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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)

**RESTORATION OF MINIMUM PUBLIC FLOAT AND
RESUMPTION OF TRADING**

References are made to the announcements of Prosper Construction Holdings Limited (the “Company”) dated 12 October 2018, 31 December 2018, 8 February 2019 and 2 May 2019 (collectively, the “Announcements”) in relation to, among other things, the status of public float of the Company and the granting and extension of temporary waiver (the “Waiver”) from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the period commencing from 3 October 2018, being the Offer Closing Date, to 31 May 2019. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

As disclosed in the Announcements, immediately after the close of the Offer, 29,065,000 Shares, representing approximately 3.63% of the total number of the issued Shares were held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rules 8.08(1)(a) of the Listing Rules was not satisfied. In this connection, the Company had applied to the Stock Exchange for the Waiver and the Waiver was granted by the Stock Exchange to the Company on 12 October 2018, 27 December 2018, 8 February 2019 and 2 May 2019.

**COMPLETION OF PLACING OF SHARES BY OFFEROR AND RESTORATION OF
MINIMUM PUBLIC FLOAT**

The Company has been informed by the Offeror that an aggregate of 94,200,000 Shares were placed to a number of places at a placing price of \$1.3175 per Share (the “1st Batch of Placing”) on 19 December 2018.

The Company has further been informed by the Offeror that it has further completed a placing of 76,735,000 Shares to a number of places at a placing price of \$1.3175 per Share (the “2nd Batch of Placing”, together with the 1st Batch of Placing, the “Placing Down”) on 28 May 2019.

To the best of knowledge, information and belief of the Company, having made all reasonable enquiries, all the places of the 1st Batch of Placing and 2nd Batch of Placing and their respective ultimate beneficial owners are third parties independent of and not core connected persons (as defined under the Listing Rules) of the Company, and not parties acting in concert with the Offeror.

Immediately after completion of the Placing Down and as at the date of this announcement, 200,000,000 Shares (representing 25% of the total issued share capital of the Company as at the date of this announcement) are held by the public (within the meaning under the Listing Rules). Accordingly, the minimum public float of 25% of the total issued share capital of the Company as required under Rule 8.08(1)(a) of the Listing Rules has been restored.

The table below sets out the shareholding structure of the Company (i) immediately after the close of the Offer but prior to the completion of the Placing Down; and (ii) immediately after completion of the Placing Down and as at the date of this announcement:

	Number of Shares held/ Approximate percentage of shareholding	
	Immediately after the close of the Offer but prior to the completion of the Placing Down	Immediately after completion of the Placing Down and as at the date of this announcement
The Offeror and the parties acting in concert with it	668,935,000 83.62%	498,000,000 62.25%
Sky Hero Global Limited (<i>Note</i>)	102,000,000 12.75%	102,000,000 12.75%
Public Shareholders	29,065,000 3.63%	200,000,000 25.00%
Total	800,000,000 100.00%	800,000,000 100.00%

Note: Sky Hero Global Limited is directly and wholly-owned by Solid Jewel Investments Limited, which in turn is owned as to 60% by Mr. Cui Qi, an executive Director.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Thursday, 4 October 2018 at the request of the Company pending the restoration of the minimum public float of the Shares. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 4 June 2019.

By order of the Board
Prosper Construction Holdings Limited
LIU Luqiang
Executive Director

Hong Kong, 3 June 2019

As at the date of this announcement, the Board comprises executive Directors Mr. LIU Luqiang (chairman of the Board), Mr. CUI Qi, Mr. YANG Zhenshan and Mr. JIANG Shuang; non-executive Director Mr. WANG Xuejun; and independent non-executive Directors Mr. CHEUNG Chi Man Dennis, Mr. WANG Yaping and Mr. CHENG Xuezhao.