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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND COMPLIANCE WITH THE LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (“**Directors**” and each a “**Director**”) of Prosper One International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Gao Jizhong (高吉忠) (“**Mr. Gao**”) has been appointed as an independent non-executive Director with effect from 15 February 2024. Mr. Gao has also been appointed as a member of each of the audit committee and nomination committee of the Board. Set out below is the biographical details of Mr. Gao.

Mr. Gao Jizhong (高吉忠), aged 51, was an independent non-executive Director of the Company from August 2018 to October 2018. He completed his lawyering specialty studies in July 1996 and his undergraduate legal studies in January 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 People’s Republic of China (the “**PRC**”). Mr. Gao became qualified as a lawyer in the PRC in 1997 and has been working at Shandong Wanlixing Law Firm* (山東萬里行律師事務所) since July 1998, where he became its founder when the business structure of the said firm has changed from partnership to sole proprietorship in 2009.

Mr. Gao has entered into an appointment contract with the Company (the “**Appointment Contract**”) for a term of 1 year commencing from 15 February 2024 and shall retire and be subject to re-election in the forthcoming annual general meeting of the Company in accordance with the articles of association of the Company. The Appointment Contract is subject to the termination by either party

giving at least 1 month's notice in writing to the other party. As set out in the Appointment Contract, Mr. Gao is entitled to an annual fee of HK\$48,000, which was recommended by the remuneration committee of the Board and determined by the Board with reference to his experience, qualifications and responsibilities within the Group and the prevailing market conditions. The emoluments will be reviewed by the Board and the remuneration committee of the Board on an annual basis.

Save as disclosed above, Mr. Gao has confirmed that he (i) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not and did not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any directors or senior management of the Group or substantial shareholders or controlling shareholders of the Company; and (iv) does not have, and is not deemed to have, any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement.

Mr. Gao has confirmed that (i) he has met the independence criteria as set out in Rule 3.13 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement and to the best of the knowledge, information and belief of the Board having made reasonable enquiries, save as disclosed above, there is no other matter relating Mr. Gao that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange, and there is no information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules in connection with the appointment of Mr. Gao.

The Board would also like to take this opportunity to welcome Mr. Gao for re-joining the Board.

COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 16 November 2023 in relation to, among others, the resignation of independent non-executive Director and non-compliance with the Listing Rules.

Immediately following the appointment of Mr. Gao, the Company will have (i) three independent non-executive Directors, which will be in compliance with Rule 3.10(1) of the Listing Rules; (ii) three members of the audit committee of the Board, which will be in compliance with Rule 3.21 of the Listing Rules; and (iii) three members of the nomination committee of the Board, which will be in compliance with Rule 3.27A of the Listing Rules.

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

Hong Kong, 15 February 2024

As at the date of this announcement, the Board comprises Mr. Meng Guangyin (chairman and chief executive officer), Mr. Liu Guoqing (chief financial officer), Mr. Liu Jiaqiang and Mr. Li Dongpo as the executive Directors; and Mr. Tian Zhiyuan, Mr. Wang Luping and Mr. Gao Jizhong as the independent non-executive Directors.

* *For identification purposes only*