operational and compliance controls, and shall, in particular, include:

    i. the changes, since last annual review, in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment;

    ii. the scope and quality of management's ongoing monitoring of risks and the internal control systems, and its internal audit function;

    iii. the extent and frequency of communication of monitoring results to the Board (or the special committees under it);

    iv. significant control failures or weaknesses that have been identified during the period, and the extent to which they have resulted in unforeseen outcomes or contingencies;

    v. the effectiveness of the Company's procedures on financial reporting and compliance with the Listing Rules;

11. review and make recommendations on the institutional set up and duties in relation to compliance management and risk management, and ensure the adequacy resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;

12. evaluate and advise on risks relating to major decisions to be considered and approved at the Board and the solutions to such major tasks;

13. setting limits for material risks and conducting regular assessments of material ESG risks;

14. supervise, review and make recommendations to the Board on relevant risk management policies, including material ESG risks;

15. evaluate and determine the Company's ESG-related risks and opportunities;

16. ensure appropriate and effective ESG risk management and internal control systems are in place;

17. formulate the Company's ESG management policies, strategies, priorities and objectives;

18. regularly review the Company's performance on ESG matters, discuss and review the Group's annual ESG report;

19. review and advise on compliance reports and risk evaluation reports to be reviewed by the Board; and

20. perform such other duties determined by the Board and required by the Listing Rules or regulatory requirement of the place where the shares of the Company are listed.

The main work of the Development Strategy and Risk Management Committee in 2022 was as follows:

- studied the development strategies of the Company, discussed and reviewed medium and long-term strategic plans;
- Continuously supervised the Company's risk management and internal control systems, and provided advice on the Company's compliance management;
- made recommendations on the Company's ESG policies, discussed, reviewed and monitored the progress of ESG on a regular basis;
- discussed and reviewed the annual ESG report of the Company;
- discussed and reviewed the industry analysis report of the Company;
- discussed and reviewed the Company's anti-corruption policy and whistleblowing policy; and
- discussed and reviewed the resolution on the amendments to the Memorandum and Articles of Association.

DIRECTORS' ATTENDANCE RECORDS

For the year ended December 31, 2022, the Company held 4 Board meetings, 4 Audit Committee meetings, 3 Nomination and Remuneration Committee meetings, 4 Development Strategy and Risk Management Committee meetings and one annual general meeting.

The attendance record of each Director at the Board meetings and Board Committee meetings and the general meetings of the Company held during the year ended December 31, 2022 is set out in the table below:

Name of Director	The Board	Audit Committee	Nomination and Remuneration Committee	Development Strategy and Risk Management Committee	Annual General Meeting
Mr. Che Baozhen	4/4		3/3		1/1
Ms. Cao Xueyu	4/4				1/1
Mr. Shi Futao	4/4				1/1
Mr. Che Hongzhi	4/4			4/4	1/1
Mr. Wang Lei	4/4				1/1
Mr. Shao Quanfeng	4/4				1/1
Mr. Zhang Xuehuo	4/4	4/4	3/3	4/4	1/1
Mr. Choi Tze Kit Sammy	4/4	4/4	3/3		1/1
Mr. Wang Chuansheng	4/4	4/4		4/4	1/1

The Company will schedule at least four regular Board meetings each year and such number of Board committee meetings as required under the respective terms of reference to carry out the functions of the Board Committees. Meetings will also be arranged between the Chairman and the independent non-executive Directors without the presence of executive Directors and non-executive Directors.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2022 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 104 to 108 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

In the course of business operation, the Group is subject to various risks, including business risks, financial risks, compliance risks, and operational and other risks, etc. The Board acknowledges its responsibility for the Group's risk management and internal control systems, and is responsible for reviewing the effectiveness of such systems. The Audit Committee is responsible for the Group's internal audit function, including reviewing the Group's financial records, internal control procedures, and risk management systems. The Development Strategy and Risk Management Committee is authorised by the Board to continuously oversee the risk management (including the sanctions risk exposure) and implementation of relevant internal control systems of the Group. Under the supervision of the Board, the Group's management are responsible for designing and implementing the risk management and internal control system of the Group. Such systems are established to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has established comprehensive risk management and internal control processes through which we monitor, evaluate and manage the risks that we are exposed to in our business activities. The risk management procedure of the Group is based on the well-defined risk identification standards, risk monitor responsibilities and risk control measure of each major classification. The management of the Group actively monitors the macroeconomic, trend of tire industry and changes of each jurisdiction's laws and regulations, and assesses the production expansion and income and outcome and absorptive capacity of the foreign investment. The risk management procedure of the Group clearly specifies the management duties, authorization and approval of each sides in respect of the major risk identification and management, and develops clear written policy for significant risk management process and circulate it to all managements and staffs. The Group has adopted a series of internal control policies, procedures and programmes designed to provide reasonable assurance for achieving objectives, including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

In order to effectively reduce unnecessary financial risks and operational risks and ensure the achievement of business objectives, the Group has established a relatively independent internal audit department to establish and improve the internal control system. The Group relies on the review function of an independent consultant, and has engaged an international consulting company (the "**Consulting Company**") since June 2019 to provide corporate governance internal control consulting services for three years. Upon expiring in June 2022, the agreement has been renewed for a term of three years. On the one hand, it evaluates the internal control and risk management of the Group from a more objective and independent perspective to comprehensively improve the level of internal control and management; on the other hand, the internal audit department of the Company will be able to participate in the entire evaluation activities of the internal control of the Group by the Consulting Company and learn beneficial experience continuously, which will in turn enhance the professional capabilities of the internal audit department of the Group.

The Directors and senior management of the Group receive training related to continuing disclosure obligation of listed company regularly. The Group has also engaged an external legal consultant and auditor to obtain its professional guidance on disclosure obligations in respect of inside information. The management of the Group is responsible for designing, implementing, and maintaining the effectiveness of the internal control system, which includes control of the compliance with disclosure obligations in respect of inside information. The Board is responsible for supervising and controlling the appropriateness and efficiency of the internal control measures carried by management.

The Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012.

The Company has established a system, including management rules, processes and procedures for external information dissemination, to comply with the disclosure obligations in relation to price-sensitive and/or inside information. The major steps involved are as follows:

- The Board and the Company Secretary identify the existence of inside information in a systematic and timely manner through periodic financial and operational reports;

- Monitor business and corporate development and events through core managers so as to identify information that may form inside information in a timely manner;

- Extensive disclosure of information to the public through channels such as financial reports, announcements and the Company's website;
- Ensure confidentiality of inside information before disclosure to the public; and
- Designated persons (including Directors, Company Secretary and board office manager) to communicate with shareholders, investors and analysts on the premise of compliance with the relevant disclosure obligations and requirements under the Listing Rules.

The system remains effective. The Company will also continue its efforts to further enhance its role in business operations, corporate development and compliance with laws and regulations.

The Group has adopted various measures to ensure the effective implementation of the internal control system, through the establishment of a team, the review of the Group's internal control system, and the guidance in respect of the internal control policies, the responsibilities and duties of the listing company's directors and management under the Listing Rules, and other applicable laws and regulations provided to the Directors, senior management and employees.

The Board performs an annual review of the Group's risk management and internal control systems. The Board and the management have conducted the annual review on the effectiveness of the Group's risk management and internal control systems for the year ended December 31, 2022 and confirmed that they are adequate and effective to effectively mitigate the risks that may affect the Group in achieving its strategic objectives.

AUDITORS' REMUNERATION

The remuneration for the audit and non-audit services provided by the auditor of the Company to the Company during the year ended December 31, 2022 is approximately as follows:

Service Category	Amount *(RMB)*
Audit services	4,000,000
Non-audit services (tax consulting)	694,000
Total	4,694,000

COMPANY SECRETARY

On March 29, 2019, the Company appointed Ms. Cao, an executive Director, as its joint company secretary. On September 1, 2022, Ms. Seto, the joint company secretary of the Company, resigned from such position and Ms. Cao has become the sole company secretary of the Company since then.

Details of the resignation of the joint company secretary are set out in the announcement of the Company dated September 1, 2022.

For the year ended December 31, 2022, Ms. Cao and Ms. Szeto have undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONSHIP

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information on the Company for the Shareholders and investors to make informed investment decisions.

On October 9, 2018, the Board adopted the Shareholders' Communication Policy (the "**Shareholders Communication Policy**"). The Board has reviewed the Shareholders Communication Policy for the year ended December 31, 2022 to ensure its implementation and effectiveness. After the implementation of the following measures, the Company considers that it has effectively implemented the Shareholders Communication Policy during the Reporting Period.

Goal

The objective of the Shareholders Communication Policy is to ensure communication between shareholders of the Company, both individual and institutional, and potential investors, and to enhance shareholders' value in the long run. The policy sets out the approach to ensure that the shareholders and potential investors, including analysts who report and analyze the Company's performance, are provided with ready and timely access to information about the Company in order to enable the shareholders to exercise their rights in an informed manner, and to enhance communication with the Company.

General Policies

The Board maintains an on-going dialog with the Shareholders and potential investors. The Board will review the Shareholders Communication Policy on a regular basis to ensure its effectiveness.

Information shall be communicated to the Shareholders and potential investors mainly through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.prinxchengshan.com).

The Company always ensures effective and timely dissemination of information to shareholders and potential investors.

Communication Channels

Shareholders' Enquiries

The contact details of the Company are set out on the Company's website for the Shareholders to make any enquiries in relation to the Company.

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar and transfer office.

Corporate Communications

Any corporate communication (as defined in the Listing Rules) issued or to be issued by the Company to the Shareholders for their information or action, including but not limited to (i) the Directors' Report, annual accounts and the auditors' report; (ii) the annual report and interim report; (iii) a notice of meeting; (iv) a listing document; (v) a circular; and (vi) a proxy form, should be sent to the Shareholders in a timely manner and in both plain English and Chinese versions to enable the Shareholders to understand the contents of the communication. Shareholders may choose the means (either in printed form or electronic form) and language (either English or Chinese or both) to receive corporate communications. Shareholders may at any time change their choice by post or by email.

In order to facilitate timely and effective communication, Shareholders are encouraged to provide, among other things, their contact details, in particular, by email address, to the Hong Kong branch share registrar of the Company.

Company Website

Corporate communication on the Company's website (www.prinxchengshan.com) provides shareholders with corporate information such as principal business activities and the latest development of the Company as well as information on the Group's corporate governance and the composition and functions of the Board and the Board committees. The Company will publish its results announcement on the Stock Exchange's website and the Company's website after the results have been approved by the Board. The results announcement contains details of the Group's performance and results, recommendation of dividend payment (if any) and closure of register of members (if applicable) and any other information required to be disclosed under the Listing Rules from time to time.

Information published by the Company on the Stock Exchange's website will also be posted on the Company's website immediately thereafter.

Press releases and communications issued by the Company from time to time are also available on the Company's website. Information published on the Company's website is updated regularly.

General Meeting

The general meetings provide a good opportunity for constructive communication between the Company and the Shareholders. Shareholders are encouraged to attend the general meetings in person or, if they are unable to attend, to appoint proxies to attend and vote at the meetings on their behalf. The chairman of the Company and the chairman of the Board Committees of the Company will attend the annual general meetings to answer shareholders' questions. The auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

Shareholders' Privacy

The Company recognizes the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by the Stock Exchange, the Securities and Futures Commission or applicable laws and regulations.

Communication with the Capital Market

Investor and analyst briefings are held on or after the date of the annual results announcement and interim results announcement. Relevant senior executives attended the meetings to answer questions from the attendees in order to facilitate communication between the Company, the Shareholders and the investment community. The Company also holds various activities on an as-needed basis, including reception of on-site visits by investors and analysts, face-to-face meetings and open day for media and investors.

The Company aims at promoting investor relations and enhancing communication with the existing Shareholders and potential investors. The Company welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

SHAREHOLDERS' RIGHTS

To safeguard the Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual directors.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange in a timely manner after each general meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

According to the Articles of Association, the Shareholders may put forward proposals at the general meetings of the Company for consideration. Any one or more member(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company to require an extraordinary general meeting to be convened by the Company for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board to convene such general meeting shall be reimbursed to the requisitionist(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the Company's website.

PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the investor relations at the headquarters of the Company by email at investor@prinxchengshan.com.

CHANGES IN CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association have been amended and restated for adoption by a special resolution passed on June 16, 2022.

For details, please refer to the announcement dated May 10, 2022 in relation to the proposed amendments to the Memorandum and Articles of Association, the circular dated May 13, 2022 and the announcement dated June 16, 2022 in relation to the poll results of the 2022 annual general meeting of the Company.

Independent Auditor's Report

To the Shareholders of Prinx Chengshan Holdings Limited
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Prinx Chengshan Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 109 to 197, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter identified in our audit is "the provision for impairment of trade receivables".

Key Audit Matter	How our audit addressed the Key Audit Matter
The provision for impairment of trade receivables Refer to note 2.11, note 4(c), note 9 and note 22 to the consolidated financial statements. As at 31 December 2022, the net carrying amount of the Group's trade receivables amounted to RMB1,194.9 million, after netting of the accumulated provision for impairment of RMB20.8 million. To measure the expected credit loss, trade receivables have been grouped based on shared credit risk characteristics. The Group provided for the impairment of trade receivables based on lifetime expected credit loss. The expected credit loss is estimated based on historical loss experience including the counterparty's past settlement details and incurred credit losses in observed periods, and existing market conditions with adjustment to reflect forward-looking factors.	We obtained an understanding of the management's internal control and process of provision impairment assessment of trade receivables and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors. We evaluated and tested, on a sample basis, the key controls over the Group's provision impairment assessment of trade receivables. We evaluated the outcome of prior period provision impairment assessment of trade receivables to assess the effectiveness of management's estimation process. We performed the following procedures on assessing expected credit loss of trade receivables: • We evaluated the appropriateness of the provisioning methodologies adopted by management including the appropriateness of grouping based on credit risk characteristics of the relevant trade receivables. • We agreed historical data, including the counterparty's past settlement profile and incurred credit losses in observed periods, on a sample basis, to the relevant accounting records of the Group. • We tested the accuracy of the aging analyses of trade receivables on a sample basis. • We reviewed the economic indicators selected by management in determining forward- looking factors and evaluated the economic scenarios and the underlying probability weightings applied by management based on our understanding of the relevant industry and with reference to external macro-economic data. • We tested the mathematical accuracy of the calculation of the provision for impairment of trade receivables.

