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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prosper One International Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2025 AGM to be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 17 October 2025 at 10:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use in connection with the 2025 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.prosperoneintl.com). If you are not able or do not intend to attend the 2025 AGM in person but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to 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 2025 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the 2025 AGM or its adjournment if you so wish. If you attend, speak and vote at the 2025 AGM, the instrument appointing your proxy will be deemed to have been revoked.

29 August 2025

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

"2025 AGM"	the AGM to be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 17 October 2025 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 16 to 21 of this circular, or its adjournment;
"AGM"	the annual general meeting of the Company;
"Annual Report"	the annual report of the Company for the Year;
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time;
"Audited Financial Statements"	the audited consolidated financial statements of the Group for the Year;
"Board"	the board of Directors;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Chairman"	the chairman of the Board;
"Chief Executive Officer"	the chief executive officer of the Company;
"China" or "PRC"	the People's Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan;
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules;
"Companies Act"	the Companies Act (Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
"Company"	Prosper One International Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 1470);
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules;

"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Executive Director(s)"	the executive Director(s);
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"INED(s)"	the independent non-executive Director(s);
"Issue Mandate"	the general and unconditional mandate proposed to be granted at the 2025 AGM to the Directors to allot, issue and deal with additional Shares and/or to sell or transfer treasury shares of the Company out of treasury (if any) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of passing of the resolution granting such mandate;
"Latest Practicable Date"	25 August 2025, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
"Mr. Li"	Mr. Li Dongpo, an Executive Director;
"Mr. Liu"	Mr. Liu Guoqing, an Executive Director;
"Ms. Wong"	Ms. Wong Wai Chu, an Executive Director;
"Nomination Committee"	the nomination committee of the Board;
"Remuneration Committee"	the remuneration committee of the Board;

"Repurchase Mandate"	the general and unconditional mandate proposed to be granted at the 2025 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of passing of the resolution granting such mandate;
"Retiring Directors"	Mr. Liu, Mr. Li and Ms. Wong;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
"Share(s)"	the ordinary share(s) of nominal or par value of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules;
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time;
"treasury shares"	has the meaning ascribed thereto under the Listing Rules;
"Year"	the year ended 30 April 2025; and
"%"	per cent.

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)

Executive Directors:
Mr. Liu Guoqing
(Chairman and Chief Executive Officer)
Mr. Liu Jiaqiang
Mr. Li Dongpo *(Chief Financial Officer)*
Ms. Wong Wai Chu

Independent Non-executive Directors:
Mr. Tian Zhiyuan
Mr. Wang Luping
Mr. Gao Jizhong

Registered Office:
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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
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Principal Place of Business in Hong Kong:
Room 4801, 48/F
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No. 183 Queen's Road East
Wanchai
Hong Kong

29 August 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2025 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased and cancelled under the Repurchase Mandate, and (iii) the proposed re-election of the Retiring Directors.

The purpose of this circular is to give you notice of the 2025 AGM and provide you with the information regarding the above resolutions to be proposed at the 2025 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

An ordinary resolution will be proposed at the 2025 AGM to grant the Issue Mandate to the Directors.

Pursuant to the applicable requirements of the Listing Rules effective from 11 June 2024, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to the market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company repurchase any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate as set out in Resolution 5 of the notice of the AGM and made in accordance with the Listing Rules and the applicable laws and regulations.

Based on 800,000,000 Shares in issue (excluding any treasury shares of the Company) as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2025 AGM, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury shares of the Company out of treasury) up to a total of 160,000,000 Shares, being 20% of the total number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2025 AGM. The Issue Mandate, if granted at the 2025 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company did not hold any treasury shares as at the Latest Practicable Date.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the 2025 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 800,000,000 Shares in issue (excluding any treasury shares of the Company) as at the Latest Practicable Date, and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2025 AGM, the Company would be allowed to repurchase a maximum of 80,000,000 Shares, being 10% of the total number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2025 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2025 AGM to extend the Issue Mandate by including the number of Shares repurchased and cancelled under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four Executive Directors, namely Mr. Liu, Mr. Liu Jiaqiang, Mr. Li and Ms. Wong; and three INEDs, namely Mr. Tian Zhiyuan, Mr. Wang Luping and Mr. Gao Jizhong.

