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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)

**(1) CONTINUING CONNECTED TRANSACTIONS;
(2) DISCLOSEABLE TRANSACTION;
AND
(3) CONNECTED TRANSACTION**

THE CONTINUING CONNECTED TRANSACTIONS

In its ordinary and usual course of trading business, the Group acts as agent to arrange for the supply of certain raw materials and products from the suppliers to the customers. Suppliers are selected based on the price, quantity and quality of products and delivery schedule specified by the customers. Under the trading arrangement, the raw materials or products are first purchased by the Group from suppliers and then resold to customers.

During the two years ended 30 April 2018 and 2019, the Group had purchased fertilisers such as urea and compound fertilisers from Shandong Runyin for resale to independent customers. The transaction values for the Purchases amounted to approximately HK\$49.0 million and HK\$186.9 million for each of the two years ended 30 April 2018 and 2019 respectively.

During the year ended 30 April 2019, the Group had purchased crude glycerine from independent suppliers for resale to Shandong Fufu. The transaction value for the Sales amounted to approximately HK\$7.0 million.

During the year ended 30 April 2019, the Group had purchased fertilisers from Shandong Nongyuan for sale to independent customers, as well as sold fertilisers purchased from independent suppliers to Shandong Nongyuan. The transaction values of the Nongyuan Purchases and the Nongyuan Sales amounted to approximately HK\$316.6 million and HK\$2.8 million respectively.

THE YACHT ACQUISITION

On 3 December 2018, the Purchaser and Marina Italia entered into the Yacht Agreement pursuant to which the Purchaser purchased the Yacht from Marine Italia at the price of HK\$14 million. The purchase price had been satisfied by the Purchaser as to HK\$10 million in cash and as to HK\$4 million by way of trade-in of the Old Yacht.

THE FULHAM ACQUISITION

On 26 April 2019, the Purchaser and the Vendor entered into the Fulham Agreement pursuant to which the Purchaser acquired the entire issued share capital of the Target at a cash consideration of HK\$4 million. The principal assets of the Target comprise the Membership at the Marine Club and a motor vehicle. The Purchaser also granted the Call Option to the Vendor pursuant to which the Vendor shall have the right to require the Purchaser to sell the Sale Share and such other shares to be issued by the Target from time to time at the then market value to the Vendor, which right is exercisable by the Vendor during the period of ten years from the date of the Fulham Agreement.

LISTING RULES IMPLICATIONS

The Continuing Connected Transactions

As Shandong Runyin and Shandong Fufu are companies ultimately controlled by Mr. Meng Guangyin who is the controlling Shareholder, they are both connected persons of the Company and the Purchases and the Sales constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As Shandong Nongyuan is a company owned as to 51% by Mr. Meng Xiao who is a cousin of Mr. Meng Guangyin (the controlling Shareholder), Shandong Nongyuan is deemed to be a connected person of the Company and the Nongyuan Purchases and the Nongyuan Sales constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the respective applicable percentage ratios (as defined in the Listing Rules) in respect of the Purchases and the Nongyuan Purchases exceeded 5%, the Purchases and the Nongyuan Purchases should have been subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the respective applicable percentage ratios (as defined in the Listing Rules) in respect of the Sales and the Nongyuan Sales exceeded 0.1% but were less than 5%, the Sales and the Nongyuan Sales should have been subject to the reporting and announcement requirements but were exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Yacht Acquisition

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Yacht Acquisition exceeded 5% but were less than 25%, the Yacht Acquisition constituted a discloseable transaction of the Company and should have been subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Fulham Acquisition

As the Vendor is a director of certain subsidiaries of the Company (including the Purchaser which is an indirect wholly-owned subsidiary of the Company), he is a connected person of the Company at the subsidiary level, and the Fulham Acquisition and the grant of the Call Option constituted connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Fulham Acquisition exceeded 0.1% but were less than 5%, the Fulham Acquisition should have been subject to the reporting and announcement but was exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given that the Call Option was exercisable at the sole discretion of the Vendor, the grant of the Call Option was classified as if the Call Option has been exercised. As the consideration payable by the Vendor upon exercise of the Call Option would depend on the then market value of the Sale Share, the exercise price of the Call Option could not be determined at the outset. Based on the market value of the Sale Share as at the date of the Fulham Agreement, it was expected that the grant of the Call Option would constitute at most a major transaction of the Company and should have been subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board announces that:

