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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)

CHANGE OF EXECUTIVE DIRECTOR, APPOINTMENT OF DEPUTY CHAIRMAN OF THE BOARD, RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGE OF CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICER; AND CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE, NOMINATION COMMITTEE, RISK MANAGEMENT COMMITTEE AND STRATEGY AND INVESTMENT COMMITTEE

RESIGNATION OF EXECUTIVE DIRECTOR AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Prosper Construction Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that (i) Mr. Yang Honghai has tendered his resignation as executive Director with effect from 27 June 2024 in order to allocate more time to his other work commitments; and (ii) Mr. Wang Yaping has retired as independent non-executive Director with effect from conclusion of the Company’s annual general meeting held on 26 June 2024 in order to allocate more time to his other work commitments.

Each of Mr. Yang Honghai and Mr. Wang Yaping has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation and retirement that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its sincere gratitude for the invaluable contribution of Mr. Yang and Mr. Wang during their tenure of office.

APPOINTMENT OF NEW EXECUTIVE DIRECTOR AND DEPUTY CHAIRMAN OF THE BOARD

The Board further announces that Ms. Dong Fang has been appointed as an executive Director and deputy chairman of the Board with effect from 27 June 2024.

The biographical details of the newly appointed executive Director Ms. Dong Fang are set out below.

Ms. Dong Fang (董方), aged 53, holds a bachelor's degree in engineering from the University of Science and Technology Beijing. Ms. Dong has over 22 years of management experience in real estate and investment.

Ms. Dong Fang started her career in 1992 and has taken up position with various state-owned enterprises and commercial entities including the Guangdong Land group* (粵海置地集團), Wang Zhigang Studio Think Tank* (王志綱工作室), the Aoyuan group* (奧園集團), the Sunac group* (融創集團), the CITIC Properties group* (中信地產) etc., assuming duties in the area of sales development, strategic investment and general management.

Ms. Dong Fang joined Qingdao Haifa State-owned Capital Investment and Operation Group Company Limited* (青島海發國有資本投資運營集團有限公司) (the ultimate controlling shareholder of the Company) in May 2017, where her current position is chief operating officer.

The Company will enter into a service contract with Ms. Dong Fang in respect of her appointment as executive Directors for an initial fixed term of three years commencing on 27 June 2024 and thereafter, renewable for successive term of one year each, unless terminated by either party giving not less than three months' notice in writing. Her directorship will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Dong will not be entitled to any remuneration under the abovesaid service contract, unless otherwise determined by the Board based on the recommendation of the remuneration committee of the Board.

Save as disclosed above or elsewhere in this announcement, Ms. Dong Fang has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) has not held any position with the Company and its subsidiaries; (iii) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (v) there is neither any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders in relation to their appointment.

CHANGE OF CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICER

The Board has further resolved to appoint executive Director Mr. Liu Yutao as chief executive officer and executive Director Mr. Ni Chuchen as chief operating officer of the Group with effect from 27 June 2024. The predecessor chief executive officer Mr. Jiang

Hongchang remains an executive Director and chairman of the Board, and the predecessor chief operating officer Mr. Liu Yutao remains an executive Director and is appointed as the new chief executive officer.

The biographical details of the newly appointed chief executive officer Mr. Liu Yutao and chief operating officer Mr. Ni Chuchen are set out below.

Mr. Liu Yutao (劉玉濤), aged 49, holds a bachelor's degree in computer and application from China University of Petroleum in the People's Republic of China and is qualified as a senior engineer. He joined the Company and was appointed an executive Director and chief operating officer in June 2022 and subsequently appointed as chief executive officer of the Group with effect from 27 June 2024. Mr. Liu is also a director of key subsidiaries of the Company in the general construction business segment in the PRC.

Mr. Liu is the chairman of Qingdao Dongjie Construction Group Co., Ltd.* (青島東捷建設集團有限公司) since October 2023 (where he was the vice chairman and general manager from August 2022 to October 2023) and a director of Qingdao Honghai Curtain Wall Co., Ltd.* (青島宏海幕牆有限公司) since January 2021, both of which are subsidiaries of the Company, and is also serving as the vice chairman of Qingdao Haifa Asset Management Co., Ltd.* (青島海發資產管理有限公司), a subsidiary of Qingdao Haifa State-owned Capital Investment and Operation Group Co., Ltd.* (青島海發國有資本投資運營集團有限公司), the ultimate controlling shareholder of the Company.

