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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 the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Tuesday, 25 June 2019 at 2:30 p.m. is set out on pages 17 to 21 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 the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Tuesday, 25 June 2019 at 2:30 p.m., the notice of which is set out on pages 17 to 21 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 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”	10 May 2019, 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 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.*



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. Liu Luqiang (*Chairman*)
Mr. Cui Qi (*Chief executive officer*)
Mr. Yang Zhenshan
Mr. Jiang Shuang

Registered office:

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

Non-executive Director:

Mr. Wang Xuejun

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

Unit Nos. 04–05 on 5th Floor
K Wah Centre
191 Java Road, North Point
Hong Kong

Independent Non-executive Directors:

Mr. Cheung Chi Man Dennis
Mr. Wang Yaping
Mr. Cheng Xuezhao

17 May 2019

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 ordinary resolutions to be proposed at the AGM is set out on pages 17 to 21 of this circular.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the resolutions of the Shareholders passed on 20 June 2018, the Directors have been granted general 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 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 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 DIRECTORS

In accordance with applicable provisions of the Articles, Mr. Liu Luqiang, Mr. Yang Zhenshan, Mr. Jiang Shuang, each an executive Director, Mr. Wang Xuejun, a non-executive Director, and Mr. Cheung Chi Man Dennis, Mr. Wang Yaping and Mr. Cheng Xuezhao, each an independent non-executive Director, shall retire from office at the AGM and, being eligible, offers themselves for re-election.

LETTER FROM THE BOARD

The biographical details of the retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

The Company's nomination committee has reviewed the qualifications, skills and experience of the retiring Directors and is of the view that they can contribute the appropriate knowledge, expertise and diversity in perspectives to the Board and recommended to the Board the proposed re-election of all the retiring Directors. The Board has further assessed the independence of all the retiring independent non-executive Directors by reference to rule 3.13 of the Listing Rules and considers that all of them are independent to the Company.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 2:30 p.m. on Tuesday, 25 June 2019 at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong is set out on pages 17 to 21 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 the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 Wednesday, 19 June 2019 to Tuesday, 25 June 2019, 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

LETTER FROM THE BOARD

the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 June 2019.

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 declaration of final dividend, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of 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
Liu Luqiang
Chairman and Executive Director

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 Law of the Cayman Islands, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

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 2018) 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.

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.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

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 (Note 4)	676,735,000	84.59%	93.99%
West Coast Investment (Hong Kong) Limited (Note 1)	676,735,000	84.59%	93.99%
West Coast Holdings (Hong Kong) Limited (Note 1)	676,735,000	84.59%	93.99%
Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司 (Note 1)	676,735,000	84.59%	93.99%
Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司 (Note 1)	676,735,000	84.59%	93.99%
Qingdao State-owned Assets Supervision and Administration Commission of the State Council	676,735,000	84.59%	93.99%
Sky Hero Global Limited ("Sky Hero")	102,000,000	12.75%	14.17%
Solid Jewel Investments Limited ("Solid Jewel") (Note 2)	102,000,000	12.75%	14.17%
Mr. Cui Qi (Note 2)	102,000,000	12.75%	14.17%
Ms. Mu Zhen (Note 3)	102,000,000	12.75%	14.17%

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. Solid Jewel is deemed or taken to be interested in all the Shares which are beneficially owned by Sky Hero under the SFO. Sky Hero is wholly-owned by Solid Jewel. Solid Jewel was owned as to 60% by Mr. Cui Qi, a Director. Mr. Cui Qi is deemed or taken to be interested in all the Shares which are beneficially owned by Solid Jewel under the SFO.
3. Ms. Mu Zhen is the spouse of Mr. Cui Qi, a Director, and she is deemed or taken to be interested in all the Shares which are beneficially owned by Mr. Cui Qi under the SFO.
4. The interest in Shares held by Qingdao West Coast Holdings (Internation) Limited included the 102,000,000 shares held by Sky Hero which were charged in favor of Qingdao West Coast Holdings (Internation) Limited.

