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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prosper Construction Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND**
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Prosper Construction Holdings Limited to be held at Room 03-08, 24/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Thursday, 26 June 2025 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power of attorney or authority, to Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) and, in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, the following expressions have the following meaning unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Room 03-08, 24/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Thursday, 26 June 2025 at 10:00 a.m., the notice of which is set out on pages 15 to 19 of this circular, or any adjourned meeting thereof;
“Articles”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Prosper Construction Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 6816);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	Director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	23 April 2025, being the latest practical date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company as amended and restated, supplemented or modified from time to time;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

English translation of names in Chinese which are marked with “” in this circular are for identification purpose only.*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Hongchang (*Chairman*)
Ms. Dong Fang (*Deputy Chairman*)
Mr. Liu Yutao (*Chief Executive Officer*)
Mr. Du Jianzhi
Mr. Zhou Hongbao (*Chief Operating Officer*)
Mr. Li Chunxiao

Independent Non-executive Directors:

Mr. Cheung Chi Man Dennis
Ms. Chen Yan
Mr. Liu Junchun

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Rooms 03-08, 24/F,
Shui On Centre,
6-8 Harbour Road, Wanchai
Hong Kong

30 April 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM in relation to the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of an extension to the Issue Mandate, and the re-election of the retiring Directors.

A notice convening the AGM setting out the details of the resolutions to be proposed at the AGM is set out on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the resolutions of the Shareholders passed on 26 June 2024, the Directors have been granted general and unconditional mandates (i) to allot, issue and deal with Shares; and (ii) to repurchase Shares. Such general mandates would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws or the Articles to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing general mandates have not been utilised and will lapse at the conclusion of the AGM. Therefore, ordinary resolutions will be proposed at the AGM that the Directors be granted

- (i) a general and unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of Shares in issue on the date of passing the relevant resolution (that is, the Issue Mandate);
- (ii) a general and unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the number of Shares in issue on the date of passing the relevant resolution (that is, the Repurchase Mandate); and
- (iii) the extension of the Issue Mandate set out in (i) above to include the number of shares which may be purchased or repurchased by the Company pursuant to the Repurchase Mandate set out in (ii) above.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

The Company had in issue an aggregate of 800,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with a maximum of 160,000,000 new Shares and to repurchase a maximum of 80,000,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date to the date of the AGM.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Executive Directors namely Mr. Jiang Hongchang, Mr. Liu Yutao, Mr. Du Jianzhi, Ms. Dong Fang, Mr. Zhou Hongbao and Mr. Li Chunxiao, and three Independent Non-executive Directors namely Mr. Cheung Chi Man Dennis, Ms. Chen Yan and Mr. Liu Junchun.

LETTER FROM THE BOARD

In accordance Article 105(A) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, executive Directors Mr. Jiang Hongchang and Mr. Du Jianzhi will retire from office at the AGM and both, being eligible, have offered themselves for re-election. Furthermore, Article 109 of the Articles provides that any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after appointment. Accordingly, each of executive Directors Ms. Dong Fang, Mr. Zhou Hongbao and Mr. Li Chunxiao, and independent non-executive Director Mr. Liu Junchun will retire at the AGM. Each of Mr. Zhou Hongbao, Mr. Li Chunxiao and Mr. Liu Junchun is eligible and has offered himself for re-election, while Ms. Dong Fang will not stand for re-election in order to focus on other work arrangement.

The Nomination Committee has reviewed and recommended to the Board that, the re-election of the retiring Directors be proposed for Shareholders' approval at the AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

The Nomination Committee considered that in view of their diverse and different academic backgrounds and professional knowledge and experience as set out in the Appendix II to this circular, Mr. Jiang Hongchang, Mr. Du Jianzhi, Mr. Liu Junchun, Mr. Zhou Hongbao and Mr. Li Chunxiao will bring valuable perspective, knowledge, skills and experience to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfied the Independence Guidelines as set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his independence.

LETTER FROM THE BOARD

The biographical details of the retiring Directors who have been proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 10:00 a.m. on Thursday, 26 June 2025 at Room 03-08, 24/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong is set out on pages 15 to 19 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) and, in such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles.

