
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Friday, 16 June 2017 at 10:30 a.m. is set out on pages 12 to 16 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 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 (i.e. not later than 10:30 a.m. on Wednesday, 14 June 2017, Hong Kong time) 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) should you so wish.

20 April 2017

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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 Friday, 16 June 2017 at 10:30 a.m., the notice of which is set out on pages 12 to 16 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)”	directors of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the Peoples’ 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	11 April 2017, being the latest practical date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;

DEFINITIONS

“Listing Date”	20 July 2016, being the date on which dealing in the Shares first commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Memorandum”	the memorandum of association of the Company as amended and restated, supplemented or modified from time to time;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company 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.

LETTER FROM THE BOARD



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. Cui Qi (*Chairman*)
Ms. Kui Ching Wah
Mr. Yu Ming
Mr. Tao Yang

Registered office:

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

Independent Non-executive Directors:

Mr. Ge Zhenming
Ms. Leung Sau Fan Sylvia
Mr. Leung Yee Tak

*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

20 April 2017

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 relating 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 Director.

A notice convening the AGM setting out the details of the ordinary resolutions to be proposed at the AGM is set out on pages 12 to 16 of this circular.

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the written resolutions of the Shareholders passed on 22 June 2016, 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.

LETTER FROM THE BOARD

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 aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution (that is, the Issue Mandate); and
- (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 aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution (that is, the Repurchase Mandate).

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 would 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 Articles 105 and 109 of the Articles, Mr. Cui Qi, Mr. Yu Ming and Mr. Tao Yang, each an executive Director, shall retire from office at the AGM and, being eligible, offers themselves for re-election.

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

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 10:30 a.m. on Friday, 16 June 2017 at the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong is set out on pages 12 to 16 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

LETTER FROM THE BOARD

before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on Wednesday, 14 June 2017, Hong Kong time) 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) should you so wish.

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.

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 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
Cui Qi
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 2016) 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
Sky Hero Global Limited ("Sky Hero")	510,000,000	63.75%	70.83%
Solid Jewel Investments Limited ("Solid Jewel") (Note 1)	510,000,000	63.75%	70.83%
Ms. Mu Zhen (Note 2)	510,000,000	63.75%	70.83%
CITICC International Investment Limited	90,000,000	11.25%	12.50%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Note:

1. 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 87% by Mr. Cui Qi and 13% by Mr. Yu Ming, both being Directors.
2. 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.

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 the period since the Listing Date up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July (since the Listing Date)	1.2	0.84
August	0.93	0.68
September	0.75	0.68
October	0.71	0.59
November	0.68	0.60
December	0.80	0.64
2017		
January	0.73	0.67
February	0.74	0.67
March	0.78	0.67
April (up to the Latest Practicable Date)	0.73	0.68

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).

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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. Cui Qi (崔琦), aged 54, an executive Director and also the chairman and CEO of the Group. He founded the Group with another executive Director, Mr. Yu Ming, in 2001 and is primarily responsible for the overall business strategies and operation of our Group. Mr. Cui is also a director of all the subsidiaries of the Group except PT. Indonesia River Engineering, of which he is the commissioner. He is also the chairman of the nomination committee of the Board. Mr. Cui has entered into a service contract with the Company for an initial term of three years with effect from 22 June 2016, pursuant to which he is entitled to a remuneration of HK\$1,560,000 per annum, subject to review by the remuneration committee from time to time.

Mr. Cui holds a bachelor's degree in naval port engineering from Hohai University (河海大學) and a master's degree in construction economics and management from Tongji University (同濟大學). Mr. Cui was admitted as a senior engineer from the Ministry of Transport (previously known as the Ministry of Communications) of the PRC in October 1995. He was then admitted as a registered Project Manager (1st Class) in the PRC from the Ministry of Constructions in July 1997. Mr. Cui was admitted as member of the Hong Kong Institute of Construction Managers in February 2000. He was then admitted as a Member of The Chartered Institute of Building in February 2006 and a registered Constructor (1st Class) in the PRC in January 2007. Mr. Cui was admitted as a Fellow Member of the Chartered Institution of Civil Engineering Surveyors in January 2015.