Key Audit Matter	How our audit addressed the Key Audit Matter
We consider the provision for impairment of trade receivables a key audit matter because the carrying amount of trade receivables is significant and the estimation of impairment provision is inherently subjective and requires exercise of significant management judgement.	We assessed the adequacy of the disclosures related to the provision for impairment of trade receivables in the context of the applicable financial reporting framework. Based on the above, we considered that management's judgements and assumptions applied in the impairment assessment of trade receivables were supportable by the evidence obtained and procedures performed.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and The Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mang, Kwong Fung Frederick.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2023

Consolidated Statement of Profit or Loss

For the year ended 31 December 2022

	Note	Year ended 31 December 2022 RMB'000	2021 RMB'000
Revenue	6	**8,151,952**	7,537,161
Cost of sales	9	**(6,982,162)**	(6,498,013)
Gross profit		**1,169,790**	1,039,148
Selling and distribution expenses	9	**(497,489)**	(437,849)
Administrative expenses	9	**(184,636)**	(175,966)
Research and development costs	9	**(229,196)**	(253,979)
Net impairment losses on financial assets	3.1(b), 9	**(3,815)**	(1,577)
Other income	7	**34,951**	60,667
Other gains — net	8	**136,708**	40,594
Operating profit		**426,313**	271,038
Finance income	11	**8,629**	7,544
Finance costs	11	**(80,128)**	(12,380)
Finance costs — net	11	**(71,499)**	(4,836)
Share of result of associates		**(75)**	(300)
Profit before income tax		**354,739**	265,902
Income tax expense	12(a)	**39,083**	10,400
Profit for the year		**393,822**	276,302
Profit attributable to:			
— Shareholders of the Company		**393,783**	276,304
— Non-controlling interests		**39**	(2)
		393,822	276,302
Earnings per share for profit attributable to shareholders of the Company for the year			
— Basic (RMB)	13	**0.62**	0.43
— Diluted (RMB)	13	**0.62**	0.43

The accompany notes form an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2022

	Note	Year ended 31 December 2022 RMB'000	2021 RMB'000
Profit for the year		**393,822**	276,302
Other comprehensive income/(loss):			
Item that may be reclassified subsequently to profit or loss			
Currency translation differences		**143,251**	(21,323)
Item that will not be reclassified subsequently to profit or loss			
Currency translation differences		**92,801**	(22,789)
Other comprehensive income/(loss) for the year, net of tax		**236,052**	(44,112)
Total comprehensive income for the year		**629,874**	232,190
Attributable to:			
— Shareholders of the Company		**629,835**	232,192
— Non-controlling interests		**39**	(2)
Total comprehensive income for the year		**629,874**	232,190

The accompany notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As At 31 December 2022

	Note	As at 31 December 2022 RMB'000	2021 RMB'000
Assets			
Non-current assets			
Property, plant and equipment	16	5,270,833	4,657,021
Right-of-use assets	17	107,766	116,293
Intangible assets	18	85,741	73,360
Investment in associates		5,933	6,008
Prepayments	23	8,855	79,069
Deferred tax assets	33	19,508	—
		5,498,636	4,931,751
Current assets			
Inventories	20	1,277,371	1,484,864
Trade and notes receivables	22	1,312,473	1,383,717
Prepayments, other receivables and other current assets	23	337,141	259,611
Financial assets at fair value through profit or loss	21	261,065	107,155
Amounts due from related parties	36(b)	126,374	78,820
Restricted cash	24	190,646	125,679
Cash and cash equivalents	24	982,037	728,813
		4,487,107	4,168,659
Total assets		9,985,743	9,100,410
Equity and liabilities			
Equity attributable to shareholders of the Company			
Share capital	25	201	201
Share premium	25	2,185,598	2,185,598
Reserves	27	2,266,231	1,734,533
		4,452,030	3,920,332
Non-controlling interests		(161)	(200)
Total equity		4,451,869	3,920,132

	Note	As at 31 December 2022 RMB'000	2021 RMB'000
Liabilities			
Non-current liabilities			
Bank borrowings	28	1,440,375	1,600,262
Lease liabilities	17	5,988	13,154
Deferred income	32	76,047	59,851
Deferred tax liabilities	33	14,932	37,622
		1,537,342	1,710,889
Current liabilities			
Trade payables	29	2,000,310	1,957,593
Other payables and accruals	30	1,071,303	1,030,900
Contract liabilities	5	48,720	59,285
Lease liabilities	17	12,400	9,775
Provision for warranties	31	75,919	66,753
Amounts due to related parties	36(b)	2,093	18,279
Current income tax liabilities		22,885	29,042
Bank borrowings	28	762,902	297,762
		3,996,532	3,469,389
Total liabilities		5,533,874	5,180,278
Total equity and liabilities		9,985,743	9,100,410

The accompany notes form an integral part of these consolidated financial statements.

The consolidated financial statements on pages 109 to 197 were approved by the Board of Directors on 31 March 2023 and were signed on its behalf.

Che Baozhen
Director

Shi Futao
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

	Note	Equity attributable to shareholders of the Company					
		Share capital *RMB'000* *(Note 25)*	Share premium *RMB'000* *(Note 25)*	Reserves *RMB'000* *(Note 27)*	Total *RMB'000*	Non-controlling interests *RMB'000*	Total equity *RMB'000*
Balance at 1 January 2021		200	2,180,207	1,599,179	3,779,586	617	3,780,203
Comprehensive income							
Profit for the year		—	—	276,304	276,304	(2)	276,302
Other comprehensive income							
Currency translation difference		—	—	(44,112)	(44,112)	—	(44,112)
Total other comprehensive income, net of tax		—	—	(44,112)	(44,112)	—	(44,112)
Total comprehensive income		—	—	232,192	232,192	(2)	232,190
Transactions with shareholders							
Employee share option schemes							
— issue of shares	25, 27	1	5,391	(1,858)	3,534	—	3,534
— value of employee services	26, 27	—	—	12,078	12,078	—	12,078
Cash dividends	14	—	—	(106,708)	(106,708)	—	(106,708)
Transactions with non-controlling interests		—	—	(350)	(350)	(815)	(1,165)
Total transactions with shareholders		1	5,391	(96,838)	(91,446)	(815)	(92,261)
Balance at 31 December 2021		201	2,185,598	1,734,533	3,920,332	(200)	3,920,132

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

	Note	Equity attributable to shareholders of the Company					
		Share capital *RMB'000* *(Note 25)*	Share premium *RMB'000* *(Note 25)*	Reserves *RMB'000* *(Note 27)*	Total *RMB'000*	Non-controlling interests *RMB'000*	Total equity *RMB'000*
Balance at 1 January 2022		201	2,185,598	1,734,533	3,920,332	(200)	3,920,132
Comprehensive income							
Profit for the year		—	—	393,783	393,783	39	393,822
Other comprehensive income							
Currency translation difference		—	—	236,052	236,052	—	236,052
Total other comprehensive income, net of tax		—	—	236,052	236,052	—	236,052
Total comprehensive income		—	—	629,835	629,835	39	629,874
Transactions with shareholders							
Employee share option schemes							
— value of employee services	26, 27	—	—	10,681	10,681	—	10,681
Cash dividends	14	—	—	(108,818)	(108,818)	—	(108,818)
Total transactions with shareholders		—	—	(98,137)	(98,137)	—	(98,137)
Balance at 31 December 2022		201	2,185,598	2,266,231	4,452,030	(161)	4,451,869

The accompany notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	Note	Year ended 31 December 2022 RMB'000	2021 RMB'000
Cash flows from operating activities			
Cash generated from operations	34(a)	**888,024**	473,316
Interest paid		**(73,331)**	(34,542)
Income tax paid		**(9,272)**	(56,649)
Net cash generated from operating activities		**805,421**	382,125
Cash flows from investing activities			
Purchases of property, plant and equipment		**(578,291)**	(1,376,578)
Proceeds from government grants		**22,956**	9,576
Proceeds from disposal of property, plant and equipment	34(b)	**392**	1,356
Purchase of right-of-use assets		**—**	(1,625)
Purchase of intangible assets	18	**(19,013)**	(25,204)
Purchase of financial assets at fair value through profit or loss	21	**(2,213,242)**	(2,624,390)
Proceeds from disposal of financial assets at fair value through profit or loss	21	**2,096,895**	2,671,331
Interest received		**8,629**	3,562
Net cash used in investing activities		**(681,674)**	(1,341,972)

	Note	Year ended 31 December 2022 RMB'000	2021 RMB'000
Cash flows from financing activities			
Proceeds from borrowings	34(b)	**712,934**	1,646,578
Repayments of borrowings	34(b)	**(504,353)**	(394,477)
Payment of lease liabilities	34(b)	**(12,599)**	(10,539)
Employee share option scheme — issuance of share		**—**	3,534
Cash dividends paid		**(106,102)**	(104,900)
Transactions with non-controlling interests		**—**	(1,165)
Net cash generated from financing activities		**89,880**	1,139,031
Net decrease in cash and cash equivalents		**213,627**	179,184
Cash and cash equivalents at the beginning of year	24	**728,813**	563,165
Exchange gains/(losses) on cash and cash equivalents		**39,597**	(13,536)
Cash and cash equivalents at the end of year	24	**982,037**	728,813

The accompany notes form an integral part of these consolidated financial statements.

1 General information, reorganisation and basis presentation

1.1 General information

Prinx Chengshan Holdings Limited ("Company"), was incorporated in Cayman Islands on 22 May 2015 as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 472, Harbour Place, 2nd Floor, 103 South Church Street, George Town, Grand Cayman KY1-1106, Cayman Islands. The Company's shares have been listed on The Stock Exchange of Hong Kong Limited ("HKSE") since 9 October 2018.

The Company is an investment holding company and its subsidiaries (together the "Group") are principally engaged in the manufacturing and sales of tire products in the People's Republic of China (the "PRC"), Thailand, America and other global markets.

The immediate holding company and ultimate controlling company of the Group is Chengshan Group Co., Ltd. ("Chengshan Group"), which was established in the PRC. Chengshan Group is ultimately held as to 69.15% by Mr. Che Baozhen and his spouse, Ms. Bi Wenjing, Mr. Che Hongzhi and his spouse, Ms. Li Xiuxiang (collectively the "Controlling Shareholders") and other individual shareholders.

These consolidated financial statements are presented in thousands of Renminbi ("RMB'000") and were approved for issue by the board of directors on 31 March 2023.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") and disclosure requirements of Hong Kong Companies Ordinance Cap. 622 ("HKCO").

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss.

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

(iii) New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for the reporting period commencing 1 January 2022. The Group did not change its accounting policies or make retrospective adjustments as a result of adopting these standards.

- Property, Plant and Equipment: Proceeds before Intended Use — Amendments to HKAS 16
- Onerous Contracts — Cost of Fulfilling a Contract — Amendments to HKAS 37
- Annual Improvements to HKFRS Standards 2018–2020
- Reference to the Conceptual Framework — Amendments to HKFRS 3
- Amendments to AG 5 Merger Accounting for Common Control Combinations.

The amendments listed above did not have any significant impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(iv) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations that are relevant to the Group but not yet effective for the financial year beginning at 1 January 2022 and have not been early adopted by the Group are as follows:

Standards	Key requirements	Effective for annual periods beginning on or after
HKFRS 17	Insurance Contracts	January 1, 2023
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	January 1, 2023
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	January 1, 2023
Amendments to HKAS 8	Definition of Accounting Estimates	January 1, 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	January 1, 2023

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

(iv) New standards and interpretations not yet adopted (Continued)

Standards	Key requirements	Effective for annual periods beginning on or after
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (2020))	January 1, 2023
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture	To be determined

These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2.2 Principles of consolidation and equity accounting

2.2.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and financial position respectively.

2 Summary of significant accounting policies (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

2.2.2 *Associates*

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see Note 2.2.3 below), after initially being recognised at cost.

2.2.3 *Equity method*

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.7.

2.2.4 *Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with the shareholders of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to shareholders of the Company.

2 Summary of significant accounting policies (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

2.2.4 *Changes in ownership interests* (Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2.2.5 *Business combination*

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 Summary of significant accounting policies (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

2.2.5 *Business combination* (Continued)

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.2.6 *Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decisionmaker. The chief operating decisionmaker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

2 Summary of significant accounting policies (Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is United States Dollar ("USD"). The consolidated financial statements are presented in RMB, which is the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss within 'finance costs — net'. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss within 'other gains/(losses) — net'.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(b) income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(c) all resulting currency translation differences are recognised in other comprehensive income.

2.5 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

2 Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Land is not depreciated. Other property and equipment, or each significant part of an item of property or equipment, are depreciated by the straight-line method over the following estimated useful lives:

— Buildings	30 years
— Machinery and factory equipment	5–14 years
— Furniture and fixtures	5–10 years
— Vehicles	5 years
— Toolings	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within 'other gains/(losses) — net' in the consolidated statement of profit or loss.

Construction-in-progress ("CIP") mainly represents buildings, machinery and toolings under construction or pending installation and is stated at historical cost less accumulated impairment losses, if any. Historical cost includes the costs of construction, acquisition and borrowing. No provision for depreciation is made on CIP until such time as the relevant assets are completed and available for intended use. When the assets concerned are ready for their intended use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

2.6 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 2.2.5 and Note 2.7. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2 Summary of significant accounting policies (Continued)

2.6 Intangible assets (Continued)

(a) Goodwill (Continued)

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of licences over their estimated useful lives of 2–10 years based on the expected use in future operating plan.

