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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)

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON 27 JUNE 2023**

Reference is made to the notice of annual general meeting (“AGM”) dated 29 May 2023 (“AGM Notice”) and the circular dated 29 May 2023 (“Circular”) of Prosper Construction Holdings Limited (“Company”), which set out the resolutions to be proposed for consideration by shareholders of the Company at the AGM.

Reference is further made to the announcement of the Company dated 30 May 2023, which set out supplemental information to the Circular in relation to independent non-executive Director Mr. Cheung Chi Man, Dennis who will retire and is proposed to be re-elected at the AGM.

Unless otherwise stated, terms defined in this supplemental notice shall have the same meanings as those defined in the Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, in addition to the resolutions set out in the AGM Notice, the following supplemental resolution will also be considered at the AGM:

AS ORDINARY RESOLUTION

10. to re-elect Mr. Cheung Chi Man, Dennis as an independent non-executive Director.

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

Hong Kong, 30 May 2023

Notes:

(1) Save for the above supplemental resolution numbered 10, all other matters of the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters, please refer to the Circular and the AGM Notice of the Company dated 29 May 2023.

(2) A revised form proxy for the AGM (the “Revised Form of Proxy”) is enclosed with this supplemental notice. In order to be valid, the Revised 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.

(3) Shareholders who intend to appoint a proxy to attend the AGM but have not returned the form of proxy sent together with the AGM Notice (the “First Form of Proxy”) shall only return the Revised Form of Proxy while the First Form of Proxy needs not to be returned.

(4) Shareholders who have returned the First Form of Proxy shall note that:

(a) If the Revised Form of Proxy is yet to be returned 48 hours before the time appointed for the holding the AGM or any adjournment thereof, the duly completed and returned First Form of Proxy will be deemed as a valid form of proxy. Other than those resolutions contained in the AGM Notice and the First Form of Proxy, the proxy/proxies so appointed by the shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions properly put forward at the AGM, including the resolution numbered 10 set out in this supplemental notice of the AGM.

(b) If the Revised Form of Proxy has been returned 48 hours before the time appointed for the holding the AGM or any adjournment thereof, the First Form of Proxy previously returned by the shareholder shall be revoked and superseded by the Revised Form of Proxy. The duly completed Revised Form of Proxy will be deemed as a valid form of proxy.

As at the date of this announcement, the Board comprised executive Directors Mr. JIANG Hongchang (chairman of the Board), Mr. LIU Yutao, Mr. YANG Zhenshan, Mr. YANG Honghai and Mr. NI Chuchen; and independent non-executive Directors Mr. CHEUNG Chi Man Dennis, Mr. WANG Yaping and Mr. CHENG Xuezhao.