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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April	1.05	0.87
May	1.26	0.96
June	1.18	0.94
July	1.15	0.97
August	1.32	1.14
September	1.32	1.30
October (trading suspended since 4 October 2018)	1.31	1.13
November	(trading suspended)	
December	(trading suspended)	
2019		
January	(trading suspended)	
February	(trading suspended)	
March	(trading suspended)	
April	(trading suspended)	
May (up to the Latest Practicable Date)	(trading suspended)	

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).

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.

EXECUTIVE DIRECTORS

Mr. Liu Luqiang (劉魯強), aged 50, is an executive Director and chairman of the Board and joined the Company in October 2018. He is also a director of a number of the Group's subsidiaries and the chairman of the nomination committee of the Board. As chairman of the Board, Mr. Liu leads and coordinates the operation of the Board in formulating Company's goals and governance practices. Mr. Liu has entered into a service contract with the Company with an initial term of three years with effect from 4 October 2018, which shall be renewed automatically for successive term of one year each commencing from the day after the expiry of the then current term of appointment. Mr. Liu is not entitled to any director's fee or salary pursuant to his service contract, which is subject to review by the remuneration committee and the Board from time to time.

Mr. Liu obtained a postgraduate degree in technology economics and business administration from Tianjin University in December 1993 and the professional title of senior engineer in December 2001. He has been serving as the chairman and the secretary of the party committee of Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司, an indirect controlling shareholder of the Company, since August 2018 and July 2018, respectively. Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司 is principally engaged in reclamation, coastline management and island reef development, construction of bridges and construction and management of fishing ports and marine ranches. He was the vice chairman of Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司 from November 2015 to November 2017 and has been serving as the chairman of Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司 since November 2017. Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司, the subsidiary of Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司, is principally engaged in the investment in services industries such as property management industry and overseas investments. He has also been serving as the general manager and director of Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司 since March 2015.

Mr. Liu has accumulated over 20 years of experience in municipal planning, design and management, government administration, and corporate operation and management. He served as, among others, the office manager of Huangdao District Party Committee of Qingdao* 青島市黃島區委 from November 2012 to April 2015, a member of the working committee of Qingdao West Coast New Area under Qingdao Municipal Party Committee* 青島市委青島西海岸新區工作委員會 from March 2012 to June 2014, a standing member of Working Committee of Qingdao Economic & Technology Development Area* 青島經濟技術開發區工作委員會 from December 2011 to June 2014, a standing member of Huangdao District Party Committee of Qingdao* 青島市黃島區委 from December 2011 to March 2015, the deputy director of Management Committee of Qingdao

Economic & Technology Development Area* 青島經濟技術開發區管理委員會 from July 2009 to December 2011; and the head of Rural Planning Division (Building Management) of the Qingdao Urban Planning Bureau* 青島市規劃局村鎮規劃(建築管理)處 from December 2006 to July 2009.

Mr. Yang Zhenshan (楊振山), aged 42, is an executive Director and joined the Company in May 2019. He is also a director of all subsidiaries of the Group in Hong Kong and the British Virgin Islands and a member of the nomination committee of the Board. Mr. Yang is primarily responsible for the overall business strategies of the Group and has entered into a service contract with the Company with an initial term of three years with effect from 7 May 2019, which shall be renewed automatically for successive term of one year each commencing from the day after the expiry of the then current term of appointment. Mr. Yang is not entitled to any director's fee or salary pursuant to his service contract, which is subject to review by the remuneration committee and the Board from time to time.

Mr. Yang holds a bachelor degree in architectural engineering management from Qingdao University of Technology. He has been serving as the executive deputy general manager of Qingdao West Coast Construction & Development (Group) Co., Ltd.* (青島西發建設開發(集團)有限公司), since July 2018. He has approximately 20 years of experience in construction and engineering management. He was appointed as the general manager of Qingdao West Coast Construction & Development Co., Ltd.* (青島西海岸新區開發建設有限公司) since December 2015. From February 2014 to December 2015, he served as the deputy general manager of Qingdao West Coast Construction & Development Co., Ltd.* (青島西海岸新區開發建設有限公司). From November 2012 to February 2014, he worked as a project manager of Qingdao West Coast Construction & Development Co., Ltd.* (青島西海岸新區開發建設有限公司). From June 2012 to November 2012, he worked as an engineering director of Qingdao Shenzhou Group Co., Ltd.* (青島神州集團有限公司). From July 1999 to June 2012, he served as a project manager of China Construction Eighth Engineering Division. Corp. Ltd.* (中國建築第八工程局有限公司).

