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瑞港建設控股有限公司
PROSPER CONSTRUCTION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6816)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Prosper Construction Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 18 December 2019 at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution.

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement dated 23 September 2019 (the “**Sale and Purchase Agreement**”) and entered into among 青島西發瑞海實業發展有限公司 (Qingdao Xifa Ruihai Industrial Development Co. Ltd.*), 于華毅 (Yu Huayi*), 牟文樂 (Mou Wenle*), 牟麗萍 (Mou Liping*), 邴起宏 (Bing Qihong*), 丁培增 (Ding Peizeng*), 王金升 (Wang Jinsheng*), 董良玉 (Dong Liangyu*), 國得義 (Guo Deyi*), 季進亮 (Ji Jinliang*), 楊麗紅 (Yang Lihong*), 程顯祥 (Cheng Xianxiang*), 孫艦 (Sun Jian*), 孫曉林 (Sun Xiaolin*), 郭立敏 (Guo Limin*) and 李沖 (Li Chong*) and 青島東捷建設工程有限公司 (Qingdao Dongjie Construction Engineering Co., Ltd.*) in relation to the acquisition for 80% of the equity interest in 青島東捷建設工程有限公司 (Qingdao Dongjie Construction Engineering Co., Ltd.*) at an aggregate consideration of RMB71,352,000 (subject to adjustment), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (copy of the Sale and Purchase Agreement has been signed by the chairman of the EGM and tabled at the EGM for identification purpose); and

- (b) any one or more director(s) of the Company be and is/are hereby authorised to do all such acts and things and sign, agree, ratify and/or execute all such further documents or instruments under hand (or where required, under the common seal of the Company together with such other director of the Company or person authorised by the board of directors of the Company) and take all such steps as he/they in his/their sole discretion may consider necessary, desirable or expedient to implement, give effect to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

By order of the Board
Prosper Construction Holdings Limited
Jiang Shuang
Executive Director

Hong Kong, 29 November 2019

*Head Office and Principal Place of
Business in Hong Kong:*
Unit Nos. 04–05 on 5th Floor
K Wah Centre
191 Java Road, North Point
Hong Kong

Registered Office:
Cricket Square, Hutchins Drive
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Grand Cayman, KY1-1111
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Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

In the case of joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. A form of proxy for use at the meeting is being despatched together with this notice. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4. The register of members of the Company will be closed from Friday, 13 December 2019 to Wednesday, 18 December 2019 (both days inclusive), during which period no transfer of shares will be registered. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Thursday, 12 December 2019 in order for the holders of the shares to qualify to attend and vote at the EGM or any adjournment thereof.

As at the date of this notice, the Board comprised executive Directors Mr. Liu Luqiang (chairman of the Board), Mr. Cui Qi, Mr. Yang Zhenshan, Mr. Jiang Shuang and Mr. Ding Hongbin; non-executive Director Mr. Wang Xuejun; and independent non-executive Directors Mr. Cheung Chi Man Dennis, Mr. Wang Yaping and Mr. Cheng Xuezhao.