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If you have sold or transferred all your shares in Prosper One International Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2018 AGM to be held at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 25 October 2018 at 10:30 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use in connection with the 2018 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.prosperoneintl.com). If you are not able or do not intend to attend the AGM in person but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2018 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2018 AGM or its adjournment if you so wish. If you attend and vote at the 2018 AGM, the instrument appointing your proxy will be deemed to have been revoked.

31 August 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2018 AGM”	the AGM to be held at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 25 October 2018 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 17 to 22 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Annual Report”	the annual report of the Company for the Year
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Audited Financial Statements”	the audited consolidated financial statements of the Group for the Year
“Board”	the board of Directors
“CG Code”	Corporate Governance Code contained in Appendix 14 to the Listing Rules
“Chairman”	chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Prosper One International Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 1470)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	executive Director(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2018 AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	28 August 2018, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2018 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Year”	year ended 30 April 2018
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Meng Guangyin

(Chairman and Chief Executive Officer)

Mr. Meng Bo

Mr. Liu Guoqing *(Chief Financial Officer)*

Mr. Liu Jiaqiang

Mr. Liao Pin Tsung

(Vice Chairman and Chief Operating Officer)

Independent Non-executive Directors:

Mr. Chan, Yee Ping Michael

Mr. Tian Zhiyuan

Mr. Gao Jizhong

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong:

Room 4205, 42th Floor, Office Tower
Convention Plaza

No. 1 Harbour Road

Wan Chai

Hong Kong

31 August 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2018 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate and (iii) the re-election of the retiring Directors.

The purpose of this circular is to give you notice of the 2018 AGM and provide you with the information regarding the above resolutions to be proposed at the 2018 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the resolution passed by the Shareholders at the AGM held on 16 October 2017 will lapse at the conclusion of the 2018 AGM, an ordinary resolution will be proposed at the 2018 AGM to grant the Issue Mandate to the Directors. Based on 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2018 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 160,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2018 AGM. The Issue Mandate, if granted at the 2018 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the resolution passed by the Shareholders at the AGM held on 16 October 2017 will lapse at the conclusion of the 2018 AGM, an ordinary resolution will be proposed at the 2018 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 80,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2018 AGM to extend the Issue Mandate by including the number of the Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were five executive Directors, namely Mr. Meng Guangyin, Mr. Meng Bo, Mr. Liu Guoqing, Mr. Liu Jiaqiang and Mr. Liao Pin Tsung; and three INEDs, namely Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Gao Jizhong.

Pursuant to article 83(3) of the Articles of Association, (i) any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election and (ii) any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and shall then be eligible for re-election. As Mr. Liao Pin Tsung was appointed as an additional Director by the Board on 18 October 2017, he will retire from office as Director and is eligible to offer himself for re-election at the 2018 AGM. As Mr. Gao Jizhong was appointed as an INED by the Board on 22 August 2018 to fill the casual vacancy occasioned by the resignation of Mr. Hu Jinrui with effect from 1 August 2018, he will retire from office as Director and is eligible to offer himself for re-election at the 2018 AGM.

Pursuant to article 84(1) of the Articles of Association, one-third of the Directors will retire by rotation at each AGM. In addition, code provision A.4.2 of the CG Code stipulates that each Director shall retire from office by rotation at least once every three years.

Pursuant to article 84(2) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Director or the number of Directors who are to retire by the rotation. Accordingly, Mr. Chan, Yee Ping Michael and Mr. Tian Zhiyuan will retire from office as Directors by rotation and are eligible to offer themselves for re-election at the 2018 AGM.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs as at 30 July 2018 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Chan, Yee Ping Michael and Mr. Tian Zhiyuan remain independent. Mr. Gao Jizhong has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the period from their respective appointment dates to 30 July 2018 and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2018 AGM. As a good corporate governance practice, each of the Retiring Directors (except Mr. Gao Jizhong who was not a

LETTER FROM THE BOARD

Director and did not attend the meeting) abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2018 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2018 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

2018 AGM

The Company will convene the 2018 AGM at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 25 October 2018 at 10:30 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors. The notice convening the 2018 AGM is set out on pages 17 to 22 of this circular.

A form of proxy for use in connection with the 2018 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.prosperoneintl.com). If you are not able or do not intend to attend the 2018 AGM but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2018 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2018 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes at the 2018 AGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2018 AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries,

LETTER FROM THE BOARD

confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2018 AGM and as set out in the notice of the 2018 AGM for approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2018 AGM as set out in the notice of the 2018 AGM on pages 17 to 22 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following are the biographical details of the Retiring Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2018 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. LIAO PIN TSUNG (EXECUTIVE DIRECTOR, VICE CHAIRMAN AND CHIEF OPERATING OFFICER)

Mr. Liao Pin Tsung (廖品綜) (“**Mr. Liao**”), aged 43, was appointed as our executive Director, the vice-chairman and the chief operating officer on 18 October 2017. Mr. Liao obtained his Executive Master’s Degree of Science in Finance from Baruch College, the City University of New York in the United States of America and his Bachelor’s Degree in Business from National Chung Cheng University in Taiwan.

