

## IRREVOCABLE UNDERTAKING

Date: 21<sup>st</sup> July 2018

To: Qingdao West Coast Holdings (Internation) Limited (the “Offeror”)  
Intershore Chambers, P.O. Box 4342  
Road Town, Tortola, British Virgin Islands

Guotai Junan Capital Limited  
27/F, Low Block, Grand Millennium Plaza  
181 Queen’s Road Central, Hong Kong

Dear Sirs,

### **Unconditional mandatory cash offer for Prosper Construction Holdings Limited (瑞港建設控股有限公司) (Stock Code: 6816) (the “Company”)**

The Offeror has entered into a share transfer agreement (the “**Share Transfer Agreement**”) to acquire 51.00% of the issued share capital of the Company from us, Sky Hero Global Limited at a price of HK1.3175 per share on 18 July 2018. Subject to the completion of such an acquisition, the Offeror will become obliged to make an unconditional mandatory cash offer (the “**Offer**”) to acquire all of the issued shares of HK\$0.01 each (the “**Shares**”) in the capital of the Company (other than those Shares already held or to be acquired by it or parties acting in concert with it) pursuant to the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The terms used herein shall have the same meanings as those defined in the Share Transfer Agreement unless the context herein requires the otherwise.

We hereby **represent and warrant** that immediately after the Share Transfer Completion, we shall be directly holding under or name the Remaining Shares, being a total of 102,000,000 Shares, representing 12.75% of the issued share capital of the Company.

We hereby **irrevocably undertake** with each of you that we shall:

- (a) not sell, transfer, grant any option over or otherwise dispose of any of the Remaining Shares prior to the Share Transfer Completion up to and including the date of the close of the Offer; and
- (b) not tender the Remaining Shares for acceptance under the Offer.

We hereby **represent and warrant** that we have full power and authority to enter into this undertaking letter and perform our obligations on the terms set out herein.

We hereby **give consent to**: (i) the disclosure of the contents of this undertaking letter to the Securities and Futures Commission (the “**SFC**”) of Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or in any announcements, circulars and documents to be made by the Offeror and/or the Company relating to the Offer pursuant to the Takeovers Code; and (ii) copy of this undertaking letter be made available for inspection on the SFC’s website and the website(s) of the Offeror and/or the Company in accordance with the Takeovers Code, to the extent as required by the relevant laws, rules and regulations of Hong Kong or as may be required by the SFC and the Stock Exchange.

This undertaking letter shall be governed by and construed in all respects in accordance with the laws of Hong Kong. We hereby irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong.

Yours faithfully,

Executed as a deed as follows:

**SEALED** with the **COMMON SEAL** of  
**SKY HERO GLOBAL LIMITED** and  
**SIGNED** by **CUI QI (崔琦)**  
for and on behalf of  
**SKY HERO GLOBAL LIMITED** in the  
presence of:

.....  
Signature of witness

.....  
Name of witness (block letters)

.....  
Signature of **CUI QI (崔琦)**

.....  
Name: **CUI QI (崔琦)**  
Title: Director

*[Signing page to the Irrevocable Undertaking by SKY HERO GLOBAL LIMITED]*