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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, AND CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE, RISK MANAGEMENT COMMITTEE, AND STRATEGY AND INVESTMENT COMMITTEE

RESIGNATION 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 Mr. Cheng Xuezhao (“**Mr. Cheng**”) has resigned as independent non-executive Director with effect from 15 August 2024 in order to allocate more time to his other work commitments. Mr. Cheng’s position with various Board committees also ceased simultaneously with his resignation.

Mr. Cheng has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation 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. Cheng during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. Liu Junchun (“**Mr. Liu**”) has been appointed an independent non-executive Director with effect from 15 August 2024.

The biographical details of the Mr. Liu are set out below.

Mr. Liu Junchun, aged 61, graduated from the East China University of Political Science and Law (international economic law department) with a bachelor of laws degree in 1986. He graduated from Peking University in 1999 with a master's degree in law.

From 1986 to 1991, Mr. Liu worked in Qingdao Foreign Economic and Trade Commission* (青島市對外經濟貿易委員會). From 1991 to 1993, he worked in the Department of Treaty and Law of the Ministry of Foreign Trade and Economic Cooperation* (外經貿部條約法律司). From 1993 to 1997, he served as the deputy director and director of the China Hainan Trade Center of the Ministry of Foreign Trade and Economic Cooperation* (外經貿部中國海南貿易中心). From 1997 to 2000, he served as the general manager of the Enterprise Management Department of the International Trade EDI Center of the Ministry of Foreign Trade and Economic Cooperation (外經貿部國際貿易 EDI 中心企業管理部). He joined HNA Group Company Limited* (海航集團有限公司) in 2000 and served as assistant to the president, senior assistant to the president, executive vice president and general executive vice president successively. From 2012 to 2014, he served as the vice chairman and chief executive officer of HNA Logistics Group Co., Ltd.* (海航物流集團有限公司). From 2014 to 2019, he served as the vice chairman of HNA Group (International) Company Limited* (海航集團(國際)有限公司). From 2016 to 2019, he served as non-executive director, executive director and vice chairman of the board of directors of Hong Kong International Construction Investment Management Group Co., Limited (now renamed as Tysan Holdings Limited) which is listed on the Main Board of the Stock Exchange (Stock code: 687) successively. From 2017 to July 2023, he served as a director of Hong Kong HNA Group Company Limited. From February 2023 until now, he is an independent non-executive director of CNQC International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 1240). Since 2021, he has served as the vice chairman of Rongfeng (Group) Holdings Co., Ltd.

Mr. Liu will enter into a letter of appointment with the Company with an initial term of one year effective from 15 August 2024 and renewable for successive term of one year each, unless terminated by either party giving not less than three months' notice in writing. However, his appointment will be subject to retirement by rotation at annual general meetings of the Company and she shall be eligible for re-election in accordance with the articles of association of the Company. Mr. Liu is entitled to a monthly remuneration of HK\$21,600 which is determined with reference to his duties, responsibilities, the prevailing market conditions and has been approved the by the Board and the remuneration committee of the Company.

Mr. Liu meets the independence criteria as set out in the Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), and saved as disclosed in this announcement, Mr. Liu (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 his appointment.

The Board extends a warm welcome to Mr. Liu for joining.

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

The Board further announces that upon the appointment of Mr. Liu as an independent non-executive Director, he is simultaneously appointed a member of the Board's audit committee, remuneration committee, nomination committee, risk management committee, and strategy and investment committee with effect from 15 August 2024.

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

Hong Kong, 14 August 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