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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)

COMPLETION OF ISSUE OF CONVERTIBLE NOTES

Reference is made to the announcements of the Company dated 31 May 2018, 20 June 2018 and 29 June 2018 and the circular of the Company dated 11 July 2018 (the “**Circular**”) 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 Circular.

The Board is pleased to announce that all the conditions precedent set out in the Subscription Agreement have been fulfilled and completion of issue of the first tranche of the Notes to the Subscriber in the principal amount of HK\$40,000,000 took place on 31 July 2018 in accordance with the terms of the Subscription Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge of the Directors and the Company, the following table illustrates the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately following the conversion of the Notes in full at the Floor Price of HK\$0.80 per Share (assuming there being no other change in the shareholding structure and share capital of the Company from the date of this announcement up to the date of conversion of the Notes in full):

Name of Shareholder	As at the date of this announcement		Immediately following the conversion of the Notes in full at the Floor Price and capped at the Maximum Number of Shares (resulting in the public float below 25%) ^(Note 2)		Immediately following conversion of the Notes with the number of New Shares capped at a maximum whereby the Company is able to meet the minimum public float requirement under the Listing Rules	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Prosper One Enterprises Limited ^(Note 1)	600,000,000	75.0	600,000,000	66.7	600,000,000	67.6
The Subscriber	—	—	100,000,000	11.1	88,000,000	9.9
						^(Note 3)
Other public Shareholders	<u>200,000,000</u>	<u>25.0</u>	<u>200,000,000</u>	<u>22.2</u>	<u>200,000,000</u>	<u>22.5</u>
Total	<u>800,000,000</u>	<u>100.0</u>	<u>900,000,000</u>	<u>100.0</u>	<u>888,000,000</u>	<u>100.0</u>

Note:

- (1) Prosper One Enterprises Limited is a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Meng Guangyin. Mr. Meng Guangyin is an executive Director, the chief executive officer of the Company and the chairman of the Board.
- (2) Under the terms and conditions of the Subscription Agreement, the Subscriber shall not be entitled to exercise any Conversion Right if the Shares of the Company held by the public, after the New Shares are issued on the intended conversion of Notes, would be less than the minimum public shareholding requirement under the Listing Rules. Assuming the Subscriber exercises the Conversion Right attached to the Notes in full at the Floor Price capped at the Maximum Number of Shares, the public float will fall below 25% (i.e. below the minimum public float requirement under the Listing Rules). Therefore, these shareholdings are for illustrative purpose only due to the public float requirement under the Listing Rules.

- (3) Given that the Subscriber is not a substantial Shareholder (as defined under the Listing Rules), the Shares that it holds are considered as part of the public float of the Company, and hence the public float of the Company in such circumstances amounts to 32.4%.

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.