Mr. Liao has many years of experience in the finance industry in the PRC, Hong Kong and Taiwan. Since 1997, he had worked for various financial institutions including Antay Securities Taiwan, Jih Sun Securities Co., Ltd., Dryden Wealth Management (Taiwan) Co., Ltd., Citigroup Global Markets Inc., Merrill Lynch (Asia Pacific) Limited and UBS AG.

Mr. Liao had been an executive director and the group chief executive officer of Crown International Corporation Limited (“**Crown International**”) whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code: 727), from 27 May 2014 to 30 March 2015. He had also been the chairman of the board of directors of Crown International from 11 September 2014 to 30 March 2015, and the group chief financial officer of the same company from 27 May 2014 to 14 September 2014.

Mr. Liao had also been an executive director of China Hanking Holdings Limited whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code: 3788), from 16 July 2015 to 18 March 2016 and the chief financial officer of the same company from 1 April 2015 to 18 March 2016.

Mr. Liao has entered into a director’s service contract with the Company for an initial term of one year commencing on 18 October 2017. Under the director’s service contract, Mr. Liao is entitled a director’s fee of HK\$3,600,000 per annum. Mr. Liao is also entitled to receive salaries, allowances, benefits in kind, bonus at the discretion of the Board and contributions to employee’s provident fund in relation to his employment with the Group. For the Year, the total emoluments received by Mr. Liao from the Group amounted to approximately HK\$2,100,000. Further details of Mr. Liao’s remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

MR. CHAN, YEE PING MICHAEL (INED)

Mr. Chan, Yee Ping Michael (陳貽平) (“**Mr. Chan**”), aged 41, was appointed as our INED on 20 September 2017. Mr. Chan is also the chairman of the Audit Committee and a member of the Remuneration Committee. He is currently a director of MCI CPA Limited and has over 10 years of working experience in the fields of accounting and audit, corporate secretarial management and corporate governance.

Mr. Chan has served as an independent non-executive director of a number of companies listed on the Stock Exchange, namely: China Sandi Holdings Limited (stock code: 910) since 9 July 2014, China Wah Yan Healthcare Limited (stock code: 648) since 15 July 2014 and New Wisdom Holding Company Limited (stock code: 8213) since 8 November 2016.

Mr. Chan is currently the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002), a company listed on the Main Board of the Stock Exchange, as well as Northeast Electric Development Co., Limited (stock code: 0042), a joint stock limited company incorporated in the PRC and listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange.

Mr. Chan held a bachelor’s degree in Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom.

Mr. Chan has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Chan has entered into an appointment letter with the Company in relation to his appointment as an INED for an initial term of one year commencing from 20 September 2017. Under the appointment letter, Mr. Chan is entitled to a monthly remuneration of HK\$12,500. For the Year, the total emoluments received by Mr. Chan from the Group amounted to approximately HK\$92,000. Details of Mr. Chan’s remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

MR. TIAN ZHIYUAN (INED)

Mr. Tian Zhiyuan (田志遠) (“**Mr. Tian**”), aged 47, was appointed as our INED on 20 September 2017. Mr. Tian is also the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee. Mr. Tian has over 20 years of working experience in the fields of accounting and audit.

Mr. Tian joined ShineWing Certified Public Accountants Jinan Branch* (信永中和會計師事務所(特殊普通合夥)濟南分所) in September 1994 and has been the director of management consultancy department since July 2016, being responsible for the business development and technical support of consultancy service projects.

Mr. Tian obtained a diploma in financial accounting from Beijing Jiaotong University* (北方交通大學) (now known as 北京交通大學) in July 1994. Mr. Tian is a registered certified public accountant of the Chinese Institute of Certified Public Accountants.

Mr. Tian has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Tian has entered into an appointment letter with the Company in relation to his appointment as an INED for an initial term of one year commencing on 20 September 2017. Under the appointment letter, Mr. Tian is entitled to a monthly remuneration of HK\$4,000. For the Year, the total emoluments received by Mr. Tian from the Group amounted to approximately HK\$29,000. Details of Mr. Tian's remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

MR. GAO JIZHONG (INED)

Mr. Gao Jizhong (高吉忠) (“**Mr. Gao**”), aged 45, was appointed as our INED on 22 August 2018. Mr. Gao is also a member of the Audit Committee and a member of the Nomination Committee.

Mr. Gao completed his lawyering specialty studies in 1996 and his undergraduate legal studies in 2007 at the Shandong Administrative Cadre Institute of Politics and Law* (山東政法管理幹部學院) (now known as Shandong University of Political Science and Law (山東政法學院)) in the PRC. Mr. Gao became qualified as a lawyer in the PRC in 1997 and has, since 1998, worked and is now a director at Shandong Wanlixing Law Firm* (山東萬里行律師事務所).