(c) Computer software

Acquired computer software is capitalised on the basis of the cost incurred to acquire and bring to use the specific software. These costs are amortised over the estimated useful life of 3–10 years.

(d) Patented technology

Development costs that are directly attributable to the design and testing of patented technology are recognised as intangible assets and amortised using the straight-line method over their estimated useful life of 5–10 years.

2.7 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 Summary of significant accounting policies (Continued)

2.8 Financial assets

(i) Classification

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

See Note 19a for details of each type of financial assets.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2 Summary of significant accounting policies (Continued)

2.8 Financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) — net together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.

- Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses) — net. Interest income from these financial assets is included in finance income or other income using the effective interest method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

- Fair value through profit or loss ("FVPL"): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and presented net in the consolidated statement of profit or loss within other gains/(losses) — net in the period in which it arises.

2 Summary of significant accounting policies (Continued)

2.8 Financial assets (Continued)

(iii) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) — net in the consolidated statement of profit or loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 Summary of significant accounting policies (Continued)

2.11 Trade and notes receivables

Trade and notes receivables are amounts due from customers for merchandise and service provided in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. Notes receivable are measured at fair value through other comprehensive income. See Note 2.8 for a description of the Group's impairment policies.

2.12 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.13 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.14 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 Summary of significant accounting policies (Continued)

2.15 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statements of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.16 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2 Summary of significant accounting policies (Continued)

2.17 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable amounts will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 Summary of significant accounting policies (Continued)

2.18 Employee benefits

(a) Pension obligations

The Group pays defined contribution plans for its employees to publicly or privately administered pension plans on mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

(b) Other employee benefits

In addition to pension obligation, certain employees of the Group participate in various employee social security plans, including medical, housing and other welfare benefits, organised and administered by the governmental authorities. According to the relevant regulations, the premiums and welfare benefit contributions borne by the Group are calculated based on percentages of the total salary of employees (or on other basis), subject to a certain ceiling. The Group has no further payment obligations once the contributions have been paid. The Group's contributions to these plans are charged to the consolidated statement of profit or loss as incurred.

2.19 Share-based payments

Share-based compensation benefits are provided to employees via the employee share option scheme. Information relating to this scheme is set out in Note 26.

Employee share options

The fair value of options granted under the employee share option scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

— including any market performance conditions (e.g. the entity's share price)

— excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

— including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

Non-market performance and service vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

2 Summary of significant accounting policies (Continued)

2.19 Share-based payments (Continued)

Employee share options (Continued)

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity.

Where shares are forfeited due to a failure by the employee to satisfy the service conditions, any expenses previously recognised in relation to such shares are reversed effective the date of the forfeiture.

The cash subscribed for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

2.20 Provision

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 Summary of significant accounting policies (Continued)

2.21 Government assistance and grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants relating to costs are deferred and recognised as other income in the consolidated statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.22 Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable, and represents amounts receivable for goods supplied or service performed, stated net of rebates and returns. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of returns on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

Sales of products

Revenue from the sale of good directly to the customers is recognised at the point that the control of the inventories have passed to the customers, which is primarily upon the acceptance of the products by the customers. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. The Group collects cash or bank acceptance notes from the customers before or upon deliveries of products through banks. Cash or bank acceptance notes collected from the customers before product delivery is recognised as contract liabilities (Note 5) when the Group receives consideration in advance of satisfying a performance obligation by transferring the control of promised products.

The Group's obligation to repair or replace faulty products under the standard warranty terms, which cannot be purchased separately and serve as an assurance that the products sold comply with agreed-upon specifications at the time of sale, is recognised as a provision.

2 Summary of significant accounting policies (Continued)

2.23 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in the consolidated statement of profit or loss as part of other income for investment purpose.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.24 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

The Group leases various offices and apartments. Rental contracts are typically made for fixed periods over 12 months but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments).

The lease payments are discounted using incremental borrowing rate of the Group which the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

2 Summary of significant accounting policies (Continued)

2.24 Leases (Continued)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and any lease payments made at or before the commencement date. Depreciation on right-of-use assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated lease period.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

Extension options are included in the offices and apartments leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension options held are exercisable only by the Group and not by the respective lessor.

In determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options are only included in the lease term if the lease is reasonably certain to be extended.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the financial position based on their nature. The Group had no assets held as lessor during the year ended 31 December 2022.

2.25 Research and development costs

Research costs are expensed as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique products are recognised as intangible assets when the following criteria are met:

— it is technically feasible to complete the product so that it will be available for use;

— management intends to complete the product and use or sell it;

— there is an ability to use or sell the product;

— it can be demonstrated how the product will generate probable future economic benefits;

— adequate technical, financial and other resources to complete the development of the product are available; and

— the expenditure attributable to the product during its development can be reliably measured.

2 Summary of significant accounting policies (Continued)

2.25 Research and development costs (Continued)

Directly attributable costs that are capitalised as part of the product cost includes employee costs for new manufacture technology development and an appropriate portion of relevant overheads. Costs associated with maintaining new manufacture technology programmes are recognised as an expense as incurred.

Other development costs that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's directors or shareholders, where appropriate.

2.27 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year.

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and

- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow interest rate risk and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk

(i) Foreign exchange

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are dominated in a currency that is not the Group entities' functional currency. The Group mainly operates in the PRC and is therefore exposed to foreign currency risks arising from some currency exposures, mainly with respect to USD due to certain financial assets and liabilities that denominated in USD. The Group also operates in Thailand and is exposed to foreign currency exposures on assets and liabilities that are not denominated in USD, the functional currency of the Thailand operation. However, the financial exposure is not expected to be material for the Thailand operation as at 31 December 2021 and 2022.

As at 31 December 2021 and 2022, if USD had weakened/strengthened by 5% against RMB, with all other variables held constant, post-tax profit for each year would have changed mainly as a result of foreign exchange losses/gains on translation of USD denominated cash and cash equivalents, trade receivables, trade payables and bank borrowings in RMB functional currency subsidiaries. Details of the changes are as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Year ended:		
Post-tax profit (decrease)/increase		
— Weakened 5% against RMB	**(14,902)**	(8,519)
— Strengthened 5% against RMB	**14,902**	8,519

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange (Continued)

As at 31 December 2021 and 2022, if USD had weakened/strengthened by 5% against RMB, with all other variables held constant, other comprehensive income for each year would have changed mainly as a result of the translation of financial statements of USD functional currency entities to RMB. Details of the changes are as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Year ended:		
Other comprehensive income (decrease)/increase		
— Weakened 5% against RMB	**(150,328)**	(120,376)
— Strengthened 5% against RMB	**150,328**	120,376

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest-rate risk arises from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. Details of the Group's borrowings have been disclosed in Note 28. The Group entered interest rate swap contract to reduce interest rate risk (disclosed in Note 21).

As at 31 December 2022 and 2021, if interest rates on borrowings at variable rates had been 5% higher/lower with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of higher/lower interest expense on floating rate borrowings. Details of the changes are as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Year ended:		
Post-tax profit (decrease)/increase		
— Weakened 5% against RMB	**1,822**	256
— Strengthened 5% against RMB	**(1,822)**	(256)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

The Group is exposed to credit risk in relation to its trade receivables, notes receivable, other receivables, amounts due from related parties and cash deposits at banks. The carrying amounts of trade receivables, notes receivable, other receivables, amounts due from related parties, cash and cash equivalents and restricted cash represent the Group's maximum exposure to credit risk in relation to financial assets.

Most of the notes receivable are issued from state-owned banks in the PRC. The credit quality of notes receivable has been assessed by reference to external credit ratings or to historical information about the counterparty default rates. The existing counterparties do not have defaults in the past.

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

The Group has large number of customers and there was no concentration of credit risk. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor/customer;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(i) Cash and cash equivalents and restricted cash

As at 31 December 2022, the Group has assessed that the expected credit loss rates for cash and cash equivalents and restricted cash were immaterial. Thus no loss allowance for these financial assets was recognised.

(ii) Amounts due from related parties and other receivables

As at 31 December 2022, the Group has assessed that the expected credit loss rates for amounts due from related parties and other receivables were immaterial. Thus no loss allowance for these receivables was recognised.

(iii) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics presented in Noted 19b and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 3 years before 31 December 2022 or 31 December 2021 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information, including gross domestic products and retail sales of consumer goods, on factors affecting the ability of the customers to settle the receivables.

As at 31 December 2022 and 2021, the loss allowance for trade receivables was determined as follows.

	Up to 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
31 December 2022					
Expected loss rate	1.1%	26.4%	48.7%	100.0%	—
Gross carrying amount *(RMB'000)*	1,199,621	9,065	3,132	3,968	1,215,786
Loss allowance *(RMB'000)*	(12,961)	(2,393)	(1,525)	(3,968)	(20,847)

	Up to 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
31 December 2021					
Expected loss rate	1.1%	36.3%	60.0%	100.0%	—
Gross carrying amount *(RMB'000)*	1,127,189	3,883	1,080	3,025	1,135,177
Loss allowance *(RMB'000)*	(12,140)	(1,410)	(649)	(3,025)	(17,224)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Trade receivables (Continued)

In prior year, for trade receivables, the Group performs ongoing credit evaluations of its debtors' financial condition and does not require collateral from the debtors on the outstanding balances.

Note 22 also details the closing loss allowances for trade receivables as at 31 December 2022 reconciling to the opening loss allowances.

(c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group in and aggregated by the Group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements, for example, currency restrictions.

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year *RMB'000*	Between 1 and 2 years *RMB'000*	Between 2 and 5 years *RMB'000*	Over 5 years *RMB'000*	Total *RMB'000*
At 31 December 2022					
Bank borrowings	762,902	1,104,944	297,502	37,929	2,203,277
Interest payables for bank borrowings	74,703	29,844	29,185	520	134,252
Amount due to related parties	2,093	—	—	—	2,093
Trade payables	2,000,310	—	—	—	2,000,310
Other payables	874,943	—	—	—	874,943
Lease liabilities	12,776	4,258	1,879	—	18,913
	3,727,727	1,139,046	328,566	38,449	5,233,788
At 31 December 2021					
Bank borrowings	297,762	398,859	1,091,149	110,254	1,898,024
Interest payables for bank borrowings	50,519	42,038	28,369	2,711	123,637
Amount due to related parties	18,279	—	—	—	18,279
Trade payables	1,957,593	—	—	—	1,957,593
Other payables	868,472	—	—	—	868,472
Lease liabilities	10,349	10,127	3,392	—	23,868
	3,202,974	451,024	1,122,910	112,965	4,889,873

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or sell assets to reduce debt.

3 Financial risk management (Continued)

3.2 Capital management (Continued)

The Group monitors on the basis of the gearing ratio. This ratio is calculated as net surplus/debt divided by total capital. Net surplus/debt is calculated as total borrowings (including "current and non-current borrowings" and lease liabilities as shown in the consolidated statements of financial position) less cash and cash equivalents and restricted cash. Total capital is calculated as total equity plus net surplus/debt.

The gearing ratios as at 31 December 2022 and 2021 were as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Bank borrowings *(Note 28)*	**2,203,277**	1,898,024
Total Lease liabilities *(Note 17)*	**18,388**	22,929
Less: Cash and cash equivalents *(Note 24)*	**(982,037)**	(728,813)
Restricted cash *(Note 24)*	**(190,646)**	(125,679)
Net debt	**1,048,982**	1,066,461
Total equity	**4,451,869**	3,920,132
Total capital	**5,500,851**	4,986,593
Gearing ratio	**19.1%**	21.4%

The increase of gearing ratio was mainly due to the increase in bank borrowings for financing the construction of the production lines both in Thailand and Shandong, Mainland of China.

3.3 Fair value estimation

The Group adopts the amendment to HKFRS 13 for financial instruments that are measured in the consolidated statements of financial position at fair value, which requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 Financial risk management (Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value as at 31 December 2022 and 2021.

	Level 1	Level 2	Level 3	Total
As at 31 December 2022				
Assets				
Financial assets at fair value through profit or loss				
— Wealth management products *(a)*	—	—	209,482	209,482
— Listed equity securities	21,044	—	—	21,044
— Interest rate swap	—	30,539	—	30,539
Financial assets at fair value through other comprehensive income				
— Notes receivable *(a)*	—	—	117,534	117,534
	21,044	30,539	327,016	378,599

	Level 1	Level 2	Level 3	Total
As at 31 December 2021				
Assets				
Financial assets at fair value through profit or loss				
— Wealth management products *(a)*	—	—	85,110	85,110
— Listed equity securities	22,045	—	—	22,045
Financial assets at fair value through other comprehensive income				
— Notes receivable *(a)*	—	—	265,764	265,764
	22,045	—	350,874	372,919

For the year ended 31 December 2022 and 2021, there were no transfers among levels of the fair value hierarchy used in measuring the fair value of financial instruments, and also no changes in the classification of financial assets as a result of a change in the purpose or use of those assets.

During the years, there were no additions and disposals occurred among level 1. The additions and disposals of level 2 and level 3 are disclosed in Note 21.

