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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)**

**ANNOUNCEMENT PURSUANT TO  
RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES AND  
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE  
AND  
RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 3.7 of the Code on Takeovers and Mergers (“**Takeovers Code**”) of the Securities and Futures Commission of Hong Kong, Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong).

**Execution of Letter of Intent**

The Company was informed by Sky Hero Global Limited (the “**Potential Seller**”) that it entered into a letter of intent (“**LOI**”) with 青島西海岸控股（國際）有限公司 (Qingdao West Coast Holdings (Internation) Limited) (the “**Potential Purchaser**”), whose ultimate controlling shareholder is 青島西海岸發展（集團）有限公司 (Qingdao West Coast Development (Group) Limited), a state-owned enterprise in the People’s Republic of China, on 23 March 2018. The Potential Purchaser is a third party independent of the Company and connected persons (as defined in the Listing Rules) of the Company. The LOI contemplates a possible sale by the Potential Seller of no less than 30% of the entire issued share capital of the Company (“**Possible Transaction**”).

The LOI further sets forth certain other preliminary understandings in relation to the Possible Transaction, which included, among others: (i) the parties have agreed an exclusivity period of three months to each other (the “**Exclusivity Period**”); (ii) following the completion of the Possible Transaction (which may or may not materialise), the Potential Seller will cease to be a controlling shareholder (as defined under the Listing Rules) but become a substantial shareholder (as defined in the Listing Rules) of the Company; and (iii) the parties shall use their best effort to procure the existing main management team members to remain in their management positions of the Company.

The MOU does not create legally binding obligations on the parties in relation to the Possible Transaction but is legally binding as to such terms relating to Exclusivity Period, confidentiality and governing law.

Save for the MOU, no formal or legally binding agreement has been entered into between the Potential Seller and the Potential Purchaser or any other parties in respect of the Possible Transaction.

**If the Possible Transaction is materialised, it will lead to a change in control of the Company and a mandatory conditional general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal or legally binding agreements have been entered into between the Potential Seller and the Potential Purchaser in respect of the Possible Transaction, and the discussions are still in progress and the Possible Transaction may or may not proceed.**

As at the date of this announcement, the Company has 800,000,000 ordinary shares (“**Shares**”) in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof. As at the date of this announcement, there are no outstanding share options granted under the share option scheme adopted by the Company on 22 June 2016.

The Potential Seller currently directly and beneficially holds 510,000,000 Shares, representing approximately 63.75% of the entire issued share capital of the Company as at the date of this announcement.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purpose of the Takeovers Code, the offer period will commence on the date of this announcement, being 23 March 2018.

The associates (as defined in the Takeovers Code including but not limited to any person holding 5% or more of a class of relevant securities) of the Company are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 23 March 2018 pending release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 26 March 2018.

**WARNINGS: There is no assurance that the Possible Transaction will materialize or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Possible Transaction may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in doubt about their position, they should consult their professional adviser(s).**

By order of the Board  
**Prosper Construction Holdings Limited**  
**KUI Ching Wah**  
*Executive Director*

Hong Kong, 23 March 2018

*As at the date of this announcement, the executive Directors are Mr. CUI Qi (chairman of the Board), Mr. YU Ming, Ms. KUI Ching Wah and Mr. TAO Yang and the independent non-executive Directors are Mr. CHEUNG Chi Man Dennis, Ms. LEUNG Sau Fan Sylvia and Mr. LEUNG Yee Tak.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*