Mr. Jiang Shuang (姜爽), aged 37, is an executive Director and joined the Company in May 2019. He is also a director of all subsidiaries of the Group in Hong Kong and the British Virgin Islands and a member of the risk management committee of the Board. Mr. Jiang is primarily responsible for the overall business strategies of the Group and has entered into a service contract with the Company with an initial term of three years with effect from 7 May 2019, which shall be renewed automatically for successive term of one year each commencing from the day after the expiry of the then current term of appointment. Mr. Jiang is not entitled to any director's fee or salary pursuant to his service contract, which is subject to review by the remuneration committee and the Board from time to time.

Mr. Jiang holds a master's degree in Accounting from Chinese Academy of Fiscal Sciences and is an accredited senior accountant. Mr. Jiang is currently the legal representative of Qingdao Rongfuhuijin Asset Management Co., Ltd.* (青島融富匯金資產管理有限公司), authorised risk control officer of Qingdao Jufuhuiyin Asset Management Co., Ltd.* (青島聚富匯銀資產管理有限公司) and a director of Qingdao West Coast Property Development Co., Ltd.* (青島西發物業發展

有限公司) and has over 10 years of experience in accounting and financial management. From January 2018 to July 2018, he served as the deputy general manager of Qingdao West Coast Finance Development Co., Ltd.* (青島西海岸金融發展有限公司). From April 2016 to January 2018, he has been serving as the vice minister of financial management department of Qingdao West Coast Development (Group) Limited* (青島西海岸發展(集團)有限公司) and simultaneously serving as deputy general manager and the chief financial officer of Qingdao West Coast Holding Development Limited* (青島西海岸控股發展有限公司). From April 2013 to January 2016, he served as the deputy general manager of the finance centre of Zhongrong Xinda Group Co., Ltd.* (中融新大集團有限公司). From April 2012 to April 2013, he served as the finance manager of Yantai Golden Mountain Tourism Co., Ltd.* (煙台金山旅遊開發有限公司). From July 2006 to April 2012, he worked in the Shandong branch of Aluminium Corporation of China Co., Ltd.* (中國鋁業股份有限公司) where his final position was finance supervisor.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Xuejun (王學軍) (“Mr. XJ Wang”), aged 56, a non-executive Director and joined the Company in October 2018. Mr. XJ Wang has entered into a letter of appointment with the Company with an initial term of three years with effect from 4 October 2018, which shall be renewed automatically for successive term of one year each commencing from the day after the expiry of the then current term of appointment. Mr. XJ Wang is not entitled to any emoluments pursuant to his letter of appointment, which is subject to review by the remuneration committee and the Board from time to time.

Mr. XJ Wang obtained a bachelor degree in Chinese from Shandong College of Education* 山東省教育學院 in June 1989. He has been serving as the general manager of Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司 since November 2015, and the deputy general manager of Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司 since September 2012.

Mr. XJ Wang has more than 20 years of experience in government administration, transportation supervision, and enterprise management. From September 2010 to September 2012, he was appointed as the director general* 局長 and secretary of the party committee* 黨委書記 of Jiaonan Communications and Transportation Bureau* 膠南市交通運輸局. From January 2007 to September 2010, he was appointed as the director general* 局長 and secretary of the party committee* 黨委書記 of Jiaonan Transportation Bureau* 膠南市交通局. From August 2002 to January 2007, he was appointed as the secretary of the working committee* 工委書記 of Jiaonan Zhuhai Street* 膠南市委珠海街道. From August 1999 to September 2001, he worked in Jiaonan Yitong Thermal Power Co., Ltd.* 膠南市易通熱電有限責任公司 (formerly “Jiaonan Thermal Power Plant* 膠南市熱電廠”), where he held a number of positions including director and chairman.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Chi Man Dennis (張志文), aged 51, is an independent non-executive Director and joined the Company in August 2017. He is the chairman of the audit committee and a member of the remuneration committee, nomination committee and risk management committee of the Board. Mr. Cheung entered into an appointment letter with the Company on 8 August 2017, pursuant to which he appointed for an initial term of two years and renewable for successive term of one year each and is entitled to receive a remuneration of HK\$216,000 per annum, subject to review by the remuneration committee from time to time.