3 Financial risk management (Continued)

3.3 Fair value estimation (Continued)

(a) Financial instruments in level 3

Quantitative information about fair value measurements using significant unobservable inputs (Level 3)

	Fair value at 31 December 2022 *RMB'000*	Valuation Technique	Unobservable input	Range (weighted average)	Relationship of unobservable inputs to fair value
Wealth management products	209,482	Discounted cash flow	Expected yield rate	1.8%–2.55% (2.2%)	A change in the yield rate by 100 basis points would increase/decrease the fair value approximately RMB2,050,000
Notes receivable	117,534	Discounted cash flow	Expected discount interest rate	1.8%–3.8% (2.8%)	A change in the yield rate by 100 basis points would increase/decrease the fair value approximately RMB1,143,000

	Fair value at 31 December 2021 *RMB'000*	Valuation Technique	Unobservable input	Range (weighted average)	Relationship of unobservable inputs to fair value
Wealth management products	85,110	Discounted cash flow	Expected yield rate	2.2%–2.9% (2.6%)	A change in the yield rate by 100 basis points would increase/decrease the fair value approximately RMB830,000
Notes receivable	265,764	Discounted cash flow	Expected discount interest rate	1.9%–3.8% (2.9%)	A change in the yield rate by 100 basis points would increase/decrease the fair value approximately RMB2,584,000

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management reassesses the useful lives on a regular basis. Management will increase the depreciation charge where useful lives are shorter than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(b) Income taxes and deferred tax assets/liabilities

The Group is subject to income taxes in several jurisdictions. Judgement is required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the periods in which such determination are made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

(c) Provision for impairment of trade receivables

For trade receivables (excluding non-financial assets), the Group applies the simplified approach to provide for expected credit losses as prescribed by HKFRS 9, which requires the use of the lifetime expected loss allowance for all trade receivables (excluding non-financial assets). The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selects the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Management reassesses the provision at each balance sheet date.

4 Critical accounting estimates and judgements (Continued)

(d) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to industry cycles. Management reassesses the estimates at each balance sheet date.

(e) Warranty claims provision

The Group generally offers warranties with period of 48 months for its tires. Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims.

Factors that could impact the estimated claim information include the success of the Group's productivity and quality initiatives, as well as product costs.

(f) Impairment of the Group's assets

The Group follows the guidance of HKAS 36 to determine whether the Group's assets are impaired. As stated in HKAS 36, the net asset value of an entity that exceeds its market capitalisation is an impairment indicator which would require an estimate of the recoverable amount to be performed. As at 31 December 2022, the Group's market capitalisation amounted to RMB3,457 million approximately, which is lower than the Group's net assets value of RMB4,432 million. The Group shall assess whether its assets are impaired. This assessment requires significant judgements and estimations. In making these judgements and estimations, the Group evaluates and considers both qualitative and quantitative factors that will affect the value-in-use of an asset or a CGU such as the extent of the difference between the net assets value and market capitalisation, composition of the Group's assets, results and timing of previous impairment tests.

The Group has performed the impairment test according to HKAS 36 and determines that no other asset or CGU have been impaired.

5 Segment information

The executive directors of the Company have been identified as the chief operating decision-makers of the Group who review the Group's internal reporting in order to assess performance of the Group on a regular basis and allocate resources.

The Group is principally engaged in manufacturing and selling tire products. The segments denote business units operating in different locations. In terms of distinct technologies and marketing strategies required by different operating locations, hereto the chief operating decision-makers individually manage production and operating activities, evaluate operating results of different segments on a regular basis to assess the business performance and allocate resources.

5 Segment information (Continued)

The Group has two segments as follows:

— Mainland China and Hong Kong as one segment for manufacturing and selling tire products.

— Overseas regions as the other segment for manufacturing and selling tire products.

The transferring prices between different segments are decided in reference of the third party's selling prices.

The Group's revenue by geographical location, which is determined by the region where the goods were delivered, is as follows:

	Year ended 31 December	
	2022 Revenue ***RMB'000***	2021 Revenue *RMB'000*
Mainland China	**2,698,755**	3,201,826
America	**3,019,405**	2,240,164
Asia (excluding Mainland China)	**671,197**	573,157
Africa	**655,958**	702,147
Middle East	**610,471**	539,904
Other countries	**496,166**	279,963
	8,151,952	7,537,161

	For the year ended 31 December 2022		
	Domestic ***RMB'000***	**Overseas** ***RMB'000***	**Total** ***RMB'000***
Segment revenue	**5,106,363**	**3,045,589**	**8,151,952**
Segment results	**563,365**	**606,425**	**1,169,790**
Selling and distribution expenses			**(497,489)**
Administrative expenses			**(184,636)**
Research and development costs			**(229,196)**
Net impairment losses on financial assets			**(3,815)**
Other income			**34,951**
Other gains — net			**136,708**
Finance costs — net			**(71,499)**
Share of result of associates			**(75)**
Profit before income tax			**354,739**

5 Segment information (Continued)

	For the year ended 31 December 2021		
	Domestic *RMB'000*	Overseas *RMB'000*	Total *RMB'000*
Segment revenue	5,726,276	1,810,885	7,537,161
Segment results	775,061	264,087	1,039,148
Selling and distribution expenses			(437,849)
Administrative expenses			(175,966)
Research and development costs			(253,979)
Net impairment losses on financial assets			(1,577)
Other income			60,667
Other gains — net			40,594
Finance costs — net			(4,836)
Share of result of associates			(300)
Profit before income tax			265,902

The Group's non-current assets (excluding intangible assets, investment in associates, prepayments and other receivables and deferred tax assets) by geographical location, which is determined by the city/country in which the asset is located, is as follows:

	As at 31 December	
	2022 ***RMB'000***	2021 *RMB'000*
Domestic	**2,245,703**	2,228,778
Overseas	**3,132,896**	2,544,536
	5,378,599	4,773,314

No customer contributes 10% or more to the Group's revenue for the year ended 31 December 2022 and 2021.

	As at 31 December 2022 ***RMB'000***	As at 31 December 2021 *RMB'000*
Contract liabilities	**48,720**	59,285

(i) Significant change in contract liabilities

The Group receives payments from customers based on billing schedule as established in contracts. There was no significant change in contract liabilities.

5 Segment information (Continued)

(ii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised for the year ended 31 December 2022 and 2021 relates to carried-forward contract liabilities.

	Year ended 31 December 2022 *RMB'000*	Year ended 31 December 2021 *RMB'000*
Revenue recognised that was included in the contract liabilities balance at the 1 January 2022 and 1 January 2021		
Sales of tire products	**59,285**	81,676

(iii) Unsatisfied contracts related to sales of tire products

The Group selects a practical expedient and omit disclosure of remaining performance obligations as all related contracts have a duration of one year or less.

6 Revenue

	Year ended 31 December	
	2022 *RMB'000*	2021 *RMB'000*
Revenue from customers and recognised at point in time		
Sales of tire products:		
— All steel radial tires	**5,503,324**	4,888,933
— Semi-steel radial tires	**2,564,976**	2,511,046
— Bias tires	**83,652**	137,182
	8,151,952	7,537,161

7 Other income

	Year ended 31 December	
	2022 *RMB'000*	2021 *RMB'000*
Sales of scraps	**20,612**	31,661
Government grants	**14,339**	29,006
	34,951	60,667

8 Other gains — net

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Gains on disposal of financial assets at fair value through profit or loss *(Note 21)*	**8,025**	4,052
Gains/(losses) from fair value change of financial assets at fair value through profit or loss *(Note 21)*	**29,538**	(3,435)
(Losses)/gains on disposal of property, plant and equipment *(Note 34(b))*	**(208)**	137
Net foreign exchange gains/(losses)	**97,254**	(15,319)
Compensation received from lawsuit *(a)*	**—**	52,697
Others	**2,099**	2,462
	136,708	40,594

(a) On 23 December 2016, Prinx Chengshan (Shandong) Tire Co., Ltd. ("Prinx Shandong"), a subsidiary of the Group, sued Qingdao Xinhonglun Industry and Trade Co., Ltd. ("Qingdao Xinhonglun") for its failing to transfer the trademarks of ROAD SHINE and GOLD PARTNER to Prinx Shandong as stipulated in a contract, and requested Qingdao Xinhonglun to compensate for Prinx Shandong's economic losses due to the breach. In the first and second instances of verdict, Qingdao Xinhonglun should compensate Prinx Shandong but it refused to accept. On 12 July 2021, Qingdao Xinhonglun filed an application to the Supreme People's Court of the PRC ("SPC") for retrial. On 18 November 2021, the SPC rejected such retrial application. After considering the opinion of external legal advisor, the directors of the Company considered that the possibility of accepting further prosecutorial protest application from Qingdao Xinhonglun by the Supreme People's Procuratorate ("SPP") of the PRC is remote, and accordingly recognised all of the compensation received amounting to RMB52,697,000 during the year ended 31 December 2021. During the year ended 31 December 2022, Prinx Shandong didn't receive any court notice for retrial from SPC due to the intervention by SPP.

9 Expenses by nature

Expenses included in cost of sales, selling and distribution expenses, administrative expenses and research and development costs are analysed as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Raw materials and consumables used	**6,167,102**	6,209,793
Change in inventories of finished goods and work in progress	**52,277**	(322,061)
Wages and salaries, social welfare and benefits, including director's emoluments *(Note 10)*	**636,797**	613,662
Depreciation *(Note 16)*	**386,883**	279,959
Transportation cost and storage expenses	**190,396**	188,924
Advertising expenses	**73,473**	18,792
Export expenses	**67,311**	70,852
Maintenance and repair	**49,897**	59,731
Travel, conference and office expenses	**47,875**	46,893
Provision for warranties *(Note 31)*	**46,222**	44,786
Professional service fees	**27,860**	30,847
Levies	**16,473**	12,832
Property insurance premium	**16,389**	14,404
Depreciation of right-of-use assets *(Note 17)*	**15,906**	11,908
Write-downs of inventories *(Note 20)*	**12,992**	7,287
Rental and estate expenses	**9,363**	9,340
Amortisation of intangible assets *(Note 18)*	**6,632**	3,924
Sales commission	**6,597**	1,815
Auditors' remuneration		
— Audit services	**4,000**	3,129
— Non-audit services	**694**	657
Provision for impairment of financial assets *(Note 22)*	**3,815**	1,577
Other expenses	**58,344**	58,333
	7,897,298	7,367,384

10 Employee benefit expenses, including director's emoluments

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Salaries, wages and bonuses	**486,606**	484,285
Pension, housing fund, medical insurance and other welfare benefits	**139,510**	117,299
Share-based compensation benefits	**10,681**	12,078
Total employee benefit expenses	**636,797**	613,662

10 Employee benefit expenses, including director's emoluments (Continued)

(a) Pension costs — defined contribution plans

The employees of the Group's subsidiaries participate in defined contribution retirement plans organised by the relevant provincial governments under which these subsidiaries are required to make monthly contributions to these plans at certain percentages of the employees' monthly salaries and wages, subject to certain ceilings.

During the years ended 31 December 2022 and 2021, the Group had no forfeited contributions which may be used by the Group to reduce the existing level of contributions.

(b) Benefits and interests of directors

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2022

Name of Director	Fees *RMB'000*	Salaries *RMB'000*	Discretionary bonuses *RMB'000*	Allowances and benefits in kind (i) *RMB'000*	Employer's contribution to a retirement benefits scheme *RMB'000*	Share-based compensation benefits *RMB'000*	Total *RMB'000*
Executive directors							
Che Baozhen	314	2,400	—	36	45	51	2,846
Shi Futao	181	2,160	—	36	39	2,615	5,031
Cao Xueyu	181	266	—	—	15	317	779
Non-executive director							
Che Hongzhi	242	—	—	—	12	—	254
Independent non-executive directors							
Zhang Xuehuo	155	—	—	—	—	—	155
Choi Tze Kit, Sammy	207	—	—	—	—	—	207
Wang Chuansheng	155	—	—	—	—	—	155
	1,435	4,826	—	72	111	2,983	9,427

(i) Includes housing allowances, medical and life insurance premium.

10 Employee benefit expenses, including director's emoluments (Continued)

(b) Benefits and interests of directors (Continued)

For the year ended 31 December 2021

Name of Director	Fees *RMB'000*	Salaries *RMB'000*	Discretionary bonuses *RMB'000*	Allowances and benefits in kind (i) *RMB'000*	Employer's contribution to a retirement benefits scheme *RMB'000*	Share-based compensation benefits *RMB'000*	Total *RMB'000*
Executive directors							
Che Baozhen	302	2,340	—	36	44	966	3,688
Shi Futao	174	2,136	—	39	38	2,516	4,903
Cao Xueyu	174	245	—	—	15	542	976
Non-executive director							
Che Hongzhi	232	—	—	—	12	—	244
Independent non-executive directors							
Zhang Xuehuo	143	—	—	—	—	—	143
Choi Tze Kit, Sammy	186	—	—	—	—	—	186
Wang Chuansheng	135	—	—	—	—	—	135
	1,346	4,721	—	75	109	4,024	10,275

(i) Includes housing allowances, medical and life insurance premium.

(c) Directors' termination benefits

There were no termination benefits paid to any director for the year ended 31 December 2022 (2021: nil).

(d) Consideration provided to third parties for making available directors' services

For the year ended 31 December 2022, the Company provided no consideration to third parties for making available director's services (2021: nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors

There were no loans, quasi-loans and other dealings entered into between the Group and the directors in favour of the directors as at 31 December 2022, or at any time for the year ended 31 December 2022 (2021: nil).

10 Employee benefit expenses, including director's emoluments (Continued)

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 36, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted as at 31 December 2022, or at any time for the year ended 31 December 2022 (2021: nil).

