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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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of Prosper One International Holdings Company Limited (the “**Company**”) dated 23 September 2019 (the “**Announcement**”) in relation to the continuing connected transactions. Save as otherwise provided, terms used herein shall have the same meanings as used in the Announcement.

The Board wishes to clarify that as one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Annual Caps for the Ruixing Sales exceed 5%, the entering into of the Ruixing Supply Agreement (including the Annual Caps for the Ruixing Sales) is also subject to the reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

In addition to seeking Independent Shareholders’ approval of the Ruixing Purchase Agreement and the Nongyuan Purchase Agreement as mentioned in the Announcement, approval of the Independent Shareholders for the Ruixing Supply Agreement and the transactions contemplated thereunder (including the Annual Caps for the Ruixing Sales) will also be sought at the EGM. As at the date of this announcement, Prosper One Enterprises Limited (a company wholly-owned by Mr. Meng Guangyin) holds 600,000,000 Shares (representing 75% of the total number of issued Shares) and shall abstain from voting on the relevant resolution(s) at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Tian Zhiyuan, Mr. Lee Chun Keung, Michael and Mr. Wang Luping, has been established to advise the Independent Shareholders on the Ruixing Purchase Agreement, the Ruixing Supply Agreement, the Nongyuan Purchase Agreement and the transactions contemplated thereunder (including the respective Annual Caps). Gram Capital has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the Ruixing Purchase Agreement, the Ruixing Supply Agreement, the Nongyuan Purchase Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee in respect of the Ruixing Purchase Agreement, the Ruixing Supply Agreement and the Nongyuan Purchase Agreement; (iii) a letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders in respect of the Ruixing Purchase Agreement, the Ruixing Supply Agreement and the Nongyuan Purchase Agreement; and (iv) a notice convening the EGM, will be despatched to the Shareholders on or before 16 October 2019.

Save for the above, all the information contained in the Announcement remain unchanged.

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

Hong Kong, 24 September 2019

*As at the date of this announcement, the Board comprises Mr. Meng Guangyin (chairman and chief executive officer), Mr. Liu Guoqing (chief financial officer) and Mr. Liu Jiaqiang as the executive Directors; and Mr. Tian Zhiyuan, Mr. Lee Chun Keung, Michael and Mr. Wang Luping as the independent non-executive Directors.*