Mr. Cheung has been admitted as a certified public accountant for over 20 years. Mr. Cheung obtained a master's degree in commerce from the University of New South Wales, Australia in April 1993 and a bachelor's degree in mechanical engineering from Imperial College, London, United Kingdom in August 1990. Mr. Cheung is a fellow member of the Hong Kong Institute of Certified Public Accountants and a certified tax adviser of The Taxation Institute of Hong Kong.

Mr. Cheung is currently an independent non-executive director of New Western Group Limited (formerly known as Megalogic Technology Holdings Limited) (stock code: 8242) since 30 April 2015. Mr. Cheung was formerly an independent non-executive director (from November 2005 to October 2008), executive director (from October 2008 to December 2013), company secretary (from October 2008 to September 2014) and chief financial officer (from March 2014 to November 2015) of Peace Map Holding Limited (formerly known as Ming Hing Waterworks Holdings Limited) (stock code: 402), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited ("Stock Exchange"). Mr. Cheung was also an independent non-executive Director of China Trustful Group Limited (formerly known as Powerwell Pacific Holdings Limited) (stock code: 8265) from September 2010 to September 2014, a company listed on the GEM of the Stock Exchange; and was the chief finance officer of the China division of Midland Holdings Limited (stock code: 1200) from November 2004 to November 2008, a company listed on the Main Board of the Stock Exchange.

Mr. Cheung was a director of Xact Integrated Marketing Limited, a private company incorporated in Hong Kong, which was dissolved by deregistration pursuant to section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) on 7 September 2007. To the best of the knowledge and belief of Mr. Cheung, Xact Integrated Marketing Limited was principally engaged in commercial advertising and had ceased business and was solvent at the time of it being dissolved by deregistration.

Mr. Wang Yaping (王亞平) ("Mr. YP Wang"), aged 55, an independent non-executive Director and joined the Company in October 2018. He is the chairman of the remuneration committee and a member of the audit committee, nomination committee and risk management committee of the Board. Mr. YP Wang has entered into a letter of appointment with the Company with an initial term of one year with effect from 4 October 2018 and is entitled to receive a remuneration of HK\$216,000 per annum, subject to review by the remuneration committee from time to time.

Mr. YP Wang graduated from East China College of Political Science and Law* 華東政法學院 (now known as East China University of Political Science and Law* 華東政法大學) with a bachelor's degree in law. Mr. YP Wang has over 20 years of experience in law. He was admitted as a PRC lawyer in February 1989 and was accredited as a second-grade lawyer by the Department of Justice of Shandong Province* 山東省司法廳 in June 1998.

Mr. YP Wang currently serves as an executive director and a senior partner of Shandong Qindao Law Office* 山東琴島律師事務所, the president of Qingdao Lawyers Association* 青島市律師協會, a vice president of Shandong Lawyers Association* (山東省律師協會), an independent non-executive director of Qingdao Port International Co., Ltd. 青島港國際股份有限公司 (a company listed on the Stock Exchange with stock code 6198), an independent supervisor of Tsingtao Brewery Company Limited* 青島啤酒股份有限公司 (a company listed on the Stock Exchange and the Shanghai Stock Exchange, with stock code 00168 and 600600 respectively), and an independent director of Qingdao Tianneng Heavy Industries Co., Ltd.* 青島天能重工股份有限公司 (a company listed on the Shenzhen Stock Exchange, with stock code 300569), an independent director of Qingdao Conson Financial Holdings Co., Ltd.* 青島國信金融控股有限公司, and an independent director of Qingdao BAHEAL Pharmaceutical Co., Ltd* 青島百洋醫藥股份有限公司.

Mr. Cheng Xuezhao (程學展), aged 50, an independent non-executive Director and joined the Company in December 2018. He is a member of each of the audit committee, remuneration committee, nomination committee and risk management committee of the Board. Mr. Cheng has entered into a letter of appointment with the Company with an initial term of one year with effect from 14 December 2018 and is entitled to receive a remuneration of HK\$216,000 per annum, subject to review by the remuneration committee from time to time.