(g) Five highest paid individuals

The five highest paid employees of the Group for the year ended 31 December 2022 include 2 (2021: 2) directors, details of whose emoluments are reflected in the analysis shown in Note 10(b). Details of the total emoluments paid to the remaining 3 (2021: 3) highest paid employees for the year were as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Salaries	**3,963**	4,274
Discretionary bonuses	**216**	—
Allowances and benefits in kind	**92**	193
Employer's contribution to a retirement benefits scheme	**85**	173
Share-based compensation benefits	**4,633**	4,632
Total employee benefit expenses	**8,989**	9,272

The emoluments fell within the following bands:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Emolument bands		
HKD1,500,000 to HKD2,000,000 (approximately RMB1,339,950 — RMB1,786,600)	**1**	—
HKD2,000,001 to HKD2,500,000 (approximately RMB1,786,601 — RMB2,233,250)	**1**	1
HKD4,000,001 to HKD4,500,000 (approximately RMB3,573,201 — RMB4,019,850)	**—**	1
HKD5,000,001 to HKD5,500,000 (approximately RMB4,466,501 — RMB4,913,150)	**—**	1
HKD5,500,001 to HKD6,000,000 (approximately RMB4,913,151 — RMB5,359,800)	**1**	—
	3	3

11 Finance costs — net

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Finance costs:		
— Interest expense on bank borrowings	**(87,676)**	(37,812)
— Interest expense on lease liabilities *(Note 17)*	**(679)**	(888)
— Net foreign exchange losses on borrowings and dividend payable	**(11,110)**	—
	(99,465)	(38,700)
Less: amounts capitalised on qualifying assets *(Note 16)*	**19,337**	26,320
	(80,128)	(12,380)
Finance income:		
— Interest income derived from bank deposits	**8,629**	4,757
— Net foreign exchange gains on borrowings and dividend payable	**—**	2,787
	8,629	7,544
Finance costs — net	**(71,499)**	(4,836)

12 Taxation

(a) Income tax expense

The amounts of income tax expense credited to the consolidated statement of profit or loss represent:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Current income tax		
— PRC corporate income tax	**(54)**	832
— Hong Kong and overseas profits tax	**3,169**	8,912
Deferred income tax *(Note 33)*	**(42,198)**	(20,144)
Income tax expense	**(39,083)**	(10,400)

12 Taxation (Continued)

(a) Income tax expense (Continued)

(i) Cayman Islands and British Virgin Islands profit tax

The Company and its subsidiary, Prinx Investment Holding Limited, are not subject to any taxation in the Cayman Islands and British Virgin Islands respectively. The Company has obtained the qualification of PRC tax residence enterprise. The applicable profits tax rate is 25% for the year ended 31 December 2022 (2021: 25%).

(ii) Hong Kong profits tax

The Company's subsidiaries, Prinx Chengshan (Hong Kong) Tire Limited and Prinx (Hong Kong) Rubber Co., Limited, are subject to Hong Kong profits tax. The applicable Hong Kong profits tax rate is 16.5% for the year ended 31 December 2022 (2021: 16.5%). Prinx Chengshan (Hong Kong) Tire Limited has obtained the qualification of PRC tax residence enterprise. The applicable profits tax rate is 25% for the year ended 31 December 2022 (2021: 25%).

(iii) PRC corporate income tax ("CIT")

CIT is provided on the assessable income of entities within the Group incorporated in the Mainland China. The applicable CIT tax rate is 25% except for a subsidiary which is qualified as High and New Technology Enterprises ("HNTE") and entitled to enjoy a beneficial tax rate of 15% from 2020 to 2022. As at 31 December 2022, the Group has recognised but unused tax losses of RMB294,613,000 (2021: RMB92,313,000) which can be carried forward against future taxable income for certain entities in the Mainland China and will expire within 5-10 years.

(iv) Other overseas profits tax

The Company's subsidiary, Prinx Chengshan Tire North America, Inc., incorporated in California USA, is subject to the federal tax rate of 21% and the state tax of 8.84% for the year ended 31 December 2022 (2021: 21%, 8.84%).

Prinx Chengshan Tire (Thailand) Co., Ltd. was established in Thailand and the applicable income tax rate in Thailand is 20%. As it is qualified as a key encouraged industry enterprise and approved by local tax authority in 2020, Prinx Chengshan Tire (Thailand) Co., Ltd. was entitled to an eight-year full tax exemption from 2020 to 2027.

Prinx Chengshan Tire Europe GmbH, incorporated in Germany, is subject to an overall tax rate of 31.72% set by the local authority for the year ended 31 December 2022 (2021: 31.72%).

No overseas profits tax of the Group's other subsidiaries have been provided since these subsidiaries do not have assessable taxable profits for the year ended 31 December 2022 (2021: nil).

12 Taxation (Continued)

(a) Income tax expense (Continued)

(v) Withholding tax ("WHT")

On 27 December 2019, the Company and its subsidiary, Prinx Chengshan (Hong Kong) Tire Limited has obtained the qualification of PRC tax residence enterprise, are also subject to CIT for the year ended 31 December 2022 and the distribution of dividends among Prinx Shandong, Prinx Chengshan (Hong Kong) Tire Limited and the Company is no longer subject to PRC WHT since 2019.

According to the applicable Thailand tax regulations, dividends distributed by a company established in Thailand to a foreign investor with respect to profits are generally subject to a 10% WHT. The WHT for unremitted earnings of Prinx Chengshan Tire (Thailand) Co., Ltd. as at 31 December 2022 has not been recognised as the Director holds the view that the Group will not distribute the unremitted earnings in the foreseeable future.

The income tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate to profits of the consolidated entities as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Profit before income tax	**354,739**	265,902
Tax calculated at applicable tax rates	**60,683**	46,596
Tax losses for which no deferred income tax asset was recognised	**5,896**	17,051
Expenses not deductible for tax purpose	**5,093**	4,035
Tax benefited from HNTE qualification	**14,503**	(8,747)
Additional deduction of research and development cost and other expense	**(25,593)**	(29,566)
Tax exemption of a subsidiary	**(99,665)**	(39,769)
Income tax credit	**(39,083)**	(10,400)

(b) Value-added tax ("VAT")

Sales of self-manufactured products of the Company's subsidiaries in the Mainland China and Thailand are subject to VAT. The applicable tax rate for PRC domestic sales is 13%. The applicable tax rate for Thailand domestic sales is 7%.

Input VAT on purchases of raw materials, fuel, utilities, certain property, plant and equipment and other production materials (merchandise, transportation costs) are creditable against output VAT. VAT payable is the net difference between output VAT and creditable input VAT.

13 Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the net profit attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Profit attributable to the shareholders of the Company	**393,783**	276,304
Weighted average number of ordinary shares in issue *(thousands)*	**636,440**	636,321
Basic earnings per share *(RMB)*	**0.62**	0.43

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive ordinary shares. The Company's potentially dilutive ordinary shares comprised of share options.

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Profit attributable to the shareholders of the Company	**393,783**	276,304
Weighted average number of ordinary shares in issue *(thousands)*	**636,440**	636,321
Adjustments for share options	**—**	503
Weighted average number of ordinary shares for diluted earnings per share	**636,440**	636,824
Diluted earnings per share *(RMB)*	**0.62**	0.43

The diluted earnings per share is the same as the basic earnings per share since the employee share options outstanding as at 31 December 2022 would have an anti-dilutive effect on the earnings per share.

14 Dividends

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Cash dividends paid by the Company *(a)*	**108,818**	106,708
Final dividends proposed by the Company *(b)*	**113,706**	104,561

(a) Dividends during the year ended 31 December 2022 and 2021 represented interim and final cash dividends paid by the Company to its shareholders.

(b) On 31 March 2023, the Board of Directors proposed a final dividend in respect of the year ended 31 December 2022 of HK$128 million (equivalent to approximately RMB114 million at year-end exchange rate), representing HK$0.2 per ordinary share. Such dividend is to be approved by the shareholders at the Annual General Meeting of the Company. These financial statements do not reflect this dividend payable.

15 Subsidiaries

The investments in subsidiaries are stated at cost, less impairment, if any. Set out below the details of the principal subsidiaries of the Company as at 31 December 2022:

						Directly and indirectly held		
Company name	Date of incorporation	Country/Place of incorporation, legal status and kind of legal entity	Principal country/ place of operation	Registered share capital	Paid-in share capital	31 December 2021	31 December 2022	Principal activities
Directly held by the Company								
Prinx Chengshan (Hong Kong) Tire Limited	06 June 2014	Hong Kong, limited liability company	Hong Kong	USD178,000,000	USD178,000,000	100%	100%	Investment holding and trading of tire products
Prinx Investment Holding Limited	26 November 2018	British Virgin Islands, limited liability company	Hong Kong	USD500	USD500	100%	100%	Investment holding

15 Subsidiaries (Continued)

						Directly and indirectly held		
Company name	Date of incorporation	Country/Place of incorporation, legal status and kind of legal entity	Principal country/ place of operation	Registered share capital	Paid-in share capital	31 December 2021	31 December 2022	Principal activities
Indirectly held by the Company								
Prinx Chengshan (Shandong) Tire Co., Ltd.	29 December 2005	Shandong China, wholly foreign owned enterprise	China	USD158,000,000	USD158,000,000	100%	100%	Manufacturing and trading of tire products
Prinx Chengshan Tire Europe GmbH	17 March 2020	Darmstadt Germany, limited liability company	Germany	EUR 25,000	EUR 25,000	100%	100%	The manufacturing, development, trading and distribution of all kinds of goods made of rubber, synthetic or similar
Prinx Chengshan (Qingdao) Industrial Research & Design Co., Ltd.	12 January 2017	Shandong China, limited liability company	China	RMB10,000,000	RMB10,000,000	100%	100%	Technology Research and trading of tire products
Shandong Prinx Chengshan Tire Technology Research Co., Ltd.	26 September 2017	Shandong China, limited liability company	China	RMB10,000,000	RMB9,250,000	92.5%	92.5%	Tire technology and equipment research and development, providing technical services
Qingdao Zhianda Investment Co., Ltd.	08 March 2018	Shandong China, limited liability company	China	RMB76,800,000	RMB57,440,000	100%	100.0%	Investment holding and trading of tire products
Prinx Chengshan Tire North America, Inc.	01 November 2018	California USA, corporation	United States of America	USD1,303,990	USD1,303,990	100%	100.0%	Investment holding and trading of inflatable products and related products
Prinx (Hong Kong) Rubber Co., Limited	13 December 2018	Hong Kong, limited liability company	Hong Kong	USD20,000	USD20,000	100%	100.0%	Investment holding and trading of tire products

15 Subsidiaries (Continued)

Company name	Date of incorporation	Country/Place of incorporation, legal status and kind of legal entity	Principal country/ place of operation	Registered share capital	Paid-in share capital	Directly and indirectly held 31 December 2021	Directly and indirectly held 31 December 2022	Principal activities
Indirectly held by the Company								
Prinx Chengshan Tire (Thailand) Co., Ltd.	20 December 2018	Thailand, limited liability company	Thailand	THB 9,025,634,600	THB 9,025,634,600	100%	100%	Manufacturing and trading of tire products
Shenzhen Zhianda Tire Technology Service Co.,Ltd.(i)	02 May 2018	Guangdong China, limited liability company	China	RMB40,000,000	RMB17,370,000	100%	100%	Providing tire rental service and trading of tire products
Jinan Zhianda Tire Service Co., Ltd.	07 June 2018	Shandong China, limited liability company	China	RMB20,000,000	RMB20,000,000	100%	100%	Providing tire rental service and trading of tire products
Shanghai Zhianda Rubber Technology Co., Ltd.	14 January 2019	Shanghai China, limited liability company	China	RMB20,000,000	RMB14,315,000	100%	100%	Providing tire rental service and trading of tire products
Prinx Chengshan (Anhui) Tire Co., Ltd.	19 April 2021	Anhui China, limited liability company	China	RMB378,000,000	RMB0	100%	100%	Providing tire rental service and trading of tire products
Zhianda (Shanghai) Tire Service Co., Ltd.	13 May 2021	Shanghai China, limited liability company	China	RMB76,800,000	RMB69,740,000	100%	100%	Providing tire rental service and trading of tire products
Prinx Chengshan (Shanghai) Tire Sales Co., Ltd.	09 March 2021	Shanghai China, limited liability company	China	RMB10,000,000	RMB10,000,000	100%	100%	Providing tire rental service and trading of tire products
Prinx Chengshan (Shanghai) Investment Co., Ltd.	09 February 2021	Shanghai China, wholly foreign owned enterprise	China	USD12,800,000	USD12,800,000	100%	100%	Investment holding and trading of tire products
Prinx Chengshan (Shandong) Trading Co., Ltd. (i)	12 October 2022	Shandong China, limited liability company	China	RMB5,000,000	RMB0	100%	100%	Trading of tire products

(i) Shenzhen Zhianda Tire Technology Service Co., Ltd was liquidated and deregistered on 16 September 2022, Prinx Chengshan (Shandong) Trading Co., Ltd was incorporated by Prinx Chengshan (Shandong) Tire Co., Ltd on 12 October 2022.

16 Property, plant and equipment

	Land and buildings *RMB'000*	Machinery and factory equipment *RMB'000*	Furniture and fixtures *RMB'000*	Vehicles *RMB'000*	Toolings *RMB'000*	Construction in progress *RMB'000*	Total *RMB'000*
Year ended 31 December 2021							
Opening net book amount	910,542	1,449,194	15,558	9,093	129,053	1,338,584	3,852,024
Transferred in from construction in progress	116,291	625,957	18,495	2,001	122,203	(884,947)	—
Other additions	—	—	4,566	—	—	1,247,140	1,251,706
Disposals	(5)	(267)	—	(100)	(847)	—	(1,219)
Depreciation charges *(Note 9)*	(40,360)	(178,471)	(5,038)	(2,860)	(53,230)	—	(279,959)
Exchange difference	(27,170)	(34,871)	(272)	(190)	(2,138)	(100,890)	(165,531)
Closing net book amount	959,298	1,861,542	33,309	7,944	195,041	1,599,887	4,657,021
At 31 December 2021							
Cost	1,213,655	3,882,900	66,115	32,401	608,698	1,599,887	7,403,656
Accumulated depreciation	(254,357)	(2,021,358)	(32,806)	(24,457)	(413,657)	—	(2,746,635)
Net book amount	959,298	1,861,542	33,309	7,944	195,041	1,599,887	4,657,021
Year ended 31 December 2022							
Opening net book amount	959,298	1,861,542	33,309	7,944	195,041	1,599,887	4,657,021
Transferred in from construction in progress	313,397	1,026,215	3,480	1,792	77,527	(1,422,411)	—
Other additions	—	—	410	—	—	761,390	761,800
Reclassification	16,275	—	(16,275)	—	—	—	—
Disposals	—	(257)	(173)	—	(170)	—	(600)
Depreciation charges *(Note 9)*	(44,062)	(267,319)	(6,181)	(3,678)	(65,643)	—	(386,883)
Exchange difference	64,856	95,550	1,686	115	8,247	69,041	239,495
Closing net book amount	1,309,764	2,715,731	16,256	6,173	215,002	1,007,907	5,270,833
At 31 December 2022							
Cost	1,608,183	4,966,682	53,961	33,729	690,095	1,007,907	8,360,557
Accumulated depreciation	(298,419)	(2,250,951)	(37,705)	(27,556)	(475,093)	—	(3,089,724)
Net book amount	1,309,764	2,715,731	16,256	6,173	215,002	1,007,907	5,270,833

16 Property, plant and equipment (Continued)

For the year ended 31 December 2022 and 2021, the amounts of depreciation expense charged to cost of sales, selling and distribution expenses, administrative expenses and research and development costs are as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Cost of sales	**344,194**	250,563
Selling and distribution expenses	**1,792**	209
Administrative expenses	**9,120**	5,784
Research and development costs	**31,777**	23,403
Total	**386,883**	279,959

As at 31 December 2022, the net book value of property, plant and equipment pledged as security for the Group's borrowings and undrawn borrowing facilities amounted to approximately RMB3,756,971,000 (2021: RMB3,338,195,000) (Note 28).

