

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2016 (the “**Prospectus**”) issued by Prosper Construction Holdings Limited (the “**Company**”).*

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares. Potential investors should read the Prospectus for detailed information about the Share Offer before deciding whether or not to invest in Offer Shares.

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will not and is not currently intended to be any public offer of the Offer Shares in the United States.

In connection with the Share Offer, Investec, as the Stabilising Manager, its affiliates or any person acting for it may effect transactions with a view to stabilising or supporting the market price of the Offer Shares at a level higher than which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. Such stabilizing action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, August 5, 2016, being the 30th day after the date of closing of the application lists under the Share Offer. After this date, no further stabilizing action may be taken, demand for the Offer Shares, and therefore the price of the Offer Shares, could fall.

PROSPER CONSTRUCTION HOLDINGS LIMITED

瑞港建設控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares under the Share Offer	: 200,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	: 20,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 180,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$1.25 per Offer Share (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 6816

Sole Sponsor



Joint Bookrunners, Placing and Public Offer Underwriters



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Capitalisation Issue and the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme).

The Share Offer comprises the Public Offer of 20,000,000 Public Offer Shares (subject to reallocation), representing 10% of the initial number of Offer Shares, and the Placing of 180,000,000 Placing Shares (subject to reallocation and the Over-allotment Option), representing 90% of the initial number of Offer Shares. Of the 20,000,000 Shares being offered under the Public Offer, up to 2,000,000 Shares (representing 10% of the total number of Shares being offered under the Public Offer and 1% of the total number of Shares being offered under the Share Offer) are available for subscription by the Eligible Employees on a preferential basis under the Employee Preferential Offering.

In connection with the Share Offer, our Company expects to grant an Over-allotment Option to the Stabilising Manager that is exercisable at the sole discretion of the Stabilising Manager. Pursuant to the Over-allotment Option, the Stabilising Manager shall have the right, exercisable at any time from the date of the Placing Underwriting Agreement until 30 days from the date of the last day of lodging applications under the Public Offer, to require our Company to allot and issue up to 30,000,000 additional Shares, representing 15% of the number of the Offer Shares initially available under the Share Offer, at the Offer Price, to cover over-allocations in the Placing, if any. If the Over-allotment Option is exercised in full, the additional Offer Shares will represent approximately 3.6% of the enlarged share capital of our Company immediately following the completion of the Share Offer and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, an announcement will be made in accordance with the Listing Rules. Shares allotted and issued upon the exercise of the Over-allotment Option are to be issued on the same terms and conditions as the Offer Shares issued in the Share Offer.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$1.25 per Offer Share and is expected to be not less than HK\$1.00 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$1.25 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy, subject to refund if the final Offer Price should be lower than HK\$1.25.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than HK\$1.25 per Offer Share, appropriate refund monies (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the paragraph headed “13. Refund of Application Monies” in the section headed “How to Apply for Public Offer Shares and Employee Reserved Shares” in the Prospectus.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms and the designated White Form for eIPO.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Employees who wish to be allotted the Employee Reserved Shares should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 June 2016 until 12:00 noon on Friday, 8 July 2016 from the following:

1. The following offices of the Joint Bookrunners:

Investec Capital Asia Limited, Suite 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

China Investment Securities International Brokerage Limited, 63/F Bank of China Tower, 1 Garden Road, Central, Hong Kong

KGI Capital Asia Limited, 41/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong

Changjiang Securities Brokerage (HK) Limited, 19/F, Suite 1908, Cosco Tower, 183 Queen's Road Central, Hong Kong

VMS Securities Limited, 49/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong

Guotai Junan Securities (Hong Kong) Limited, 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

Aristo Securities Limited, Room 101, 1/F, On Hong Commercial Building, 145 Hennessy Road, Wanchai, Hong Kong

Quam Securities Company Limited, 18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong

2. Any of the branches of the following receiving banks:

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch	Address
Hong Kong Island:	Hong Kong Branch	20 Pedder Street, Central
	Wanchai Sub-Branch	Shop B on G/F., Johnston Court, 32-34 Johnston Road
Kowloon:	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Lam Tin Sub-Branch	Shop No.5 & 9, G/F., Kai Tin Towers, 51-67C Kai Tin Road, Lam Tin
New Territories:	Market Street Sub-Branch	G/F., 49-55 Tsuen Wan Market Street, Tsuen Wan

