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## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Prosper One International Holdings Company Limited (the “**Company**”) will be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China at 10:30 a.m. on 26 July 2018, Thursday, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

##### **“THAT**

- (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 up to HK\$80,000,000 due 2019 (the “**Notes**”), convertible into the ordinary shares 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;
- (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;

- (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
- (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.”

By Order of the Board of directors of  
**Prosper One International Holdings Company Limited**  
**Meng Guangyin**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 11 July 2018

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Place of Business in Hong Kong:*  
4205, 42th Floor, Office Tower  
Convention Plaza  
No. 1 Harbour Road  
Wan Chai  
Hong Kong

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the EGM may appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. In the case of joint holders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21F, 148 Electric Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. The transfer books and register of members will be closed from 21 July 2018 to 26 July 2018, both days inclusive to determine the entitlement of the shareholders to attend the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on 20 July 2018.

*As at the date of this announcement, the Board comprises Mr. Meng Guangyin (chairman and chief executive officer), Mr. Meng Bo, Mr. Liu Guoqing (chief financial officer), Mr. Liu Jiaqiang and Mr. Liao Pin Tsung (vice chairman and chief operating officer) being the executive directors; and Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Hu Jinrui being the independent non-executive directors.*