For the year ended 31 December 2022, the Group has capitalised borrowing costs amounting to RMB19,337,000 (2021: RMB26,320,000) (Note 11) on qualifying assets. Borrowing costs were capitalised at the actual rate of interest.

17 Right-of-use assets

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Right-of-use assets		
— Land use rights	**90,170**	94,030
— Buildings	**17,596**	22,263
	107,766	116,293
Lease liabilities		
Current		
— Lease liabilities	**12,400**	9,775
Non-Current		
— Lease liabilities	**5,988**	13,154
	18,388	22,929

The Group's land use rights are all located in the PRC.

The current and non-current portion of lease liabilities amounting to RMB7,673,000 and RMB0 (2021: RMB7,439,000 and RMB7,673,000) represent amounts due to related parties (Note 36(b)(iii)) respectively.

The statement of profit or loss shows the following amounts relating to leases:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Depreciation of right-of-use assets *(Note 9)*		
— Land use rights	**3,860**	3,856
— Buildings	**12,046**	8,052
	15,906	11,908
Interest expense *(Note 11)*	**679**	888
Expense relating to short term leases	**20,500**	14,446

The total cash payment for leases in 2022 was RMB33,098,000 (2021: RMB24,985,000).

18 Intangible assets

	Goodwill *RMB'000*	Trademarks *RMB'000*	Computer software *RMB'000*	Patented technology *RMB'000*	Total *RMB'000*
Year ended 31 December 2021					
Opening net book amount	43,436	39	6,427	2,178	52,080
Additions	—	—	24,984	220	25,204
Amortisation charge *(Note 9)*	—	(14)	(3,449)	(461)	(3,924)
Closing net book amount	43,436	25	27,962	1,937	73,360
At 31 December 2021					
Cost	43,436	1,572	51,244	3,717	99,969
Accumulated amortisation	—	(1,547)	(23,282)	(1,780)	(26,609)
Net book amount	43,436	25	27,962	1,937	73,360
Year ended 31 December 2022					
Opening net book amount	43,436	25	27,962	1,937	73,360
Additions	—	—	18,660	353	19,013
Amortisation charge *(Note 9)*	—	(14)	(6,105)	(513)	(6,632)
Closing net book amount	43,436	11	40,517	1,777	85,741
At 31 December 2022					
Cost	43,436	1,572	69,904	4,070	118,982
Accumulated amortisation	—	(1,561)	(29,387)	(2,293)	(33,241)
Net book amount	43,436	11	40,517	1,777	85,741

During the year ended 31 December 2022, amortisation of the Group's intangible assets has been charged to cost of sales and administrative expenses in the consolidated statement of profit or loss.

18 Intangible assets (Continued)

Impairment test for goodwill

Management reviews the business performance based on a measure of operating results. It has identified one operating segment — manufacturing and selling of tire products. Goodwill is monitored by the management at the operating segment level. The following is a summary of goodwill for operating segment:

	Opening *RMB'000*	Addition *RMB'000*	Impairment *RMB'000*	Other adjustment *RMB'000*	Total *RMB'000*
Year ended 31 December 2022	43,436	—	—	—	43,436

	Opening *RMB'000*	Addition *RMB'000*	Impairment *RMB'000*	Other adjustment *RMB'000*	Total *RMB'000*
Year ended 31 December 2021	43,436	—	—	—	43,436

The recoverable amount of a cash-generating unit ("CGU") is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

For the CGU, the key assumptions, long term growth rate and discount rate used in the value-in-use calculations are as follows.

	As at 31 December	
	2022	2021
Sales volume (% annual growth rate)	**5%–14%**	3%–14%
Sales price (% annual growth rate)	**3%–5%**	1%–3%
Gross margin (% of revenue)	**13%–19%**	15%–18%
Long term growth rate	**3%**	3%
Pre-tax discount rate	**18%**	18%

These assumptions have been used for the analysis of CGU within the operating segment.

Sales volume is the average annual growth rate over the five-year forecast period. It is based on past performance and management's expectations of market development.

Sales price is the average annual growth rate over the five-year forecast period. It is based on current industry trends and includes long term inflation forecasts for each territory.

Gross margin is the average margin as a percentage of revenue over the five-year forecast period. It is based on the current sales margin levels and sales mix, with adjustments made to reflect the expected future price rises in rubber, a key raw material, which management does not expect to be able to pass on to customers through price increases.

18 Intangible assets (Continued)

Impairment test for goodwill (Continued)

The long term growth rates used are pre-tax and reflect specific risks relating to the relevant operating segment.

As at 31 December 2021 and 2022, the directors of the Company assessed that there was no impairment of goodwill.

The directors of the Company have considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the CGU to exceed it recoverable amounts.

19a Financial instruments by category

	Financial assets at amortised cost *RMB'000*	Financial assets at fair value through profit or loss *RMB'000*	Financial assets at fair value through other comprehensive income *RMB'000*	Total *RMB'000*
As at 31 December 2022				
Financial assets				
Financial assets at fair value through profit or loss	—	261,065	—	261,065
Amounts due from related parties	126,374	—	—	126,374
Trade and notes receivables	1,312,473	—	—	1,312,473
Other receivables	42,025	—	—	42,025
Cash and cash equivalents	982,037	—	—	982,037
Restricted cash	190,646	—	—	190,646
Notes receivable	—	—	117,534	117,534
Total	2,653,555	261,065	117,534	3,032,154

	Financial liabilities at amortised cost *RMB'000*
As at 31 December 2022	
Financial liabilities	
Lease liabilities	18,388
Borrowings	2,203,277
Trade payables	2,000,310
Other payables	874,943
Amounts due to related parties	2,093
Total	5,099,011

19a Financial instruments by category (Continued)

	Financial assets at amortised cost *RMB'000*	Financial assets at fair value through profit or loss *RMB'000*	Financial assets at fair value through other comprehensive income *RMB'000*	Total *RMB'000*
As at 31 December 2021				
Financial assets				
Financial assets at fair value through profit or loss	—	107,155	—	107,155
Amounts due from related parties	78,820	—	—	78,820
Trade and notes receivables	1,383,717	—	—	1,383,717
Other receivables	49,764	—	—	49,764
Cash and cash equivalents	728,813	—	—	728,813
Restricted cash	125,679	—	—	125,679
Notes receivable	—	—	265,764	265,764
Total	2,366,793	107,155	265,764	2,739,712

	Financial liabilities at amortised cost *RMB'000*
As at 31 December 2021	
Financial liabilities	
Lease liabilities	22,929
Borrowings	1,898,024
Trade payables	1,957,593
Other payables	868,472
Amounts due to related parties	18,279
Total	4,765,297

19b Credit quality of financial assets

Trade and notes receivables

The Group has policies in place to ensure credit sales are made to customers with an appropriate credit history. The credit quality of trade and notes receivables that are neither past due nor further impaired, are being assessed by reference to the reputation, credit history and management judgement about counterparty. The Group categorised the trade and notes receivables as follows:

Group 1 — Notes receivable.
Group 2 — Trade receivables due from customers.

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Group 1	**117,534**	265,764
Group 2	**1,215,786**	1,135,177
Total	**1,333,320**	1,400,941

Bank deposits

The management considers the credit risks in respect of bank deposits are relatively minimal. The majority of the Group's bank deposits are held with major financial institutions (e.g. the Group's principal bankers) with strong investment grade credit ratings.

20 Inventories

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Raw materials	**283,893**	426,117
Work-in-progress	**80,027**	84,242
Finished goods	**913,451**	974,505
	1,277,371	1,484,864

During the year ended 31 December 2022, the cost of inventories recognised as an expense and included in 'cost of sales' was RMB6,166,622,000 (2021: RMB5,874,228,000). Write-downs of inventories amounting to RMB12,992,000 were made for the year ended 31 December 2022 (2021: RMB7,287,000).

21 Financial assets at fair value through profit or loss

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
At beginning of the year	**107,155**	153,479
Additions	**2,213,242**	2,624,390
Disposals	**(2,096,895)**	(2,671,331)
Gains on disposal of financial assets at fair value through profit or loss *(Note 8)*	**8,025**	4,052
Fair value gains/(losses) on financial assets at fair value through profit or loss *(Note 8)*	**29,538**	(3,435)
At the end of the year	**261,065**	107,155

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Financial assets at fair value through profit or loss		
— Wealth management products *(a)*	**209,482**	85,110
— Listed equity securities *(b)*	**21,044**	22,045
— Interest rate swap *(c)*	**30,539**	—
	261,065	107,155

(a) The wealth management products are stated at fair value using a discounted cash flow approach. The main input used by the Group is estimated yield rate written in contract with the counterparty. The fair value is within level 3 of the fair value hierarchy (Note 3.3).

(b) The listed equity securities are fair valued based on the quoted market price.

(c) The interest rate swap contract is derivative financial instrument and is fair valued based on the interest rate under the observation period.

22 Trade and notes receivables

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Trade receivables	**1,215,786**	1,135,177
Less: provision for impairment of trade receivables	**(20,847)**	(17,224)
Trade receivables — net	**1,194,939**	1,117,953
Notes receivable	**117,534**	265,764
Trade and notes receivables — net	**1,312,473**	1,383,717

The carrying amounts of trade and notes receivables approximated their fair values as at the balance sheet date.

As at 31 December 2022 and 2021, the ageing analysis of the trade and notes receivables based on invoice date is as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Up to 3 months	**1,061,239**	1,227,739
4 to 6 months	**195,140**	152,247
7 to 12 months	**60,776**	12,967
1 to 2 years	**9,065**	3,883
2 to 3 years	**3,132**	1,080
Over 3 years	**3,968**	3,025
	1,333,320	1,400,941

Movements on the Group's provision for impairment of trade and notes receivables are as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
At beginning of the year	**17,224**	15,874
Provision for impairment of trade receivables *(Note 9)*	**3,815**	1,577
Trade receivables written off during the year as uncollectible	**(192)**	(227)
At the end of the year	**20,847**	17,224

22 Trade and notes receivables (Continued)

The creation and release of provision for impaired receivables have been included in 'administrative expenses' in the consolidated statement of profit or loss. Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash.

The carrying amounts of the Group's trade and notes receivables are denominated in the following currencies:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
RMB	**553,906**	626,418
USD	**701,452**	759,846
EUR	**77,962**	14,677
	1,333,320	1,400,941

23 Prepayments, other receivables and other current assets

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Non-current		
Prepayments for purchase of property, plant and equipment	**8,855**	79,069
Current		
Prepayments for inventory	**90,672**	56,631
Other receivables		
— Deposits in Customs Office	**356**	19,295
— Others	**41,669**	30,469
Other current assets — value added tax to be deducted	**198,743**	153,216
— prepaid sales tax	**5,701**	—
	337,141	259,611
	345,996	338,680

The maximum exposure to credit risk at the reporting dates is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

24 Cash and cash equivalents

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Cash on hand	**6**	6
Cash at banks *(Note 19b)*	**1,172,677**	854,486
	1,172,683	854,492
Less: Restricted cash *(a)*	**(190,646)**	(125,679)
	982,037	728,813

(a) As at 31 December 2022, the restricted cash balances amounting to RMB178,343,000 (2021: RMB105,451,000) were pledged as security for issuing notes payable of the Group, and RMB12,303,000 were pledged as bank guarantees for issuing letter of credit (2021: RMB20,228,000).

Cash at bank and on hand are denominated in the following currencies:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
RMB	**244,631**	215,926
USD	**844,230**	582,415
HKD	**8,953**	8,469
EUR	**67,481**	38,479
THB	**7,388**	9,203
	1,172,683	854,492

25 Share capital and Share premium

	Number of authorised shares
Authorised share capital:	
As at 1 January 2021 and 31 December 2021 and 2022	1,000,000,000

	Number of issued shares	Nominal value of Ordinary shares *RMB'000*	Share premium *RMB'000*	Total *RMB'000*
As at 31 December 2020	635,861,500	200	2,180,207	2,180,407
Employee share option schemes — Exercise of options *(Note 26)*	578,500	1	5,391	5,392
As at 31 December 2021	636,440,000	201	2,185,598	2,185,799
Employee share option schemes — Exercise of options *(Note 26)*	—	—	—	—
As at 31 December 2022	636,440,000	201	2,185,598	2,185,799

26 Share options

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 5 July 2019 (the "2019 Adoption Date"), the share option scheme (the "2019 Share Option Scheme") was adopted by the Company. The number of shares issuable pursuant to the 2019 Share Option Scheme was 16,000,000 shares, being approximately 2.5% of the total number of shares in issue on the 2019 Adoption Date.