Mr. Guo has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Gao has entered into an appointment letter with the Company in relation to his appointment as an INED for a term from 22 August 2018 to 19 September 2019. Under the appointment letter, Mr. Gao is entitled to a monthly fee of HK\$4,000.

GENERAL

- (i) Save for the information set out in this section, each of the Retiring Directors had not held any directorship in the last three years in any public company, the issued securities of which are listed on any securities market in Hong Kong or overseas;

- (ii) Save for the information set out in this section, each of the Retiring Directors confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (iii) The service agreement of each of Mr. Liao Pin Tsung, the retiring Executive Director entered into with the Company may be terminated by not less than one month's notice served by either party on the other;
- (iv) The appointment letter of each of the retiring INEDs entered into with the Company may be terminated by not less than one month's notice served by either party on the other; and
- (v) The emoluments of all Retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group and the current market situation, and will be reviewed annually.

* *The English transliterations of the Chinese name are for identification purpose only*

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2018 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2018 AGM, the Directors would be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding

arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 30 April 2018, being the date of its latest published Audited Financial Statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2017		
August	0.96	0.88
September	1.11	0.92
October	0	0
November	1.32	0.66
December	0.92	0.65
2018		
January	1.08	0.78
February	1.04	0.84
March	1.42	0.84
April	1.13	0.92
May	1.12	0.90
June	1.00	0.77
July	0.84	0.74
August (up to and including the Latest Practicable Date)	0.81	0.55

Note: Trading in the Shares has been suspended from 28 September 2017 to 22 November 2017 (both dates inclusive).

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2018 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Prosper One Enterprises Limited, a controlling shareholder of the Company, was beneficially interested in 600,000,000 Shares. Prosper One Enterprises Limited is wholly owned by Mr. Meng Guangyin ("Mr. Meng"), an Executive Director, the Chairman and the Chief Executive Officer of the Company. Accordingly, Mr. Meng is deemed to be interested in a total of 600,000,000 Shares, representing 75% of the total number of the issued Shares. In the event that the Directors will exercise in full the Repurchase Mandate, the proportionate shareholding interests in the Company held by Mr. Meng would be increased to approximately 83.33% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to such extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the twelve months immediately preceding the Latest Practicable Date.

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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 IS HEREBY GIVEN THAT the annual general meeting (the “**2018 AGM**”) of Prosper One International Holdings Company Limited (the “**Company**”) will be held at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 25 October 2018 at 10:30 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 30 April 2018;
2.
 - (a) To re-elect Mr. Liao Pin Tsung as an executive director of the Company;
 - (b) To re-elect Mr. Chan, Yee Ping Michael as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Tian Zhiyuan as an independent non-executive director of the Company; and
 - (d) To re-elect Mr. Gao Jizhong as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company for the year ending 30 April 2019;
4. To re-appoint Deloitte Touche Tohmatsu as the independent auditors of the Company and authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

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“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:
 - “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
 - (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
 - (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions no. 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the issued shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

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

Hong Kong, 31 August 2018

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

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

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Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the 2018 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the 2018 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the 2018 AGM or the poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2018 AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2018 AGM or its adjournment.
4. For determining the entitlement of the Members to attend and vote at the 2018 AGM, the register of members of the Company (“**Register of Members**”) will be closed from Monday, 22 October 2018 to Thursday, 25 October 2018 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2018 AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, 19 October 2018.
5. In relation to the proposed Resolution no. 2 above, Mr. Liao Pin Tsung, Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Gao Jizhong will retire as Directors at the 2018 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 31 August 2018 (the “**Circular**”).
6. In relation to the proposed Resolution no. 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Deloitte Touche Tohmatsu be re-appointed as the independent auditors of the Company.
7. In relation to the proposed Resolution no. 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred to repurchase the Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
10. In case of joint holders of a Share, any one of such joint holders may vote at the 2018 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2018 AGM in person or by proxy, the vote of the senior holder who tenders a vote, whether in

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person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

11. (a) Subject to paragraph (b) below, if a black rainstorm warning signal or typhoon signal no. 8 or above is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the 2018 AGM, the 2018 AGM will be postponed and the Members will be informed of the date, time and venue of the postponed 2018 AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a black rainstorm warning signal or typhoon signal no. 8 or above is cancelled at or before three hours before the time fixed for holding the 2018 AGM and where conditions permit, the 2018 AGM will be held as scheduled.
 - (c) The 2018 AGM will be held as scheduled when an amber or red rainstorm warning signal or typhoon signal no. 3 or below is in force.
 - (d) After considering their own situations, the Members should decide on their own as to whether they would attend the 2018 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.