- (i) the Group had conducted trading activities with Shandong Runyin, Shandong Fufu and Shandong Nongyuan during the two years ended 30 April 2018 and 2019, which constituted continuing connected transactions under Chapter 14A of the Listing Rules;
- (ii) on 3 December 2018, the Purchaser entered into the Yacht Agreement with Marine Italia to purchase the Yacht, which constituted a discloseable transaction under Chapter 14 of the Listing Rules; and
- (iii) on 26 April 2019, the Purchaser entered into the Fulham Agreement with the Vendor to acquire the Sale Share, which constituted a connected transaction under Chapter 14A of the Listing Rules.

Details of the Transactions are set out below.

THE CONTINUING CONNECTED TRANSACTIONS

In its ordinary and usual course of trading business, the Group acts as agent to arrange for the supply of certain raw materials and products from the suppliers to the customers. Selection of suppliers are solely based on the price, quantity and quality of products and delivery schedule specified by the customers. Under the trading arrangement, the raw materials or products are first purchased by the Group from suppliers and then resold to customers. The trading profits have been booked as commission income in the accounts of the Group.

The Purchases

During the two years ended 30 April 2018 and 2019, the Group had purchased fertilisers such as urea and compound fertilisers from Shandong Runyin for resale to independent customers. The transaction values for the Purchases amounted to approximately HK\$49.0 million and HK\$186.9 million for each of the two years ended 30 April 2018 and 2019 respectively.

Shandong Runyin is a member of the Ruixing Group, which is a large-scale agriculture enterprise controlled by Mr. Meng Guangyin, the controlling Shareholder interested in 600,000,000 Shares (representing 75% of the issued share capital of the Company). Accordingly, Shandong Runyin is a connected person of the Company under Chapter 14A of the Listing Rules. Shandong Runyin is principally engaged in the production and sale of fertilisers, thermal power generation and manufacture of equipments.

The purchase prices of the fertilisers purchased from Shandong Runyin were determined with reference to the then prevailing market price as quoted from reputable websites in the fertilisers industry.

The Group had ceased to make any Purchases from Shandong Runyin since 30 April 2019.

The Sales

During the year ended 30 April 2019, the Group had purchased crude glycerine from independent suppliers for resale to Shandong Fufu. The transaction value for the Sales amounted to approximately HK\$7.0 million.

Shandong Fufu is also a member of the Ruixing Group, which is a large-scale agriculture enterprise controlled by Mr. Meng Guangyin. Accordingly, Shandong Fufu is also a connected person of the Company under Chapter 14A of the Listing Rules. Shandong Fufu is principally engaged in the production and sale of glycerol.

The sale prices of the crude glycerin sold to Shandong Fufu were determined with reference to the then prevailing market price as quoted from reputable industry websites.

The Nongyuan Purchases

During the year ended 30 April 2019, the Group had purchased fertilisers such as urea and compound fertilisers from Shandong Nongyuan for resale to independent customers. The transaction value for the Nongyuan Purchases amounted to approximately HK\$316.6 million.

Shandong Nongyuan is a company owned as to 51% by Mr. Meng Xiao who is a cousin of Mr. Meng Guangyin (the controlling Shareholder) and as to 49% by a third party independent of the Company and its connected persons. Accordingly, Shandong Nongyuan is deemed to be a connected person of the Company under Chapter 14A of the Listing Rules. Shandong Nongyuan is principally engaged in the wholesale and retail sale of pesticides, fertilisers, grains and seeds, and sale of agricultural equipment and accessories.

The purchase price of the fertilisers purchased from Shandong Nongyuan were determined with reference to the then prevailing market price as quoted from reputable websites in the fertilisers industry.

The Nongyuan Sales

During the year ended 30 April 2019, the Group had purchased fertilisers such as urea and compound fertilisers from independent suppliers and sold to Shandong Nongyuan. The transaction value for the Nongyuan Sales amounted to approximately HK\$2.8 million.

The sale price of the fertilisers sold to Shandong Nongyuan were determined with reference to the then prevailing market price as quoted from reputable websites in the fertilisers industry.