On 9 July 2019 (the "2019 Grant Date"), the board of directors resolved to grant 14,400,000 shares of options to certain eligible employees under the 2019 Share Option Scheme, the exercise price is HKD7.24 per share. The exercise of share options shall be conditional upon fulfilment of the Company's annual performance objectives and personal performance objectives. Assuming all the conditions for exercise of the share options are fulfilled in accordance with the 2019 Share Option Scheme, the proportion of 1/3, 1/3 and 1/3 of the share options may be exercised after the 12 months, 24 months, 36 months from the date of grant. Subject to the vesting schedule, options granted in 2019 under the 2019 Share Option Scheme are exercisable within a period of six years commencing from the grant date. Total fair value of options as at the 2019 Grant Date was determined to be HKD25,709,438, assuming the Company's annual performance objectives and personal performance objectives can be fulfilled.

26 Share options (Continued)

On 9 July 2020 (the "2020 Grant Date"), the board of directors resolved to grant 835,500 shares of options to certain eligible employees under the 2019 Share Option Scheme, the exercise price is HKD7.96 per share. The exercise of share options shall be conditional upon fulfilment of the Company's annual performance objectives and personal performance objectives. Assuming all the conditions for exercise of the share options are fulfilled in accordance with the 2019 Share Option Scheme, the proportion of 1/2 and 1/2 of the share options may be exercised after the 12 months and 24 months from the date of grant. If the Options are not vested as the performance of the scheme participants in the first two vesting periods fails to meet the standards, in the event that the performance meets the standard upon the third annual assessment, the deferred vesting conditions are considered satisfied and the options granted may be exercised at any time after the third exercise period (i.e., after 36 months from the 2020 Grant Date), and the vesting proportion is the remaining unvested options after excluding the lapsed Options. Subject to the vesting schedule, options granted in 2020 under the 2019 Share Option Scheme are exercisable within a period of five years commencing from the grant date. Total fair value of options as at the 2020 Grant Date granted during year ended 31 December 2020 were determined to be HKD1,707,728, assuming the Company's annual performance objectives and personal performance objectives can be fulfilled.

Pursuant to an ordinary resolution passed at annual general meeting of the Company held on 17 May 2021 (the "2021 Adoption Date"), the current share option scheme (the "2021 Share Option Scheme") was adopted by the Company and replaced the 2019 Share option schemes. The number of shares issuable pursuant to the 2021 Share Option Scheme was 50,000,000 shares, being approximately 7.9% of the total number of shares in issue on the 2021 Adoption Date.

On 28 June 2021 (the "2021 Grant Date"), the board of directors resolved to grant 35,050,000 shares of options to certain eligible employees under the 2021 Share Option Scheme, the exercise price is HKD8.57 per share. The exercise of share options shall be conditional upon fulfilment of the Company's annual performance objectives and personal performance objectives. Assuming all the conditions for exercise of the share options are fulfilled in accordance with the 2021 Share Option Scheme, the proportion of 35% and 65% of the share options may be exercised after the 36 months and 60 months from the date of grant. Subject to the vesting schedule, the 2021 Share Option Scheme are exercisable within a period of eight years commencing from the grant date.

On 28 September 2022 (the "2022 Grant Date"), the board of directors resolved to grant 3,080,000 shares of options to certain eligible employees under the 2021 Share Option Scheme, the exercise price is HKD8.57 per share. The exercise of share options shall be conditional upon fulfilment of the Company's annual performance objectives and personal performance objectives. Assuming all the conditions for exercise of the share options are fulfilled in accordance with the 2021 Share Option Scheme, the proportion of 35% and 65% of the share options may be exercised after the 36 months and 60 months from the date of grant. Subject to the vesting schedule, the 2021 Share Option Scheme are exercisable within a period of approximately seven years commencing from the grant date.

26 Share options (Continued)

Set out below are summaries of options granted under the plan:

	2022		2021	
	Average exercise price per share option	**Number of options**	Average exercise price per share option	Number of options
As at 1 January	**HKD8.24**	**46,150,500**	HKD7.28	13,539,800
Granted during the year	**HKD8.57**	**3,080,000**	HKD8.57	35,050,000
Exercised during the year	**—**	**—**	HKD7.24	(578,500)
Lapsed during the year	**HKD8.43**	**(8,150,632)**	HKD7.97	(1,466,000)
Forfeited during the year	**HKD7.30**	**(1,956,407)**	HKD7.28	(394,800)
As at 31 December	**HKD8.27**	**39,123,461**	HKD8.24	46,150,500
Vested and exercisable at 31 December		**6,614,889**		7,320,457

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant Date	**Expiry Date**	**Exercise price**	**Share options 31 December 2022**	Share options 31 December 2021
9 July 2019	9 July 2025	HKD7.244	**8,510,664**	11,134,300
9 July 2020	9 July 2025	HKD7.960	**532,797**	716,200
28 June 2021	28 June 2029	HKD8.568	**27,000,000**	34,300,000
28 September 2022	28 June 2029	HKD8.568	**3,080,000**	—
Total			**39,123,461**	46,150,500
Weighted average remaining contractual life of options outstanding at end of period			**5.08 years**	6.97 years

26 Share options (Continued)

Total fair value of options as at the 2022 Grant Date was determined to be HKD4,658,000, assuming the Company's annual performance objectives and personal performance objectives can be fulfilled. The fair value of options was accessed by adopting the Binomial Option-Pricing Model that takes into account the exercise price, option life, the spot price, the expected volatility, the expected dividend yield, the risk free interest rate and the expected post-vesting forfeiture rate, etc. as at the Grant Date. Where shares are forfeited due to a failure by the employee to satisfy the service conditions, any expenses previously recognised in relation to such shares are reversed effective the date of the forfeiture.

The key valuation inputs for options granted during the year ended 31 December 2022 and 2021 included:

	For the year ended 31 December 2022 2021 Share Option Scheme	For the year ended 31 December 2021 2021 Share Option Scheme
Exercise price	**HKD8.57**	HKD8.57
Spot price on Grant Date	**HKD6.41**	HKD8.51
Expected volatility	**36.69%**	36.88%
Expected dividend yield	**3.12%**	2.35%
Risk-free interest rate	**3.85%**	1.07%
Expiry date	**28 June 2029**	28 June 2029
Expected post-vesting Forfeiture Rate	**4.00% or 10.00%**	2.94% or 3.53%
Expected exercise multiple	**2.2x or 2.8x**	2.2x or 2.8x

The determinations for the key valuation inputs above are as follows:

- The volatility factor estimated was based on the historical share price movement of the comparable companies for the period which approximates the expected period to exercise.
- The dividend yield estimated was based on the historical dividend proposed and the share price as at the base date.
- The risk-free interest rate was based on the expected yield of Hong Kong government bonds which approximate the duration from base date to expiry date of the share option.
- The expected post-vesting forfeiture rate estimated was based on the past fulfilment profile of the Company's and personal performance objective as well as the forward-looking factors.
- Expected exercise multiple for management is assumed to be 2.8 times the future stock price, and expected exercise multiple for employee is assumed to be 2.2 times the future stock price, by making reference to the academic article "HOW TO VALUE EMPLOYEE STOCK OPTIONS", written by John Hull and Alan White, September 2002.

As at 31 December 2022, the share option grantees satisfied the above mentioned exercise conditions in accordance with the 2021 Share Option Scheme. Employee benefit expense of amounting to RMB10,681,000 (2021: RMB12,078,000) for the above 2 share option scheme with a corresponding increase in equity is recognised in profit or loss.

27 Reserves

	Capital reserve *RMB'000*	Statutory reserve (i) *RMB'000*	Translation reserve *RMB'000*	Retained earnings (i) *RMB'000*	Share option reserves *RMB'000*	Total *RMB'000*
Balance at 31 December 2020	(70,715)	262,768	(202,239)	1,595,273	14,092	1,599,179
Profit for the year	—	—	—	276,304	—	276,304
Cash dividends *(Note14)*	—	—	—	(106,708)	—	(106,708)
Profit appropriation to statutory reserves	—	31,935	—	(31,935)	—	—
Currency translation differences	—	—	(44,112)	—	—	(44,112)
Employee share option schemes						
— issue of shares	—	—	—	—	(1,858)	(1,858)
— value of employee services *(Note 26)*	—	—	—	—	12,078	12,078
Transactions with non-controlling interests	—	—	—	(350)	—	(350)
Balance at 31 December 2021	(70,715)	294,703	(246,351)	1,732,584	24,312	1,734,533
Profit for the year	—	—	—	393,783	—	393,783
Cash dividends *(Note14)*	—	—	—	(108,818)	—	(108,818)
Profit appropriation to statutory reserves	—	51,598	—	(51,598)	—	—
Currency translation differences	—	—	236,052	—	—	236,052
Employee share option schemes						
— issue of shares	—	—	—	—	—	—
— value of employee services *(Note 26)*	—	—	—	—	10,681	10,681
Transactions with non-controlling interests	—	—	—	—	—	—
Balance at 31 December 2022	(70,715)	346,301	(10,299)	1,965,951	34,993	2,266,231

(i) In accordance with the PRC Company Law and the articles of association of the PRC subsidiaries of the Group (the "PRC subsidiaries"), the PRC subsidiaries are required to allocate 10% of their profits attributable to the respective owners of the PRC subsidiaries after offsetting accumulated losses of previous years as set out in their statutory financial statements, to the statutory reserve until such reserve reaches 50% of the registered capital of the respective PRC subsidiary.

Under the Thailand Provision of Civil and Commerce Code, the Thai company is required to set aside as a legal reserve at least 5% of its profits arising from the business of the Company at each dividend distribution until the reserve is not less than 10% of the registered share capital. The legal reserve is non-distributable.

These reserves shall only be used to make up for previous years' losses or to increase the capital. The entities in the PRC may transfer their respective statutory reserves into paid-in capital, provided that the balance of the statutory reserve after such transfer is not less than 25% of the registered capital.

28 Bank borrowings

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Non-current		
Bank borrowings		
— Secured	**1,019,074**	1,138,154
— Unsecured	**421,301**	462,108
	1,440,375	1,600,262
Current		
Current portion of non-current bank borrowings		
— Secured	**297,012**	85,582
— Unsecured	**68,890**	32,980
	365,902	118,562
Short-term bank borrowings		
— Unsecured	**397,000**	179,200
	762,902	297,762
Total borrowings	**2,203,277**	1,898,024

As at 31 December 2022, the weighted average effective interest rates on borrowings from banks were 4.03% (2021: 3.21%).

As at 31 December 2022, the secured bank borrowings of RMB1,316,086,000 (2021: RMB1,223,736,000) and undrawn borrowing facilities of RMB328,551,000 (2021: RMB191,271,000) were secured by certain property, plant and equipment amounting to RMB3,756,971,000 (2021: RMB3,338,195,000) (Note 16).

The carrying amounts of the Group's bank borrowings were denominated in the following currencies:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
RMB	**1,079,191**	884,288
USD	**1,124,086**	1,013,736
	2,203,277	1,898,024

28 Bank borrowings (Continued)

The exposure of the Group's borrowings to the interest rate changes and the contractual repricing dates of the borrowings at the end of the reporting period are as follows:

	As at 31 December			
	2022	***% of***	2021	*% of*
	RMB'000	***total loans***	*RMB'000*	*total loans*
Repricing or maturity dates:				
— Variable rate borrowings	**792,147**	**36%**	331,138	18%
— Fixed rate borrowing				
Less than 1 year	**591,003**	**27%**	269,561	14%
1 — 2 years	**757,287**	**34%**	360,195	19%
2 — 5 years	**62,840**	**3%**	937,130	49%
	2,203,277	**100%**	1,898,024	100%

The maturity of bank borrowings as of the balance sheet dates is as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Within one year	**762,902**	297,762
Between one and two years	**1,104,944**	398,859
Between two and five years	**297,502**	1,091,149
Over five years	**37,929**	110,254
	2,203,277	1,898,024

28 Bank borrowings (Continued)

The effective interest rates at the balance sheet date were as follows:

	2022		2021	
	RMB	*USD*	*RMB*	*USD*
Bank borrowings	2.64%–4.65%	2.45%–7.55%	2.64%–4.3%	2.05%–3.68%

The carrying amounts and fair value of the non-current bank borrowings at fixed rate are as follows:

	Carrying amount		Fair value	
	2022 *RMB'000*	2021 *RMB'000*	2022 *RMB'000*	2021 *RMB'000*
1–2 years	757,287	360,195	757,275	360,177
2–5 years	62,841	937,130	62,823	937,114
	820,128	1,297,325	820,098	1,297,291

The fair values of non-current bank borrowings are based on discounted cash flow approach using the prevailing market rates of interest available to the Group for financial institution with substantially the same terms and characteristics at the respective balance sheet dates.

29 Trade payables

	As at 31 December	
	2022 *RMB'000*	2021 *RMB'000*
Accounts payable	1,101,127	1,089,372
Notes payable *(a)*	899,183	868,221
	2,000,310	1,957,593

(a) As at 31 December 2022, notes payable of RMB854,511,000 (2021: RMB848,333,000) represented bank acceptance notes secured by certain restricted bank balances and RMB44,672,000 (2021: RMB19,888,000) secured by certain notes receivable.

The carrying amounts of trade payables approximated their fair values as at the balance sheet date.

