



PROSPER CONSTRUCTION HOLDINGS LIMITED

瑞港建設控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6816)

12 September 2018

To the Independent Shareholders

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY
GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED
FOR AND ON BEHALF OF QINGDAO WEST COAST HOLDINGS
(INTERNATION) LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF
PROSPER CONSTRUCTION HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY QINGDAO WEST COAST HOLDINGS
(INTERNATION) LIMITED AND/OR PARTIES
ACTING IN CONCERT WITH IT)**

INTRODUCTION

We refer to the composite document dated 12 September 2018 (“**Composite Document**”) jointly issued by the Company and the Offeror of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to constitute the Independent Board Committee to consider the terms of the Offer and to advise the Independent Shareholders as to whether or not the terms of the Offer are fair and reasonable and to make recommendation in respect of acceptance of the Offer. Red Sun Capital has been appointed as the Independent Financial Adviser to make recommendation to us in respect of the terms of the Offer and, in particular, whether the Offer is fair and reasonable, and as to the acceptance of the Offer. Details of its advice and recommendation, together with the principal factors and reasons which it has considered before arriving at such recommendation, are set out in the “Letter from Red Sun Capital” on pages 30 to 59 of the Composite Document. We also wish to draw your attention to the “Letter from the Board”, the “Letter from Guotai Junan Capital” and the additional information set out in the appendices to the Composite Document.

RECOMMENDATION

Having considered the terms of the Offer and the advice from the Independent Financial Adviser, in particular the factors, reasons and recommendation as set out in the “Letter from Red Sun Capital”, we concur with the view of the Independent Financial Adviser and consider that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned, and recommend the Independent Shareholders to accept the Offer.

However, Independent Shareholders who intend to accept the Offer are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period, and consider selling their Shares in the open market rather than accepting the Offer if the net proceeds from the sale of such Shares in the open market would exceed the net proceeds receivable under the Offer.

The Independent Shareholders are recommended to read the full text of the “Letter from Red Sun Capital” on pages 30 to 59 of the Composite Document. In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for professional advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in the Composite Document and the Form of Acceptance and Transfer.

Yours faithfully,
For and on behalf of
Independent Board Committee
PROSPER CONSTRUCTION HOLDINGS LIMITED

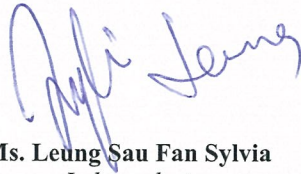


Mr. Cheung Chi Man Dennis
*Independent
non-executive
Directors*

Ms. Leung Sau Fan Sylvia
*Independent
non-executive
Directors*

Mr. Leung Yee Tak
*Independent
non-executive
Directors*

Yours faithfully,
For and on behalf of
Independent Board Committee
PROSPER CONSTRUCTION HOLDINGS LIMITED

A handwritten signature in blue ink, appearing to read 'Ms. Leung Sau Fan', is positioned above the name of the signatory.

Mr. Cheung Chi Man Dennis
*Independent
non-executive
Directors*

Ms. Leung Sau Fan Sylvia
*Independent
non-executive
Directors*

Mr. Leung Yee Tak
*Independent
non-executive
Directors*

Yours faithfully,
For and on behalf of
Independent Board Committee
PROSPER CONSTRUCTION HOLDINGS LIMITED

A handwritten signature in black ink, appearing to read "Leung Yee Tak", with a long horizontal stroke extending to the right.

Mr. Cheung Chi Man Dennis
*Independent
non-executive
Directors*

Ms. Leung Sau Fan Sylvia
*Independent
non-executive
Directors*

Mr. Leung Yee Tak
*Independent
non-executive
Directors*