Mr. Liu has over 28 years of experience in professional construction engineering management. From September 2021 to January 2022, he served as the general manager of Qingdao West Coast Construction & Development (Group) Co., Ltd.* (青島西發建設開發(集團)有限公司); from November 2019 to September 2021, he served as the general manager of Qingdao Xifa Cangmashan Construction Limited* (青島西發藏馬山建設開發集團有限公司); from August 2019 to November 2019, he served as the deputy officer of Qingdao Public Works Development Center* (青島市建築工務發展中心); from January 2013 to August 2019, he served as the deputy director of Qingdao Construction Works Bureau* (青島市建築工務局); from March 2006 to January 2013, he served as an engineer and deputy head of Qingdao Construction Committee Key Projects Coordination Office* (青島市建設委員會重點工程協調處); from July 1996 to March 2006, he served as an engineer of Qingdao Key Projects Command Office* (青島市重點工程指揮辦公室).

Mr. Ni Chuchen (倪出塵), aged 42, holds a master's degree in fine arts from Peking University and a bachelor's degree in economics from Qingdao University in the People's Republic of China. He joined the Company and was appointed an executive Director in June 2022 and subsequently appointed as chief operating officer of the Group with effect from 27 June 2024. Mr. Ni is also a director of key subsidiaries of the Company in the marine engineering business.

Mr. Ni has over 18 years of experience in business management, real estate development, corporate governance and cross-cultural communication. From March 2018 to December 2021, he served as a director and general manager of China AI Media & Entertainment Technology Co., Ltd.* (中譯文娛科技有限公司); from October 2014 to March 2018, he served as an assistant general manager and deputy general manager of Qingdao West Coast Holding Development Limited* (青島西海岸控股發展有限公司); from August 2012 to October 2014, he worked for Qingdao West Coast Development (Group) Limited* (青島西海岸發展(集團)有限公司) where his last position was assistant to minister; from August 2010 to August 2012, he served as the deputy minister of Qingdao Port Investment and Construction (Group) Company Limited* (青島港口投資建設(集團)有限責任公司); from August 2007 to July 2010, he served as an assistant general manager of Dubai Limitless LLC, a Dubai World company; from August 2005 to July 2007, he served as a staff member of the Foreign Affairs Office of the Qingdao Municipal Government* (青島市政府外事辦公室).

Save as disclosed above or elsewhere in this announcement, each of Mr. Liu Yutao and Mr. Ni Chuchen (i) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) has not held any position with the Company and its subsidiaries; (iii) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (v) there is neither any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders in relation to their appointment.

CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE, NOMINATION COMMITTEE, RISK MANAGEMENT COMMITTEE AND STRATEGY AND INVESTMENT COMMITTEE

The Board further announces the following changes to the composition of the Board's remuneration committee, nomination committee, risk management committee and strategy and investment committee with effect from 27 June 2024.

Remuneration committee

New appointment: Liu Yutao as member
Cessation: Yang Honghai

Nomination committee

New appointment: Liu Yutao as member
Cessation: Yang Honghai

Risk management committee

New appointment: Liu Yutao as member
Cessation: Yang Honghai

Strategy and investment committee

New appointment: Liu Yutao as member
Cessation: Yang Honghai

By order of the Board
Prosper Construction Holdings Limited
Ni Chuchen
Executive Director

Hong Kong, 27 June 2024

As at the date of this announcement, the Board comprised executive Directors Mr. JIANG Hongchang (chairman of the Board), Ms. DONG Fang (deputy chairman of the Board) Mr. LIU Yutao, Mr. NI Chuchen, Mr. DU Jianzhi; and independent non-executive Directors Mr. CHEUNG Chi Man Dennis, Mr. CHENG Xuezhao and Ms. CHEN Yan.

* For identification purpose only