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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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Prosper One International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 29 November 2019 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) The framework agreement (the “**Ruixing Purchase Agreement**”) dated 23 September 2019 and entered into between the Company and 瑞星集團有限公司 (Ruixing Group Company Limited\*) (“**Ruixing**”, together with its subsidiaries, the “**Ruixing Group**”) in relation to the purchases of fertilisers by the Group from the Ruixing Group (a copy of which has been produced to the EGM marked “A” and initialed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Ruixing Purchase Agreement as stated in the circular of the Company dated 11 November 2019 (the “**Circular**”) for the years ending 30 April 2022 be and are hereby approved, confirmed and ratified; and

- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Ruixing Purchase Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Ruixing Purchase Agreement as they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

2. “**THAT**

- (a) The framework agreement (the “**Ruixing Supply Agreement**”) dated 23 September 2019 and entered into between the Company and Ruixing in relation to the supply of crude glycerine by the Group to the Ruixing Group (a copy of which has been produced to the EGM marked “B” and initialed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Ruixing Supply Agreement as stated in the Circular for the years ending 30 April 2022 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Ruixing Supply Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Ruixing Supply Agreement as they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

3. “**THAT**

- (a) The framework agreement (the “**Nongyuan Purchase Agreement**”) dated 23 September 2019 and entered into between the Company and 山東農源農資有限公司 (Shandong Nongyuan Nongzi Co., Ltd.\*) (together with its subsidiaries, the “**Nongyuan Group**”) in relation to the purchases of fertilisers by the Group from the Nongyuan Group (a copy of which has been produced to the EGM marked “C” and initialed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Nongyuan Purchase Agreement as stated in the circular for the years ending 30 April 2022 be and are hereby approved, confirmed and ratified; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Nongyuan Purchase Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Nongyuan Purchase Agreement as they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby confirm, ratified and approved."

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

Hong Kong, 11 November 2019

*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

*Notes:*

1. Any member of the Company (the "**Member**") entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the "**Share(s)**"), 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 EGM 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 EGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM 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 EGM or its adjournment.

4. For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 26 November 2019 to Friday, 29 November 2019 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, 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 Monday, 25 November 2019.
5. In compliance with Rule 13.39(4) of the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange, 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.
6. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, 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 EGM personally 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 in respect of the joint holding.
7. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this Notice, the board of Directors 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 and Mr. Wang Luping as the independent non-executive Directors.*