Wing Lung Bank Limited

	Branch	Address
Hong Kong Island:	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	Kennedy Town Branch	28 Catchick Street
Kowloon:	Mongkok Branch	Basement, Wing Lung Bank Centre, 636 Nathan Road
	Lam Tin Sceneway Plaza Branch	Shop 59, 3/F Sceneway Plaza, 8 Sceneway Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 June 2016 until 12:00 noon on Friday, 8 July 2016 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Both the **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. – Prosper Construction Public Offer" for the payment should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above at the following times on the following dates.

- Thursday, 30 June 2016 – 9:00 a.m. to 5:00 p.m.
- Saturday, 2 July 2016 – 9:00 a.m. to 1:00 p.m.
- Monday, 4 July 2016 – 9:00 a.m. to 5:00 p.m.
- Tuesday, 5 July 2016 – 9:00 a.m. to 5:00 p.m.
- Wednesday, 6 July 2016 – 9:00 a.m. to 5:00 p.m.
- Thursday, 7 July 2016 – 9:00 a.m. to 5:00 p.m.
- Friday, 8 July 2016 – 9:00 a.m. to 12:00 noon

The **PINK** Application Form together with the Prospectus can be collected by Eligible Employees during normal business hours from 9:00 a.m. on Thursday, 30 June 2016 until 12:00 noon on Thursday, 7 July 2016 from the Company's head office at Unit Nos. 04-05 on the 5th Floor, K. Wah Centre, No.191 Java Road, North Point, Hong Kong. Electronic copies of the **PINK** Application Form and the Prospectus can be viewed from the website of the Company at www.prosperch.com.

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 30 June 2016 until 11:30 a.m. on Friday, 8 July 2016 (or such later date as may apply as described in the section headed “How to apply for Public Offer Shares and Employee Reserved Shares – 10. Effects of Bad Weather on the Opening of the Application Lists” in the Prospectus).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- Thursday, 30 June 2016 – 9:00 a.m. to 8:30 p.m.⁽¹⁾
- Saturday, 2 July 2016 – 8:00 a.m. to 1:00 p.m.⁽¹⁾
- Monday, 4 July 2016 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Tuesday, 5 July 2016 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Wednesday, 6 July 2016 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Thursday, 7 July 2016 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Friday, 8 July 2016 – 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 June 2016 until 12:00 noon on Friday, 8 July 2016 (24 hours daily, except on the last application day). The latest time for inputting **electronic application instructions** will be 12:00 noon, Friday, 8 July 2016, the last application day or such later time as described in the paragraphs headed “10. Effects of Bad Weather on the Opening of the Application Lists” in the section headed “How to apply for Public Offer Shares and Employee Reserved Shares” in the Prospectus.

The completed **PINK** Application Form, together with a cheque attached and marked payable to “Bank of Communications (Nominee) Co. Ltd. – Prosper Construction Public Offer” for the payment must be deposited in the collection box located at the Company’s head office at Unit Nos. 04-05 on the 5th Floor, K. Wah Centre, No.191 Java Road, North Point, Hong Kong by 12:00 noon on Thursday, 7 July 2016.

Please refer to the Sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares and Employee Reserved Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, together with the indications of the levels of interest in the Placing, the level of applications in the Public Offer and the Employee Preferential Offering and basis of allocation of the Public Offer Shares and Employee Reserved Shares on Tuesday, 19 July 2016, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at www.prosperch.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) under the Public Offer and Employee Preferential Offering will be made available from Tuesday, 19 July 2016 in the manner specified in the paragraphs headed “11. Publication of Results” in the section headed “How to apply for the Public Offer Shares and Employee Reserved Shares” of the Prospectus.

Share certificates will only become valid at 8:00 a.m. on Wednesday, 20 July 2016 provided that the Share Offer has become unconditional and the right of termination described in the “Underwriting” section in the Prospectus has not been exercised. Investors who trade Offer Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 20 July 2016. The Shares will be traded in board lots of 2,000 each. The Company will not issue any receipts for sum paid on application or temporary documents of title.

By order of the Board
Prosper Construction Holdings Limited
Cui Qi
Chairman

Hong Kong, 30 June 2016

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