Pursuant to article 83(3) of the Articles of Association (the "**Article 83(3)**"), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first AGM after his/her appointment and shall then be eligible for re-election. As Ms. Wong was appointed by the Board as an Executive Director on 29 November 2024, she will retire from office at the 2025 AGM and, being eligible, will offer herself for re-election at the 2025 AGM.

Article 84(1) of the Articles of Association provides that notwithstanding any other provisions therein, at each AGM one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Pursuant to article 84(2) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected or appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Liu and Mr. Li will retire from office by rotation at the 2025 AGM and, being eligible, will offer themselves for re-election at the 2025 AGM.

Recommendations of the Nomination Committee

The Nomination Committee had, among other matters, evaluated the performance of each of the Retiring Directors for the Year or since the date of appointment (as the case may be) based on the nomination policy of the Company, which was disclosed in the Annual Report and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors stand for re-election as Directors at the 2025 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2025 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2025 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

2025 AGM

The Company will convene the 2025 AGM at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 17 October 2025 at 10:00 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased and cancelled under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors. The notice convening the 2025 AGM is set out on pages 16 to 21 of this circular.

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.prosperoneintl.com). If you are not able or do not intend to attend the 2025 AGM but wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to 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 2025 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending, speaking and voting in person at the 2025 AGM or its adjournment should he/she/it so wish. If the Shareholder attends, speaks and votes at the 2025 AGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2025 AGM and contained in the notice of the 2025 AGM will be voted by way of poll by the Shareholders.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2025 AGM and as set out in the notice of the 2025 AGM for approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the Shares repurchased and cancelled under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2025 AGM as set out in the notice of the 2025 AGM on pages 16 to 21 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following are the biographical details of the Retiring Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2025 AGM.

MR. LIU GUOQING (EXECUTIVE DIRECTOR)

Mr. Liu Guoqing (劉國慶) ("**Mr. Liu**"), aged 54, had been appointed as an Executive Director on 7 September 2017, the Chief Financial Officer on 28 September 2017, and a Co-chief Executive Officer on 18 October 2017 and was subsequently re-designated as an Executive Director and the Chief Financial Officer on 1 April 2018. He was further re-designated as an Executive Director, the Chief Executive Officer and the Chairman on 10 April 2024. He was the chairman and a member of the Nomination Committee from 10 April 2024 to 24 June 2025 and is also a member of the Remuneration Committee.

Mr. Liu obtained a bachelor's degree in corporate management from Beijing Business Management College* (北京企業管理研修學院) in the PRC in July 2005. He joined Ruixing Group Company Limited* (瑞星集團股份有限公司) in August 2003 with his current position as the manager of finance department and as a deputy general manager since January 2016. He has over ten years of managerial experience in financial matters and nine years of managerial experience in procurement and logistics operations in Ruixing Group Company Limited* (瑞星集團股份有限公司).

Mr. Liu is the brother-in-law of Mr. Meng Guangyin, the ultimate controlling shareholder of the Company.

Mr. Liu has renewed his service agreement with the Company for a term of one year commencing on 7 September 2024, which may be terminated by not less than one month's notice in writing served by either party on the other. Under the service agreement, Mr. Liu is entitled to a director's fee of HK$250,000 per annum and is also entitled to receive salaries, allowances, benefits in kind, bonus at the discretion of the Board and contributions to employee's provident fund in relation to his employment with the Group. For the Year, the total emoluments received by Mr. Liu from the Group amounted to approximately HK$449,000. Details of Mr. Liu's remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

The Stock Exchange censured Mr. Liu for his breach of Rule 3.08 of the Listing Rules and his obligations in the director's undertaking to the Stock Exchange in the form of Appendix 5B to the Listing Rules. In accordance with the direction of the Listing Committee under the statement of disciplinary action dated 18 May 2022 (the "**Statement**"), Mr. Liu has completed the 21 hours of training on regulatory and legal topics, including Listing Rules compliance provided by a training provider approved by the Stock Exchange within the period specified. For details, please refer to the Statement published by the Stock Exchange and the Company's announcement dated 24 August 2022.