An announcement on the poll results will be made by the Company after the AGM on websites of the Stock Exchange at www.hkexnews.hk and the Company at www.prosperch.com in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 20 June 2025.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

Your attention is drawn to the additional information set out in the Appendices to this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, and the re-election of the retiring Directors are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours sincerely,
By order of the Board
Prosper Construction Holdings Limited
Jiang Hongchang
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 800,000,000 Shares in issue.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that there will be no change in the total number of issued Shares before the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 80,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act of the Cayman Islands, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

A company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise in accordance with the trading rules of the Stock Exchange from time to time. Any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Act of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or out of the Company's share premium account or, if authorised by the Articles and subject to the Companies Act of the Cayman Islands, out of capital.

MATERIAL ADVERSE CHANGE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Shareholder	Number of Shares/ underlying shares held	Percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Qingdao West Coast Holdings (Internation) Limited	498,000,000	62.25%	69.17%
West Coast Holdings (Hong Kong) Limited (Note 1)	498,000,000	62.25%	69.17%
Qingdao Haifa Assets Investment Holding Limited*			
青島海發產業投資控股有限公司 (Note 1)	498,000,000	62.25%	69.17%
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 (Note 1)	498,000,000	62.25%	69.17%
Qingdao State-owned Assets Supervision and Administration Commission of the State Council	498,000,000	62.25%	69.17%
Herofield Limited (Note 2)	61,200,000	7.65%	8.50%
Mr. Cui Qi (Note 2)	61,200,000	7.65%	8.50%
Ms. Mu Zhen (Note 3)	61,200,000	7.65%	8.50%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Notes:

1. Each of these entities was wholly owned and controlled by the Qingdao State-owned Assets Supervision and Administration Commission of the State Council and was deemed under the SFO to be interested in all the Shares which are directly and beneficially owned by Qingdao West Coast Holdings (Internation) Limited.
2. Herofield Limited was wholly owned by Mr. Cui Qi. Mr. Cui Qi is deemed or taken to be interested in all the Shares which are beneficially owned by Herofield Limited under the SFO.
3. Ms. Mu Zhen is the spouse of Mr. Cui Qi and she is deemed or taken to be interested in all the Shares which are beneficially owned by Mr. Cui Qi under the SFO.

On the basis that the issued Shares remains the same, the Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under the Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
2024		
May	0.181	0.085
June	0.164	0.105
July	0.125	0.106
August	0.133	0.128
September	0.131	0.079
October	0.19	0.105
November	0.126	0.125
December	0.124	0.100
2025		
January	0.105	0.091
February	0.103	0.086
March	0.124	0.092
April (up to the Latest Practicable Date)	0.086	0.086

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

CONFIRMATION OF THE DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

The Directors have confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. Jiang Hongchang (姜洪昌), aged 48, joined the Company in June 2022 and is an executive Director, chairman of the Board and served as chief executive officer from June 2022 to June 2024. Mr. Jiang is also a director of certain subsidiaries of the Company and the chairman of the nomination committee, risk management committee and strategy and investment committee and a member of the remuneration committee of the Board.

Mr. Jiang holds a bachelor's degree in civil engineering from Shandong University of Technology in the People's Republic of China and is qualified as a senior engineer.

Mr. Jiang Hongchang is currently a Party Committee member, deputy general manager and chief engineer of 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.

Mr. Jiang has over 25 years of experience in professional construction engineering management. From May 2014 to September 2016, he served as the minister of development and construction department, assistant general manager and minister of development and construction department and Party Committee member of Qingdao Haifa State-owned Capital Investment and Operation Group Company Limited; from July 2007 to May 2014, he worked as staff member and principal staff member of the Port and Maritime Administration Bureau of the Qingdao Municipal Transport Commission* (青島市交通運輸委港航管理局), during which he simultaneously served as the head and minister of development and construction department of Qingdao West Coast Development Group Limited* (青島西海岸發展集團有限公司) from March 2012 to May 2014, and as staff member and principal staff member of Qingdao Dongjiakou Port Area Development and Construction Headquarters Office* (青島董家口港區開發建設指揮部辦公室) from June 2009 to March 2012; from July 1999 to July 2007, he worked in Shandong Provincial Port Engineering Corporation* (山東省築港總公司) where his final position was project manager.

