



Prosper One International Holdings Company Limited

富一國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1470)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON 26 JULY 2018

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each
in the capital of Prosper One International Holdings Company Limited (the “Company”) hereby appoint⁽³⁾ the Chairman of the
Meeting, or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting (“Meeting”) to be held at 6/F, Caizhi Building, Binhe
New District, Dongping County, Taian City, Shandong Province, China on 26 July 2018, Thursday, at 10:30 a.m., for the purpose of considering
and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the Meeting (“Notice”) and at such
Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no
indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	<p>“THAT</p> <p>(a) the subscription agreement dated 31 May 2018 (as supplemented by the amendment agreement dated 20 June 2018 and the second amendment agreement dated 4 July 2018) (the “Subscription Agreement”) between the Company and Macquarie Bank Limited (the “Subscriber”) to subscribe the 0.8% convertible notes in principal amount of HK\$80,000,000 due 2019 (the “Notes”), convertible into the ordinary shares of par value of HK\$0.01 each of the Company (each, a “Share”) on the terms and conditions of the Notes (the “Note Conditions”) contained therein and the performance of all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed;</p> <p>(b) any one or more of the directors (the “Directors”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such other or further documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of, or the transactions contemplated by, the Subscription Agreement and all documents and deeds in connection therewith and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Note Conditions) as are, in the opinion of the Directors or the chief operating officer of the Company, in the interest of the Company and its shareholders as a whole;</p> <p>(c) the Notes to be issued pursuant to the Subscription Agreement and the performance of all the transactions contemplated thereunder (including, without limitation, the issue and allotment of Shares upon exercise of the conversion rights attached thereto) and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved; and</p> <p>(d) any one or more of the Directors be and is/are hereby authorised to allot and issue such number of Shares as may fall to be allotted and issued upon exercise of the conversion rights attached to the Notes on and subject to the Note Conditions.”</p>		

Date: _____

Signature⁽⁵⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Where there are joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the Meeting either personally or by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said person so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Share Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.