Mr. Cheng graduated from Shandong Normal University (山東師範大學) in Jinan, the People's Republic of China (the "PRC") with a diploma majoring in English language and literature in July 1991. Mr. Cheng graduated from Shandong University (山東大學) in Jinan, the PRC, with a master's degree in English language and literature in June 1994. He graduated from Wright State University in Dayton, Ohio, U.S., with a master's degree in business administration in November 2005.

Mr. Cheng is currently an independent non-executive director of Qilu Expressway Company Limited, a company listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") (stock code: 1576) and he also serves as an assistant general manager of Hualu Holdings Co., Ltd. (華魯控股集團有限公司) and vice chairman of the board of directors and general manager of China Shandong Group Limited (華魯集團有限公司), a director of Hualu International Financial Leasing Co., Ltd. (華魯國際融資租賃有限公司) and a director of Hualu Investment Development Co., Ltd. (華魯投資發展有限公司).

Mr. Cheng served as an officer, assistant manager and manager in the Shandong Provincial Finance Department (山東省財政廳) from July 1994 to April 1997. He worked as a manager of Gang Ao International (Holdings) Company Limited (港澳國際(集團)有限公司) from April 1997 to April 1999. He was a manager and deputy general manager of general office, deputy general

manager and general manager of asset operation department of China Shandong Group Limited and a general manager of capital operation department of Hualu Holdings Co., Ltd. from April 1999 to October 2006. He participated in the preparation of the establishment of the Central Geological Exploration Fund Management Center of the Ministry of Land and Resources from October 2006 to January 2008. He was the head of general office, member of the branch committee and officer of general office of the Central Geological Exploration Fund Management Center (國土資源部中央地質勘查基金) under the Ministry of Land and Resources from January 2008 to September 2011. He has worked as the assistant general manager of Hualu Holdings Co., Ltd. and concurrently the vice chairman of the board of directors and general manager of China Shandong Group Limited since September 2011. He has also worked as a director of Hualu International Financial Leasing Co., Ltd. since November 2013, a director of Shandong Hualu-Hensheng Chemical Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600426) from March 2015 to April 2018 and a director of Hualu Investment Development Co., Ltd. since June 2016.

Save as disclosed above, as at the Latest Practicable Date, each of the retiring Directors has confirmed that (i) he does not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years; (ii) he does not hold any other position with the Company and any member of the Group; (iii) he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (iv) he does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (v) there is no 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 there is any other matter that needs to be brought to the attention of the Shareholders in relation to his reappointment.



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 United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Tuesday, 25 June 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

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 2018;
2. to re-elect Mr. Cheung Chi Man Dennis as an independent non-executive Director;
3. to re-elect Mr. Liu Luqiang as an executive Director;
4. to re-elect Mr. Wang Xuejun as a non-executive Director;
5. to re-elect Mr. Wang Yaping as an independent non-executive Director;
6. to re-elect Mr. Cheng Xuezhao as an independent non-executive Director;
7. to re-elect Mr. Yang Zhenshan as an executive Director;
8. to re-elect Mr. Jiang Shuang as an executive Director;
9. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
10. to re-appoint PricewaterhouseCoopers 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:

11. **“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,

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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;

- (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.

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“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 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.)”

12. **“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 Law 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.”

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13. “**THAT** conditional upon resolutions no. 11 and no. 12 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. 11 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number 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. 12 above, provided that such number of shares 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
Liu Luqiang
Chairman and Executive Director

Hong Kong, 17 May 2019

Head office and principal place of business in Hong Kong:

Unit Nos. 04–05 on 5th Floor
K Wah Centre
191 Java Road, North Point
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 the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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4. An explanatory statement containing further details regarding resolution no. 12 above is set out in a circular to the shareholders of the Company, which is being despatched together with this notice. The circular also contains particulars of the Directors proposed to be re-elected at the meeting.
5. The register of members of the Company will be closed from Wednesday, 19 June 2019 to Tuesday, 25 June 2019 (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 the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Tuesday, 18 June 2019 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. 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.