THE YACHT AGREEMENT

Date

3 December 2018

Parties

- (i) The Purchaser, an indirect wholly-owned subsidiary of the Company, as the purchaser; and
- (ii) Marine Italia, as the vendor.

Marine Italia is a dealer of Azimut yachts in Hong Kong. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Marine Italia and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Subject matter

The Purchaser purchased the Yacht from Marine Italia. The Yacht is a new Azimut 60 yacht and was delivered to the Purchaser in January 2019.

Consideration

The purchase price for the Yacht was HK\$14 million which was determined based on the published price list of Azimut. The purchase price had been satisfied by the Purchaser on 7 January 2019 as to HK\$10 million in cash and as to HK\$4 million by way of trade-in of a yacht owned by the Purchaser (the "**Old Yacht**").

A gain of approximately HK\$2.1 million (being the difference between the trade-in price and the carrying value of the Old Yacht of approximately HK\$1.9 million) was realised by the Group as a result of completion of the Yacht Agreement. For each of the two years ended 30 April 2018 and 2019, the expenses attributable to the Old Yacht amounted to approximately HK\$2.0 million and HK\$1.3 million respectively, which were mainly depreciation and berth rental. No revenue was recorded by the Group in respect of the Old Yacht.

THE FULHAM AGREEMENT

Date

26 April 2019

Parties

(i) The Purchaser; and

(ii) the Vendor.

The Vendor is a director of certain subsidiaries of the Company (including the Purchaser which is an indirect wholly-owned subsidiary of the Company). Accordingly, the Vendor is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

Subject matter

The Purchaser acquired the Sale Share from the Vendor which represented the entire issued share capital of the Target. The Target is an investment holding company and the principal assets of which comprise the Membership at the Marine Club with berth right and a motor vehicle.

Set out below is a summary of the unaudited financial information of the Target for the two years ended 30 April 2018 and 2019 prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended 30 April	
	2018	2019
	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>
Revenue	360	360
Loss before tax	(275)	(580)
Loss after tax	(275)	(580)

The revenue recorded by the Target for the two years ended 30 April 2018 and 2019 represented the rental income from the lease of the berth attaching to the Membership to the Purchaser at a monthly rental of HK\$30,000, which approximates the berth charge and other fees charged by the Marine Club to the Target. As at 30 April 2019, the Target had net assets of approximately HK\$0.4 million (comprising the carrying value of the Membership of approximately HK\$0.4 million, the carrying value of the motor vehicle of approximately HK\$2.0 million, cash balance of approximately HK\$0.1 million and an unsecured, interest-free and repayable-on-demand loan owed to the Vendor of approximately HK\$2.1 million).

The original acquisition cost of the Sale Share to the Vendor was approximately HK\$1.5 million.

Consideration

The consideration for the Sale Share amounted to HK\$4 million and was determined based on the market value of the Membership of HK\$4.0 million as assessed by an independent valuer (representing a valuation surplus of approximately HK\$3.6 million over the carrying value of the Membership in the accounts of the Target) and the net asset value of the Target of approximately HK\$0.4 million as at the date of the Fulham Agreement. The consideration was settled in cash upon completion of the Fulham Acquisition which took place on the date of the Fulham Agreement.

Call Option

The Purchaser granted to the Vendor the Call Option which is exercisable by the Vendor during the period of ten years from the date of the Fulham Agreement. Under the Call Option, the Vendor shall have the right to require the Purchaser to sell all but not part of the Sale Share and such other shares to be issued by the Target from time to time to the Vendor at market value to be assessed by an independent valuer jointly appointed by the parties.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Group is principally engaged in the retail and wholesale of watches in Hong Kong, and sales and trading of fertilisers raw materials, fertilisers products and public consumption products.

The Continuing Connected Transactions

It is the Group's ordinary and usual course of business to provide procurement services for different raw materials and products based on customer's specifications. Shandong Runyin was one of the Group's major suppliers of fertilisers given its reputable brand with more than 50 years of history and high product quality. Shandong Nongyuan is also a major supplier of the Group for fertilisers. The Purchases and the Nongyuan Purchases were made to satisfy independent customers' orders and had generated trading profits of approximately HK\$2.6 million and HK\$15.2 million (which were recorded as commission income in the financial statements of the Group) for the two years ended 30 April 2018 and 2019 respectively.

