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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 AND CODE PROVISION A.5.1 OF CORPORATE GOVERNANCE CODE OF THE LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Prosper One International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Hu Jinrui (“**Mr. Hu**”) has tendered his resignation as an independent non-executive director of the Company in order to pursue his personal development which requires more of his time and dedication with effect from 1 August 2018. Mr. Hu will also cease to be a member of the audit committee and a member of the nomination committee of the Board with effect from 1 August 2018. Mr. Hu has confirmed that he has no disagreement with the Board and there are no other matters with respect to his resignation that need to be brought to the attention of the holders of the securities of the Company.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Mr. Hu, the Company has only two independent non-executive directors, hence failing to meet the requirement of having at least three independent non-executive directors on the Board under Rule 3.10(1) and the requirement of having independent non-executive directors who represent at least one-third of the Board under Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Further, the Company no longer fulfils the requirement on the minimum number of non-executive directors for the formation of the audit committee of the Board as stipulated in Rule 3.21 of the Listing Rules and the requirement of having a majority of independent non-executive directors for the nomination committee of the Board as stipulated in code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules.

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive director and of the member of the audit committee of the Board and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within the three-month period from 1 August 2018 to 31 October 2018 pursuant to Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 31 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.