Mr. Cui has over 30 years of experience in the marine construction industry. Mr. Cui started his career in the industry when he was first employed as an assistant engineer by China Harbour Engineering Company Ltd. ("CHEC"), an engineering contractor in the PRC, between August 1984 to September 1986. He then joined China Harbour Engineering Company Hong Kong Branch ("CHECHK") in October 1986, and was subsequently promoted to the positions of general manager assistant, deputy general manager and managing director (authorised representative) of CHECHK in June 1991, July 1992 and May 1996, respectively. In June 1996 and August 1996, he was also appointed as the director of C&P Myanmar Pte Ltd and China Infra-Structure Investment Ltd., respectively, which were two joint venture companies formed by CHEC and other partners. After he left CHECHK and its joint venture companies in January 1998, Mr. Cui became the director of China Geo-engineering (Singapore) Pte Ltd, a company which was engaged in marine construction projects in Singapore, between June 1999 and April 2003. Through his extensive industry-related working experience, Mr. Cui has accumulated in-depth knowledge and market understanding for the marine construction industry. Mr. Cui was also a director of Shenzhen Changsheng Marine Engineering Limited* (深圳長盛海事工程有限公司), from April 2005 to 25 March 2016 and a director of China State Construction Port Engineering Group Corporation Limited* (中建築港集團有限公司), since December 2009.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As at the Latest Practicable Date, Mr. Cui held 87% of Solid Jewel Investments Limited which wholly owned Sky Hero Global Limited which was beneficially interested in 510,000,000 Shares, representing 63.75% of the issued Shares. Saved as disclosed above, Mr. Cui was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Yu Ming (俞明) (formerly known as Yu Ming (喻明)), aged 54, is an executive Director. He founded the Group with another executive Director, Mr. Cui Qi, in 2001 and is in charge of overall business operation of our Group. Mr. Yu is also a director of two of the Group's subsidiaries, Prosper Construction Group Limited and Hong Kong River Engineering Company Limited. He is also the chairman of the risk management committee of the Board. Mr. Yu has entered into a service contract with the Company for an initial term of three years with effect from 22 June 2016, pursuant to which he is entitled to a remuneration of HK\$1,170,000 per annum, subject to review by the remuneration committee from time to time.

Mr. Yu holds a bachelor's degree in harbour and waterway engineering from Chongqing Jiaotong University (重慶交通大學) and a master's degree in harbour and waterway engineering from Hohai University (河海大學). Mr. Yu was admitted as a senior engineer from the Ministry of Transport (previously known as the Ministry of Communications) of the PRC in October 1995. Mr. Yu was admitted as a registered Project Manager (1st Class) in the PRC from the Ministry of Transport in 1998. Further, he was also admitted as member of the Hong Kong Institution of Engineers in January 2002 and was admitted as a member of The Chartered Institute of Building in the United Kingdom in February 2006. He was registered as a Registered Professional Engineer (Civil) from the Engineers Registration Board in Hong Kong since February 2006.

Mr. Yu has over 30 years of experience in the marine construction industry. Mr. Yu started his career at CCCC Third Harbour Engineering Limited* (中交第三航務工程局有限公司), a company engaged in harbour and waterway engineering, where he worked as engineer, assistant engineer and assistant to the head of the design department between September 1986 and September 1992. Since September 1992, Mr. Yu was transferred from CCCC Third Harbour Engineering Limited to CHECHK, where he worked in various positions, with his last position as the acting department manager. After leaving CHECHK in July 2000, Mr. Yu joined Hyundai-CCECC Joint Venture, an unincorporated company engaged in a project relating to the Kwai Chung Container Port-Terminal 9 Development, between July 2000 and March 2001 where he acted as the section agent. Through his extensive working experience, Mr. Yu has accumulated in-depth knowledge and market understanding for the marine construction industry.