The Company and Mr. Jiang entered into a service agreement for an initial term of three years from 28 June 2022 and thereafter, renewable for successive term of one year each, but subject to retirement by rotation and re-election in accordance with the articles of association of the Company. According to aforesaid service agreement, Mr. Jiang is currently not entitled to any remuneration, unless otherwise determined by the Board based on the recommendation of the remuneration committee of the Board.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Du Jianzhi (杜建志), aged 44, joined the Company in June 2023 and is an executive Director. Mr. Du is also a director of certain subsidiaries of the Company and a member of the risk management committee of the Board.

Mr. Du graduated in civil engineering from the Shandong University of Science and Technology (山東科技大學) in the PRC and is qualified as a registered cost engineer (註冊造價師) since 2008 and a grade-one constructor (一級建造師) since 2010.

Mr. Du has over 19 years of experience in risk control, project costing and general construction project management and is employed under Qingdao Dongjie Construction Group Co. Ltd.* 青島市東捷建設集團有限公司, a subsidiary of the Company, as deputy general manager from February 2022 until present.

From October 2018 to February 2022, Mr. Du served as a deputy general manager of the general manager office of an engineering consultant company. From May 2015 to June 2018, he served the deputy head of risk control department of West Coast Development Group*. From February 2009 to May 2015, he was the head of audit (second division) of an engineering consultancy company in Qingdao. From September 2002 to May 2006, he was a deputy head of construction division of an accountant firm in Qingdao.

Mr. Du Jianzhi and the Company entered into a service contract for an initial term of three years from 27 June 2023, renewable for successive term of one year each, but subject to retirement by rotation and re-election in accordance with the Articles. Mr. Du is currently not be entitled to any director remuneration as a Director, unless otherwise determined by the Board based on the recommendation of the remuneration committee of the Board. Meanwhile, Mr. Du is entitled to an annual remuneration of RMB490,080 from his employment with a subsidiary of the Company.

Mr. Liu Junchun (劉軍春), aged 61, joined the Company in August 2024 and is an independent non-executive Director and a member of the audit committee, remuneration committee, nomination committee, risk management committee and strategy and investment committee.

Mr. Liu 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

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 entered 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, but subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Liu is currently entitled to a remuneration of HK\$259,200 per annum and subject to adjustment according to the recommendation of the remuneration committee.

Mr. Zhou Hongbao (周宏宝), aged 46, joined the Company in January 2025 and is an executive Director and chief operating officer. He is also a director of certain subsidiaries of the Company.

Mr. Zhou holds a bachelor's degree in building engineering from the Shandong University of Science and Technology in the People's Republic of China. Mr. Zhou holds the qualification of senior engineer, constructor, electrical engineering constructor and registered cost engineer and holds the patent to a number of construction related new technologies. Mr. Zhou is competent in construction execution and engineering management, and has strong project management capability.

Mr. Zhou worked for Jinan First Construction Group, a state owned enterprise from July 2000 to April 2005. Mr. Zhou joined Qingdao Dongjie Construction Engineering Co. Ltd. (which subsequently became a subsidiary of the Company in 2020) in May 2005 until present, during which period he took up the positions of project manager, assistant to general manager, general manager of Guangzhou branch and took up the post of assistant to general manager of the Company since August 2024.

The Company entered into a service contract with Mr. Zhou Hongbao for an initial fixed term of three years commencing on 10 January 2025 and thereafter, renewable for successive term of one year each, but subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Zhou is currently not be entitled to any director remuneration as a Director, unless otherwise determined by the Board based on the recommendation of the remuneration committee of the Board. Meanwhile, Mr. Zhou is and will continue to be entitled to a remuneration of RMB490,000 per annum from his employment with a subsidiary of the Company.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Li Chunxiao (李春曉), aged 39, joined the Company in March 2025 and was appointed an executive Director effective from 3 April 2025.