29 Trade payables (Continued)

The Group's trade payables were denominated in the following currencies:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
RMB	**1,711,244**	1,515,055
USD	**188,213**	272,054
EUR	**—**	2,176
JPY	**27**	2,339
THB	**100,826**	165,969
	2,000,310	1,957,593

As at 31 December 2022 and 2021, the ageing analysis of the trade payables based on invoice date was as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Within 3 months	**1,356,920**	1,475,529
4 to 6 months	**598,194**	469,319
7 to 12 months	**24,952**	3,315
Above 1 year	**20,244**	9,430
	2,000,310	1,957,593

30 Other payables and accruals

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Payables for purchase of property, plant and equipment	**490,712**	396,754
Payroll and employee benefit payables	**185,827**	150,695
Accrued expenses	**135,285**	114,751
Accrued sales rebates and commission	**73,804**	120,557
Freights and custom duty payable	**59,458**	116,180
Deposit from customers	**41,991**	60,470
Interest payables	**19,916**	5,571
Other tax payables	**10,533**	11,733
Other payables	**53,777**	54,189
	1,071,303	1,030,900

31 Provision for warranties

	Products warranties ***RMB'000***
As at 31 December 2020	69,482
Additional provision *(Note 9)*	44,786
Utilised during the year	(47,515)
As at 31 December 2021	66,753
Additional provision *(Note 9)*	46,222
Utilised during the year	(37,056)
As at 31 December 2022	75,919

32 Deferred income

	Deferred government grants *RMB'000*
As at 31 December 2020	55,220
Addition	9,576
Credited to the consolidated statement of profit or loss	(4,945)
As at 31 December 2021	59,851
Addition	22,956
Credited to the consolidated statement of profit or loss	(6,760)
As at 31 December 2022	76,047

33 Deferred income tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	As at 31 December	
	2022 *RMB'000*	2021 *RMB'000*
Deferred tax assets:		
— Deferred tax assets to be recovered within 12 months	**85,250**	54,715
— Deferred tax assets to be recovered after more than 12 months	**2,346**	1,909
Set-off of deferred tax liabilities pursuant to set-off provisions	**(68,088)**	(56,624)
Deferred tax assets, net	**19,508**	—
Deferred tax liabilities:		
— Deferred tax liabilities to be settled within 12 months	**(10,501)**	(7,772)
— Deferred tax liabilities to be settled after more than 12 months	**(72,519)**	(86,474)
Set-off of deferred tax assets pursuant to set-off provisions	**68,088**	56,624
Deferred tax liabilities, net	**(14,932)**	(37,622)

33 Deferred income tax (Continued)

The gross movement of the deferred income tax account is as follows:

	Year ended 31 December 2022 RMB'000	Year ended 31 December 2021 RMB'000
At beginning of the year	**(37,622)**	(57,766)
Credit to profit or loss *(Note 12)*	**42,198**	20,144
At end of the year	**4,576**	(37,622)

The movement in deferred tax assets and liabilities during the year, without taking consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets

	Tax losses RMB'000	Impairment RMB'000	Accruals RMB'000	Warranties RMB'000	Government grants RMB'000	Others RMB'000	Total RMB'000
At 31 December 2020	—	3,198	13,818	5,535	8,958	2,895	34,404
(Charged)/credited to the consolidated statement of profit or loss	13,847	1,087	1,573	1,047	1,375	3,291	22,220
At 31 December 2021	13,847	4,285	15,391	6,582	10,333	6,186	56,624
(Charged)/credited to the consolidated statement of profit or loss	30,345	656	(3,615)	(509)	2,345	1,750	30,972
At 31 December 2022	44,192	4,941	11,776	6,073	12,678	7,936	87,596

33 Deferred income tax (Continued)

Deferred tax liabilities

	Fair value gains arising from business combination *RMB'000*	Depreciation difference *RMB'000*	Others *RMB'000*	Total *RMB'000*
At 31 December 2020	17,859	74,311	—	92,170
(Credited)/charged to the consolidated statement of profit or loss	(3,185)	5,261	—	2,076
At 31 December 2021	14,674	79,572	—	94,246
(Credited)/charged to the consolidated statement of profit or loss	(2,981)	(11,484)	3,239	(11,226)
At 31 December 2022	11,693	68,088	3,239	83,020

34 Cash generated from operations

(a) Reconciliation of profit before income tax to cash generated from operations

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Profit before income tax	**354,739**	265,902
Adjustments for:		
— Share of result of associates	**75**	300
— Depreciation of property, plant and equipment *(Note 16)*	**386,883**	279,959
— Depreciation of right-of-use assets *(Note 17)*	**15,906**	11,908
— Amortisation of intangible assets *(Note 18)*	**6,632**	3,924
— Gains on disposal of financial assets at fair value through profit or loss *(Note 8)*	**(8,025)**	(4,052)
— (Gains)/losses from fair value change of financial assets at fair value through profit or loss *(Note 8)*	**(29,538)**	3,435
— Deferred income related to property, plant and equipment	**(6,760)**	(4,945)
— Share based payment *(Note 26)*	**10,681**	12,078
— Losses/(gains) on disposal of property, plant and equipment *(Note 8)*	**208**	(137)
— Provision for impairment of financial assets	**3,815**	1,577
— Write-downs of inventories *(Note 20)*	**12,992**	7,287
— Finance costs — net *(Note 11)*	**71,499**	4,836
Changes in working capital (excluding currency translation differences on consolidation):		
— Increase in pledged bank deposits	**(64,967)**	(69,899)
— Decrease/(increase) in inventories	**239,883**	(518,515)
— Decrease/(increase) in trade and notes receivables	**107,832**	(41,480)
— Increase in prepayments, other receivables and other current assets	**(77,530)**	(104,674)
— (Increase)/decrease in amounts due from related parties	**(47,554)**	136,550
— (Decrease)/increase in trade payables	**(16,882)**	523,444
— (Decrease)/increase in amounts due to related parties	**(16,186)**	12,048
— Increase/(decrease) in provision for warranties	**9,166**	(2,729)
— Decrease in other payables and accruals	**(54,280)**	(21,110)
— Decrease in contract liabilities	**(10,565)**	(22,391)
Cash generated from operations	**888,024**	473,316

34 Cash generated from operations (Continued)

(b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Net book value *(Note 16)*	**600**	1,219
(Losses)/gains on disposal of property, plant and equipment	**(208)**	137
Proceeds from disposal of property, plant and equipment	**392**	1,356

The reconciliation of liabilities arising from financial activities is as follows:

	Bank borrowings ***RMB'000***	**Lease Liabilities** ***RMB'000***	**Total** ***RMB'000***
As of 31 December 2020 *(Note)*	667,458	31,013	698,471
Cash flows			
— inflow from financing activities	1,646,578	—	1,646,578
— outflow from operating activities	(34,542)	—	(34,542)
— outflow from financing activities	(394,477)	(10,539)	(405,016)
Non-cash changes			
— increase of right-of-use assets	—	1,567	1,567
— interest expense	37,812	888	38,700
— currency translations	(19,232)	—	(19,232)
As of 31 December 2021 *(Note)*	1,903,597	22,929	1,926,526
Cash flows			
— inflow from financing activities	712,934	—	712,934
— outflow from operating activities	(73,331)	—	(73,331)
— outflow from financing activities	(504,353)	(12,599)	(516,952)
Non-cash changes			
— increase of right-of-use assets	—	7,379	7,379
— interest expense	87,676	679	88,355
— currency translations	96,670	—	96,670
As of 31 December 2022 *(Note)*	2,223,193	18,388	2,241,581

Note: The balance of these financial liabilities comprises "bank borrowings", "lease liabilities", respective interest payable and "other payables and accruals".

35 Commitments

The capital commitments of the Group as at the respective balance sheet dates were as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Purchase of property, plant and equipment		
— Contracted but not provided for	**18,653**	228,479

36 Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions.

Save as disclosed elsewhere in the consolidated financial statements, the following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business for the year ended 31 December 2022 and 2021, and balances arising from related party transactions as at the respective balance sheet dates.

Name and relationship with related parties are set out below:

Related party	**Relationship**
Chengshan Group	Immediate holding company
China National Heavy Duty Truck Group Co., Ltd. and its subsidiaries (referred as "Sinotruk")	Ultimate parent company of Sinotruk (Hong Kong) Capital Holding Limited, a shareholder of the Company
Rongcheng Chengshan Properties Co., Ltd.	Entity controlled by immediate holding company
Rongcheng Chengshan Energy-Saving Services Co., Ltd.	Entity controlled by immediate holding company
Yunnan Prinx Chengshan Tire Co., Ltd.	The associated company of the Group, established on 12 July 2018, 22% equity interest attributable to the Group
Hebei Prinx Chengshan Tire Co., Ltd.	The associated company of the Group, established on 30 August 2019, 39% equity interest attributable to the Group

The English name of certain companies referred to in these consolidated financial statements represent management's best effort at translating the Chinese names of these companies as no English names have been registered.

36 Related party transactions (Continued)

(a) Transactions with related parties

	Year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Continuing transactions		
(i) Purchase of utilities		
— Chengshan Group	**171,224**	172,320
(ii) Sale of goods		
— Sinotruk	**175,467**	371,932
— Yunnan Prinx Chengshan Tire Co., Ltd.	**14,996**	51,153
— Hebei Prinx Chengshan Tire Co., Ltd.	**89,186**	27,429
	279,649	450,514
(iii) Rental and estate management expenses paid and payable		
— Rongcheng Chengshan Properties Co., Ltd.	**5,964**	5,964
— Chengshan Group	**7,439**	7,213
	13,403	13,177

The total depreciation and finance charges for the leases from related parties recorded in the consolidated statement of profit or loss amounted to RMB7,587,000 for the year ended 31 December 2022 (2021: RMB7,814,430).

(iv) Services received		
— Rongcheng Chengshan Energy-Saving Services Co., Ltd.	**4,838**	2,602

(v) Key management compensation

Key management includes directors and senior managements. The compensation paid or payable to key management for employee services is shown below:

— Salaries, director fees, bonus, pension, housing fund, medical insurance and other welfare benefits	**12,397**	14,643
— Share-based compensation benefits	**9,147**	9,810
	21,544	24,453

36 Related party transactions (Continued)

(b) Balances with related parties

(i) Amounts due from related parties

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Current		
Trade receivables		
— Sinotruk	**103,046**	74,558
— Hebei Prinx Chengshan Tire Co., Ltd.	**23,328**	4,262
	126,374	78,820

The ageing analysis of trade receivables from related parties based on invoice date at respective dates of statement of financial position are as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
1–3 months	**92,467**	78,820
4–6 months	**31,184**	—
7–12 months	**2,723**	—
	126,374	78,820

36 Related party transactions (Continued)

(b) Balances with related parties (Continued)

(ii) Amounts due to related parties

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Current		
Contract liabilities		
— Yunnan Prinx Chengshan Tire Co., Ltd.	**604**	1
— Hebei Prinx Chengshan Tire Co., Ltd.	**—**	1
	604	2
Trade payables		
— Chengshan Group	**690**	17,650
— Rongcheng Chengshan Energy-Saving Services Co., Ltd.	**799**	627
	1,489	18,277
	2,093	18,279

The carrying amounts of the Group's amount due to related parties are denominated in the following currencies:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
RMB	**2,093**	18,279

The ageing analysis of trade payables to related parties at respective dates of statement of financial position are as follows:

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Less than 3 months	**1,489**	18,277

36 Related party transactions (Continued)

(b) Balances with related parties (Continued)

(iii) Lease liabilities

	As at 31 December	
	2022	2021
	RMB'000	*RMB'000*
Non-current		
— Chengshan Group	**—**	7,673
Current		
— Chengshan Group	**7,673**	7,439
	7,673	15,112

37 Events occurring after the reporting period

There are no events to cause material impact on the Group from the balance sheet date to the date of this report that should be disclosed.

38 Balance sheet and reserve movement of the Company

		As at 31 December	
		2022	2021
	Note	***RMB'000***	*RMB'000*
Assets			
Non-current assets			
Property, plant and equipment		**—**	1
Interests in subsidiaries		**2,326,298**	2,229,022
Deferred tax assets		**1,487**	1,237
		2,327,785	2,230,260
Current assets			
Financial assets at fair value through profit or loss		**21,044**	22,044
Cash and cash equivalents		**8,446**	7,545
		29,490	29,589
Total assets		**2,357,275**	2,259,849
Equity			
Share capital	*25*	**201**	201
Share premium	*25*	**2,185,598**	2,185,598
Reserves	*a*	**161,985**	64,956
Total equity		**2,347,784**	2,250,755

38 Balance sheet and reserve movement of the Company (Continued)

	Note	As at 31 December 2022 RMB'000	2021 RMB'000
Liabilities			
Current liabilities			
Other payables and accruals		988	2,337
Amounts due to related parties		8,503	6,757
		9,491	9,094
Total liabilities		9,491	9,094
Total equity and liabilities		2,357,275	2,259,849

The balance sheet of the Company was approved by the Board of Directors on 31 March 2023 and were signed on its behalf.

Che Baozhen
Director

Shi Futao
Director

Note (a) Reserve movement of the Company

	Translation reserve RMB'000	Retained earnings/ (accumulated losses) RMB'000	Reserves RMB'000	Total RMB'000
Balance at 31 December 2020	62,501	221	14,092	76,814
Profit for the year	—	107,419	—	107,419
Cash dividends *(Note 14)*	—	(106,708)	—	(106,708)
Currency translation differences *(i)*	(22,789)	—	—	(22,789)
Employee share option schemes				
— issue of shares *(Note 25, 27)*	—	—	(1,858)	(1,858)
— value of employee services *(Note 26, 27)*	—	—	12,078	12,078
Balance at 31 December 2021	39,712	932	24,312	64,956
Profit for the year	—	102,365	—	102,365
Cash dividends *(Note 14)*	—	(108,818)	—	(108,818)
Currency translation differences *(i)*	92,801	—	—	92,801
Employee share option schemes				
— issue of shares *(Note 25, 27)*	—	—	—	—
— value of employee services *(Note 26, 27)*	—	—	10,681	10,681
Balance at 31 December 2022	132,513	(5,521)	34,993	161,985

(i) The Company's functional currency is USD.

By Order of the Board
Prinx Chengshan Holdings Limited
Che Hongzhi
Chairman and Non-executive Director

Shandong, China, 31 March 2023

As at the date of this announcement, the Board comprises Mr. Che Baozhen, Mr. Shi Futao and Ms. Cao Xueyu as executive directors; Mr. Che Hongzhi, Mr. Wang Lei and Mr. Shao Quanfeng as non-executive directors; Mr. Zhang Xuehuo, Mr. Choi Tze Kit Sammy and Mr. Wang Chuansheng as independent non-executive directors.