As at the Latest Practicable Date, Mr. Yu held 13% of Solid Jewel Investments Limited which wholly owned Sky Hero Global Limited which was beneficially interested in 510,000,000 Shares, representing 63.75% of the issued Shares. Saved as disclosed above, Mr. Yu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Tao Yang (陶揚), aged 53, is an executive Director. He joined our Group in March 2016 and is responsible for monitoring and advising on corporate governance matters. Mr. Tao has entered into a service contract with the Company for an initial term of three years with effect from 22 June 2016, pursuant to which he is entitled to a remuneration of HK\$650,000 per annum, subject to review by the remuneration committee from time to time. Mr. Tao graduated with a bachelor's degree in economics from the Central University of Finance and Economics (previously known as Central Institute of Finance and Banking) in June 1987. He further obtained an executive master of business management from Renmin University of China in January 2015. Mr. Tao was qualified as a senior accountant from China National Machinery Industry Corporation (previously known as China National Machinery Equipment Corporation* (中國機械裝備(集團)公司)) of the PRC in December 2003. Mr. Tao received an outstanding international engineering project manager award from the China International Contractors Association in November 2011.

Mr. Tao has over 25 years of experience in the management and finance industry. Between July 1987 and October 2009, Mr. Tao worked in Guohua International Engineering Contractors Company* (國華國際工程承包公司), an international engineering projects contractor, where he had worked in various positions, including deputy general manager, chief accountant, chairman of the labour union and finance director. In October 2009, Mr. Tao joined CITIC Construction Co., Ltd., an international engineering projects contractor, which is the intermediate holding company of CITICC International Investment Limited, one of the Group's substantial shareholders, and has held several positions. Between October 2009 to April 2011, he was the general manager of the party's affairs department (黨務工作部) and the executive general manager of the America region. Between October 2009 and May 2015, he was the chairman of the labour union and from October 2011 until May 2013, he was the general manager of the risk management department. Between May 2014 and April 2016, he was the finance director. Mr. Tao is currently the General Manager, Chief Accountant and investment department's General Manager of CITIC Construction Co., Ltd.

As at the Latest Practicable Date, Mr. Tao was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no information discloseable nor is/was any of the retiring Directors involved in any of the matters required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and the Directors are not aware of any other matters regarding the retiring Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Friday, 16 June 2017 at 10:30 a.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 2016;
2. to re-elect Mr. Cui Qi as an executive Director;
3. to re-elect Mr. Yu Ming as an executive Director;
4. to re-elect Mr. Tao Yang as an executive Director;
5. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
6. to approve the proposed final dividend of HK3 cents per share;
7. 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:

8. “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 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (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.

“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

NOTICE OF ANNUAL GENERAL MEETING

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.)”

9. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors 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.”

NOTICE OF ANNUAL GENERAL MEETING

10. “THAT conditional upon resolutions no. 8 and no. 9 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. 8 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount 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. 9 above, provided that such amount 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
Cui Qi
Chairman and Executive Director

Hong Kong, 20 April 2017

*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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). 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 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 holders of a 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, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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 (i.e. not later than 10:30 a.m. on Wednesday, 14 June 2017, Hong Kong time) or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. An explanatory statement containing further details regarding resolution no. 9 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 Tuesday, 13 June 2017 to Friday, 16 June 2017 (both days inclusive), during which period no transfer of shares will be registered, for purpose of determining the right to attend and vote at the AGM. 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 Monday, 12 June 2017 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

To ascertain entitlement to the proposed final dividend, the register of members of the Company will also be closed on Friday, 23 June 2017. In order to qualify for the proposed final dividend, which is subject to approval of shareholders at the AGM, holders of shares of the Company must ensure that all transfers of shares be lodged with the Company's branch share registrar and transfer office in Hong Kong for registration no later than 4:30 p.m. on Thursday, 22 June 2017.

As at the date of this notice, the Board comprised the executive Directors Mr. Cui Qi, Ms. Kui Ching Wah, Mr. Yu Ming and Mr. Tao Yang; and the independent non-executive Directors Mr. Ge Zhenming, Ms. Leung Sau Fan Sylvia and Mr. Leung Yee Tak.