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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 26 JULY 2018

At the EGM held on Thursday, 26 July 2018, the Resolution as set out in the Notice of EGM was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and notice of EGM (the “**Notice of EGM**”) of Prosper One International Holdings Company Limited (the “**Company**”) both dated 11 July 2018, in relation to the proposed issue of convertible notes under specific mandate. Capitalised terms used herein shall have the same respective meanings as those defined in the Circular and the Notice of EGM unless defined otherwise herein.

The Board is pleased to announce that at the EGM held on Thursday, 26 July 2018, the resolution as set out in the Notice of EGM (the “**Resolution**”) was duly passed by the Shareholders by way of poll.

The Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, was appointed and acted as the scrutineer for the vote-taking at the EGM. As at the date of the EGM, the total number of issued Shares was 800,000,000, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution.

No Shareholder or its authorized representatives was required under the Listing Rules to abstain from voting on the Resolution and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders or any person have stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The poll results in respect of the Resolution were as follows:

ORDINARY RESOLUTION	NUMBER OF VOTES ^(Note) (%)	
	FOR	AGAINST
<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 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;</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>	<p>639,928,000 (99.80%)</p>	<p>1,312,000 (0.20%)</p>

Note: The number of votes and the percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM held on Thursday, 26 July 2018 in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed by the Shareholders as an ordinary resolution.

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

Hong Kong, 26 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.