Mr. Li graduated from the Economics & Business & Law Comprehensive Talent Education Pilot Professional Program with a bachelor's degree in business and law from the Nankai University in the People's Republic of China, and is qualified as a senior economist.

Mr. Li worked for The Third Engineering Company Limited* of the China Railway 12th Bureau Group from July 2009 to May 2012 and for Shandong Laigang Construction Company Limited* from May 2012 to December 2014. Mr. Li joined Qingdao Haifa Assets Investment Holding Limited* (an intermediate controlling shareholder of the Company) in December 2014 and have since served the positions of general manager of the General Management Department, the Strategic Development Department (Board Office), the Risk Control and Compliance Department, the Post-Investment Management Department and the Finance Management Center (currently serving), and a member of the General Party Branch Committee (currently serving). Mr. Li currently also serves as a supervisor of Qingdao West Coast Finance Development Company Limited*, Qingdao Haifa Commercial Factoring Company Limited* and Qingdao Rongfuhuijin Asset Management Company Limited*, and a director of Qingdao Haifa Small Loans Company Limited*.

Mr. Li and the Company entered into a service agreement for an initial term of three years commencing on 3 April 2025 and thereafter, renewable for successive term of one year each, but subject to retirement by rotation and re-election in accordance with the Articles. Mr. Li is currently not entitled to any remuneration, unless otherwise determined by the Board based on the recommendation of the remuneration committee of the Board.

Save as disclosed above, each of Mr. Jiang Hongchang, Mr. Du Jianzhi, Mr. Liu Junchun, Mr. Zhou Hongbao and Mr. Li Chunxiao (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.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT the annual general meeting of Prosper Construction Holdings Limited (the “**Company**”) will be held at Room 03-08, 24/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Thursday, 26 June 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

As ordinary business:

1. to receive and consider the audited financial statements of the Company, the report of the directors (the “**Directors**”) and the report of the independent auditor for the year ended 31 December 2024;
2. to re-elect Mr. Jiang Hongchang as an executive Director;
3. to re-elect Mr. Du Jianzhi as an executive Director;
4. to re-elect Mr. Liu Junchun as an independent non-executive Director;
5. to re-elect Mr. Zhou Hongbao as an executive Director;
6. to re-elect Mr. Li Chunxiao as an executive Director;
7. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
8. to re-appoint BDO Limited as Auditor of the Company and authorise the Board to fix the Auditor’s remuneration; and

as special business, to consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

9. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of the Company (“**Shares**”) in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of: (aa) 20% of the aggregate number of issued Shares as at the date of the passing of this resolution; and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of such Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company as at date of the passing of this resolution), and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem

NOTICE OF ANNUAL GENERAL MEETING

necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

10. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase Shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Act of the Cayman Islands, the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

11. “**THAT** conditional upon resolutions no. 9 and no. 10 above being passed (with or without amendments), the general and unconditional mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 9 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution no. 10 above, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution.”

By order of the Board
Prosper Construction Holdings Limited
Jiang Hongchang
Chairman and Executive Director

Hong Kong, 30 April 2025

Head office and principal place of business in Hong Kong:

Rooms 03-08, 24/F,
Shui On Centre,
6-8 Harbour Road, Wanchai
Hong Kong

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

1. All resolutions at the meeting 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). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 Tricor Investor Services Limited, the office of the Company’s Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. An explanatory statement containing further details regarding resolution no. 10 above is set out in a circular to the shareholders of the Company, which is being despatched together with this notice.

NOTICE OF ANNUAL GENERAL MEETING

5. Biographical details of the retiring Directors proposed to be re-elected at the AGM are out in Appendix II to the Circular.
6. The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (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 Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Friday, 20 June 2025 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

As at the date of this notice, the Board comprised Executive Directors Mr. Jiang Hongchang (chairman of the Board), Ms. Dong Fang (deputy chairman of the Board), Mr. Liu Yutao, Mr. Du Jianzhi, Mr. Zhou Hongbao and Mr. Li Chunxiao; and Independent Non-executive Directors Mr. Cheung Chi Man Dennis, Ms. Chen Yan and Mr. Liu Junchun.