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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)

**PROPOSED ADOPTION OF  
THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF THE COMPANY**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange of Hong Kong Limited in November 2021, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “**Core Standards**” for shareholder protections for issuers which are set out in Appendix 3 to the Listing Rules (“**Core Shareholder Protection Standards**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Prosper Construction Holdings Limited (the “**Company**”) proposes to amend the current memorandum and articles of association of the Company (the “**Current M&A**”), for the purpose of, among other things, (i) conforming with the Core Shareholder Protection Standards; (ii) bringing the Current M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) incorporating certain housekeeping amendments (the “**Proposed Amendments**”).

To give effect to the Proposed Amendments, the Board proposes to adopt the amended and restated memorandum and articles of association (the “**Amended and Restated M&A**”) in substitution for, and to the exclusion of, the Current M&A.

A summary of the major changes brought about by the proposed adoption of the Amended and Restated M&A is set out below:

- 1) setting out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
- 2) providing that any Shareholder(s) (the “**Shareholder**” or the “**Shareholders**”) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings, on a one vote per share basis, may make a requisition to convene an extraordinary general meeting and to specify resolutions to be passed at the meeting;
- 3) providing that all the Shareholders have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- 4) to provide that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
- 5) providing that the Shareholders may remove the Auditors of the Company by an ordinary resolution; and
- 6) Other housekeeping amendments to the Current M&A are also proposed, including bringing the Current M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules and making consequential amendments in connection with the above amendments to the Current M&A and for clarity and consistency with the other provisions of the Current M&A where it is considered desirable and to better align the wordings with those of the Listing Rules and the applicable laws of the Cayman Islands, as appropriate.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the Shareholders by way of a special resolution at the annual general meeting of the Company to be held on Tuesday, 27 June 2023 (the “AGM”). A circular containing, among other things, particulars relating to the proposed amendments to the Current M&A brought about by the adoption of the Amended and Restated M&A together with a notice convening the AGM will be despatched to the Shareholders in accordance with the Listing Rules.

Yours faithfully,  
By order of Board  
**Proposer Construction Holdings Limited**  
**NI Chuchen**  
*Executive Director*

Hong Kong, 23 May 2023

*As at the date of this announcement, the Board comprised Executive Directors Mr. JIANG Hongchong (Chairman of the Board), Mr. LIU Yutao, Mr. YANG Zhenshan, Mr. YANG Honghai, Mr. NI Chuchen; and Independent Non-executive Directors Mr. CHEUNG Chi Man Dennis, Mr. WANG Yaping and Mr. CHENG Xuezhao.*

*In case of any inconsistency, the English version of this announcement shall prevail over the Chinese translation of this announcement.*