The crude glycerine was procured by the Group for Shandong Fufu as Shandong Fufu does not have the relevant import licence for the raw materials. As a fertilisers trader, Shandong Nongyuan sources different products from the Group from time to time. The Sales and the Nongyuan Sales had generated trading profit of approximately HK\$0.9 million (which was recorded as commission income in the financial statements of the Group) to the Group for the year ended 30 April 2019.

The Yacht Acquisition and the Fulham Acquisition

The Group had been using the Old Yacht as venue for business meetings and entertainment with brand owners and suppliers for its watch business. Due to the increasing repair and maintenance needs of the Old Yacht, the Group had decided to purchase the Yacht and dispose of the Old Yacht by way of trade-in. The berth attaching to the Membership has been leased by the Target to the Purchaser for berthing the Old Yacht and the Yacht. As it is the policy of the Marine Club that the Membership and the Yacht shall be registered with the same owner, the Vendor has agreed to sell the Target to the Purchaser to enable the berthing of the Yacht in adherence to the policy of the Marine Club. Due to the limited availability of the Membership, the Vendor requested for the Call Option such that the Vendor is able to retain the Membership in the event the Purchaser no longer needs it.

The cash consideration for the Yacht Acquisition and the consideration for the Fulham Acquisition had been satisfied by the Group's internal resources.

The Directors (including the independent non-executive Directors) consider the terms of the Transactions were fair and reasonable, and the Transactions were on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Continuing Connected Transactions

As Shandong Runyin and Shandong Fufu are companies ultimately controlled by Mr. Meng Guangyin who is the controlling Shareholder, they are both connected persons of the Company and the Purchases and the Sales constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As Shandong Nongyuan is a company owned as to 51% by Mr. Meng Xiao who is a cousin of Mr. Meng Guangyin (the controlling Shareholder), Shandong Nongyuan is deemed to be a connected person of the Company and the Nongyuan Purchases and the Nongyuan Sales constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the respective applicable percentage ratios (as defined in the Listing Rules) in respect of the Purchases and the Nongyuan Purchases exceeded 5%, the Purchases and the Nongyuan Purchases should have been subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the respective applicable percentage ratios (as defined in the Listing Rules) in respect of the Sales and the Nongyuan Sales exceeded 0.1% but were less than 5%, the Sales and the Nongyuan Sales should have been subject to the reporting and announcement requirements but were exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Yacht Acquisition

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Yacht Acquisition exceeded 5% but were less than 25%, the Yacht Acquisition constituted a discloseable transaction of the Company and should have been subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Fulham Acquisition

As the Vendor is a director of certain subsidiaries of the Company (including the Purchaser which is an indirect wholly-owned subsidiary of the Company), he is a connected person of the Company at the subsidiary level, and the Fulham Acquisition and the grant of the Call Option constituted connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Fulham Acquisition exceeded 0.1% but were less than 5%, the Fulham Acquisition should have been subject to the reporting and announcement but was exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given that the Call Option was exercisable at the sole discretion of the Vendor, the grant of the Call Option was classified as if the Call Option has been exercised. As the consideration payable by the Vendor upon exercise of the Call Option would depend on the then market value of the Sale Share, the exercise price of the Call Option could not be determined at the outset. Based on the market value of the Sale Share as at the date of the Fulham Agreement, it was expected that the grant of the Call Option would constitute at most a major transaction of the Company and should have been subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

By virtue of Mr. Meng Guangyin being the ultimate controlling shareholder of Shandong Runyin and Shandong Fufu and his relationship with Mr. Meng Xiao, Mr. Meng Guangyin had a material interest in the Continuing Connected Transactions and was required to abstain from voting on the Board resolutions approving the Purchases, the Sales, the Nongyuan Purchases and the Nongyuan Sales. Save for the above, none of the Directors had a material interest in the Transactions who would otherwise be required to abstain from voting on the relevant Board resolutions approving the Transactions.

Due to unintentional and inadvertent oversights, the Company did not make timely disclosure in respect of the Transactions and did not seek independent shareholders' approval for the Purchases, the Nongyuan Purchases and the grant of the Call Option as required under Chapter 14A of the Listing Rules. Such oversight came to the knowledge of the Board during the course of conducting the audit of the Group's consolidated financial statements for the year ended 30 April 2019.

