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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)

SECOND AMENDMENT AGREEMENT

IN RELATION TO ISSUE OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE

Reference is made to the announcements dated 31 May 2018 and 20 June 2018 (the “**Announcements**”) of Prosper One International Holdings Company Limited (the “**Company**”) in relation to the proposed issue of convertible notes under specific mandate. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

Pursuant to the Subscription Agreement, the Floor Price is subject to adjustment based on the prescribed formulae as set out in the terms and conditions of the Notes upon occurrence of certain events, one of which was “(j) where the Company or a Noteholder determines that an adjustment should be made to the Floor Price as a result of one or more events or circumstances not referred to above” (the “**Relevant Adjustment Event**”).

On 4 July 2018, the Company and the Subscriber entered into a second amendment agreement, pursuant to which the Company and the Subscriber agree that the Relevant Adjustment Event is deleted in its entirety.

Save as disclosed above, all other terms and conditions of the Subscription Agreement remain unchanged and in full force and effect in all respects.

Shareholders and potential investors should note that completion of the issuance of the Notes is subject to the fulfilment of the conditions set out in the Subscription Agreement. As the issuance of the Notes may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 4 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.