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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Prosper Construction Holdings Limited (the “**Company**”) will be held at Room 2403-8, Shui On Centre, 6 to 8 Harbour Road, Wan Chai, Hong Kong on Friday, 29 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) the entering into of the framework agreement dated 16 November 2023 between West Coast Development (Hong Kong) Limited (西海岸發展(香港)有限公司) and 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) (“**Qingdao Haifa Group**”) (the “**2024 Construction Services Framework Agreement**”), pursuant to which the Company and its subsidiaries (the “**Group**”) have agreed to provide construction services for construction projects to Qingdao Haifa Group and its subsidiaries and/or affiliated companies (the “**Haifa Group**”), which may involve the Group bidding for the Haifa Group’s construction projects in the People’s Republic of China, in accordance with the bidding procedures of the Haifa Group and the Group from time to time for the three years ending 31 December 2026 (a copy of the 2024 Construction Services Framework Agreement marked “A” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), the transactions contemplated thereunder and the proposed annual caps be hereby approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorised to execute the 2024 Construction Services Framework Agreement and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree such variations of a minor or non-material nature in or to the terms of the 2024 Construction Services Framework Agreement as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein.”

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

Hong Kong, 7 December 2023

*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. The resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her 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, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, 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. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
5. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 December 2023.

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