The Company admits its failure to timely comply with the relevant requirements under the Listing Rules and has taken steps to rectify the breach as soon as practicable, including by way of making this announcement. The Company will strengthen its internal controls by engaging an internal control adviser to review and enhance its internal control system, particularly those policies and measures relating to compliance with the Listing Rules as regards notifiable and/or connected transactions, and arranging specific training on the relevant requirements of the Listing Rules for the Directors and relevant staff who are responsible for monitoring such transactions. Given that the Purchases and the Nongyuan Purchases had already been conducted and completed and the Call Option had already been granted, the Board does not consider the issue of a circular and convening a general meeting to seek independent Shareholders' approval for the Purchases, the Nongyuan Purchases and the grant of the Call Option are warranted taking into account the time and costs required therefor. The Company shall make announcement as required under the Listing Rules (i) upon the exercise or transfer of the Call Option by the holder thereof; and/or (ii) the holder of the Call Option notifying the Company that it will not exercise the Call Option, or the expiry of the Call Option, whichever is the earlier.

DEFINITIONS

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

“Board”	the board of Directors
“Call Option”	the call option granted by the Purchaser to the Vendor under the Fulham Agreement pursuant to which the Vendor shall have the right to require the Purchaser to sell the Sale Share and such other shares to be issued by the Target from time to time to the Vendor, which right is exercisable by the Vendor during the period of ten years from the date of the Fulham Agreement
“Company”	Prosper One International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1470)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Continuing Connected Transactions”	the Purchases, the Sales, the Nongyuan Purchases and the Nongyuan Sales
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Fulham Acquisition”	the acquisition of the Sale Share by the Purchaser pursuant to the Fulham Agreement
“Fulham Agreement”	the agreement dated 26 April 2019 entered into between the Purchaser and the Vendor in relation to the Fulham Acquisition
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Marine Club”	the Marine Club of Hong Kong Marina Limited

“Marine Italia”	Marine Italia Limited, a company incorporated in Hong Kong with limited liability
“Membership”	a club membership at the Marina Club
“Nongyuan Purchases”	the purchases of fertilisers by the Group from Shandong Nongyuan during the year ended 30 April 2019
“Nongyuan Sales”	the sales of fertilisers by the Group to Shandong Nongyuan during the year ended 30 April 2019
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	Treasure Ascent International Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Purchases”	the purchases of fertilisers by the Group from Shandong Runyin during the two years ended 30 April 2018 and 2019
“Ruixing”	瑞星集團有限公司 (Ruixing Group Company Limited*), a company controlled by Mr. Meng Guangyin
“Ruixing Group”	Ruixing and its subsidiaries
“Sale Share”	one issued share of the Target, representing the entire issued share capital of the Target
“Sales”	the sales of crude glycerin by the Group to Shandong Fufu during the year ended 30 April 2019
“Shandong Fufu”	山東福富新材料科技有限公司 (Shandong Fufu New Material Technology Co., Ltd.*), a company established in the PRC with limited liability and a member of the Ruixing Group

“Shandong Nongyuan”	山東農源農資有限公司 (Shandong Nongyuan Nongzi Co., Ltd.*), a company established in the PRC which is owned as to 51% by Mr. Meng Xiao and as to 49% by a third party independent of the Company and its connected persons
“Shandong Runyin”	山東潤銀生物化工股份有限公司 (Shandong Runyin Biological and Chemical Industry Co., Ltd.*), a company established in the PRC with limited liability and a member of the Ruixing Group
“Shareholder(s)”	the holder(s) of the issued ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Fulham Corporation Limited, a company established in Hong Kong with limited liability
“Transactions”	the Continuing Connected Transactions, the Yacht Acquisition, the Fulham Acquisition and the grant of the Call Option
“Yacht”	a new Azimut 60 yacht acquired by the Purchaser under the Yacht Agreement
“Yacht Acquisition”	the purchase of the Yacht by the Purchaser pursuant to the Yacht Agreement
“Yacht Agreement”	the agreement dated 3 December 2018 entered into between the Purchaser and Marine Italia in relation to the Yacht Acquisition
“Vendor”	Mr. Lam Man Wah, the sole director of the Purchaser
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 23 July 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.

** The English transliteration of the Chinese name is for identification purpose only*