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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)

**GRANT OF FURTHER EXTENSION OF WAIVER FROM STRICT COMPLIANCE
WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT**

Reference is made to the announcement of Prosper Construction Holdings Limited (the “**Company**”) dated 12 October 2018 in relation to, among other things, the grant 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 December 2018, the announcement dated 31 December 2018 in relation to the grant of extension of the Waiver for the period from 1 January 2019 to 1 February 2019 (collectively, the “**Announcements**”) and the announcement dated 30 January 2019 (“**Updates Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company has been informed by the Offeror that since 1 January 2019, it has been actively communicating and negotiating with certain potential investors in various industries with an aim to place additional Shares, at the placing price of \$1.3175 per Placing Share, to independent third parties in order to restore the public float of the Company as required under Rule 8.08(1)(a) of the Listing Rules and resume trading of the Shares as soon as possible.

As at the date of this announcement, a total of 123,265,000 Shares, representing approximately 15.41% of the entire issued share capital of the Company, are held by the public. The Company has been informed by the Offeror that additional time is required to place down further Shares in view of (i) the black-out period of 60 days before the Company’s announcement of its annual results which is currently expected to be issued by end of March 2019; (ii) the market condition and sentiment before the Chinese New Year; and (iii) the possibility that the potential investors may need additional time to arrange for overseas funding through channels such as QDII for the purpose of participating in the Placing.

The Company has further been informed by the Offeror of the following tentative timetable and plan to restore the Company’s minimum public float of at least 25% as required under Rule 8.08(1)(a) of the Listing Rules.

Timetable	Actions
The date of this announcement to late March 2019	To observe the Company's black-out period for dealings.
Late March 2019 (after the Company's annual results are announced) to mid-April 2019	(i) Offeror and Placing Agent to discuss list of potential investors/ placees. (ii) Offeror and Placing Agent to negotiate with potential investors/ placees.
The third week of April 2019	Confirmation of placee(s) and preparation of transaction documents.
The last week of April 2019	Completion of Placing.

Note: The above tentative timetable and plan may be subject to further change(s) depending on the actual situation and progress of the Placing.

By 1 February 2019, being the expiry date of the Waiver, the Company was unable to fulfil the requirement under Rule 8.08(1)(a) of the Listing Rules and given the factors stated above, the Company has applied to the Stock Exchange for a further extension of the Waiver. On 8 February 2019, the Stock Exchange has granted the Company a further extension of the Waiver for the period from 1 February 2019 to 30 April 2019, subject to the publication of this announcement.

Trading in the Shares has been suspended with effect from 9:00 a.m. on Thursday, 4 October 2018 at the request of the Company and will remain suspended pending the restoration of the public float of the Shares.

Further announcement(s) will be made by the Company regarding the restoration of the public float of the Shares and the resumption of the trading in the Shares as and when appropriate pursuant to the Listing Rules.

By order of the Board
Prosper Construction Holdings Limited
Zhu Jiangfeng
Executive Director

Hong Kong, 8 February 2019

As at the date of this announcement, the Board comprised executive Directors Mr. LIU Luqiang (chairman of the Board), Mr. CUI Qi, Mr. ZHU Jiangfeng and Mr. XUE Qingfu; non-executive Director Mr. WANG Xuejun; and independent non-executive Directors Mr. CHEUNG Chi Man Dennis, Mr. WANG Yaping and Mr. CHENG Xuezhao.