



# 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)

## FORM OF PROXY

### FOR USE IN CONNECTION WITH

### THE ANNUAL GENERAL MEETING 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. OR AT THE ADJOURNMENT THEREOF

I/We, (Name) \_\_\_\_\_ (Note 1)  
of (Address) \_\_\_\_\_ (Note 1)

being the registered holder(s) of \_\_\_\_\_ (Note 2) ordinary shares of HK\$0.01 each in the capital of Prosper One International Holdings Company Limited (the "Company" and the "Shares", respectively),  
HEREBY APPOINT (Name) \_\_\_\_\_  
of (Address) \_\_\_\_\_

or failing him/her, the CHAIRMAN OF THE MEETING (Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (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. and at the adjournment thereof on any resolution or motion which will be properly proposed thereat. My/our proxy is authorised and instructed to vote as indicated (Note 4) in respect of the under-mentioned resolutions:

	ORDINARY RESOLUTIONS*	FOR (Note 4)	AGAINST (Note 4)
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 independent non-executive director of the Company.		
	(c) To re-elect Mr. Tian Zhiyuan as an independent non-executive director of the Company.		
	(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 (the "Directors") 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 grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares.		
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares.		
7.	Conditional upon the passing of resolutions no. 5 and 6 set out in the notice convening the 2018 AGM (the "Notice"), to extend the general mandate granted by resolution no. 5 by adding thereto the issued Shares repurchased pursuant to the general mandate granted by resolution no. 6.		

\* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 31 August 2018.

Signature \_\_\_\_\_ (Notes 5 and 6) Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A member of the Company (the "Member") may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. A proxy needs not be a Member but must attend the 2018 AGM in person to represent you. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2018 AGM other than those referred to in the Notice. If you wish to vote part of your Shares for and part of your Shares against the relevant resolution, please insert the number of Shares in the relevant box.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
- Where there are joint holders of any Share, any one of such joint holders may vote at the 2018 AGM, either in person 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 is present at the 2018 AGM in person or by proxy, the vote of the senior holder who tenders a vote, whether in 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.
- In order to be valid, this form of proxy must be completed, signed and deposited at 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 together with a power of attorney or other authority, if any, under which it is signed (or a certified copy thereof), not later than 48 hours before the time appointed for holding the 2018 AGM or the adjournment thereof. Completion and return of the form of proxy shall not preclude any Members from subsequently attending and voting in person at the 2018 AGM or the adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the 2018 AGM. If a corporate Member appoints its representative to attend the 2018 AGM, such representative should produce proof of identity or a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2018 AGM.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company and its branch share registrar in Hong Kong is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties unless it is a requirement to do so by applicable rules and law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.