MR. LI DONGPO (EXECUTIVE DIRECTOR)

Mr. Li Dongpo (李東坡) ("**Mr. Li**"), aged 52, was appointed as an Executive Director on 10 December 2021 and the Chief Financial Officer on 10 April 2024.

Mr. Li graduated from Party School of the Provincial Committee of Shandong in China* (中國共產黨山東省委員會黨校) in December 2009 majoring in economy management. He has over 25 years of working experience in sales and manufacturing of fertiliser and biochemical products for agricultural industry. He has worked in Ruixing Group Company Limited* (瑞星集團股份有限公司) since December 1995 and has served in various managerial roles in different major departments since 2007. He has been serving as the deputy general manager, general secretary and legal director of Ruixing Group Company Limited* (瑞星集團股份有限公司) since December 2020 and is responsible for the management of Ruixing Group Company Limited* (瑞星集團股份有限公司).

Mr. Li has renewed his service agreement with the Company for a term of one year commencing on 10 December 2024, which may be terminated by not less than one month's notice in writing served by either party on the other. Under the service agreement, Mr. Li is entitled to a director's fee of HK$54,000 per annum and is also entitled to receive salaries, allowances, benefits in kind, bonus at the discretion of the Board and contributions to employee's provident fund in relation to his employment with the Group. For the Year, the total emoluments received by Mr. Li from the Group amounted to approximately HK$233,000. Details of Mr. Li's remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

MS. WONG WAI CHU (EXECUTIVE DIRECTOR)

Ms. Wong Wai Chu (黃惠珠) ("**Ms. Wong**"), aged 38, was appointed as an Executive Director on 29 November 2024. Ms. Wong is also a member of the Nomination Committee.

Ms. Wong obtained her bachelor's degree of business administration in marketing from the City University of Hong Kong in October 2011. She had been a director assistant of the Company since November 2017, during which she assisted the Directors in the daily operations of the Company. Prior to joining the Company, Ms. Wong had worked as a client broker of SinoPac Securities (Asia) Limited, a licensed corporation to carry out regulated activities under the SFO, from September 2015 to March 2017 where she was mainly responsible for organizing and executing trading instructions from clients; and had worked as a financial consultant of Sun International Wealth Management Limited (currently known as GLF Wealth Management Limited), an insurance brokerage company, from December 2014 to August 2015 where she was mainly responsible for providing financial planning services and designing investment portfolios. She had worked for Shanghai XNG Holdings Ltd. (stock code: 3666), a company listed on the Main Board of the Stock Exchange, from March 2012 to October 2014, with her last position as a marketing officer mainly responsible for planning and execution of marketing activities. Ms. Wong had also worked for the Hong Kong Productivity Council as an assistant project manager from August 2011 to February 2012 and assisted in project planning and events organizing.

Ms. Wong has entered into a service agreement with the Company for a term of one year commencing on 29 November 2024, which may be terminated by not less than one month's notice in writing served by either party on the other. Under the service agreement, Ms. Wong is entitled to a director's fee of HK$240,000 per annum and is also entitled to receive salaries, allowances, benefits in kind, bonus at the discretion of the Board and contributions to employee's provident fund in relation to her employment with the Group. For the Year, the total emoluments received by Ms. Wong from the Group amounted to HK$100,000. Details of Ms. Wong's remuneration are set out in Note 12 to the Audited Financial Statements contained in the Annual Report.

GENERAL

The remuneration of each of Mr. Liu, Mr. Li and Ms. Wong has been determined by the Board upon the recommendation of the Remuneration Committee by reference to, amongst other, his/her qualifications and experience, the duties and responsibilities undertaken by him/her as an Executive Director and the prevailing market conditions.

Save as the information set out above, as at the Latest Practicable Date, none of the above Retiring Directors proposed for re-election:

i. held other positions in the Company or other members of the Group;

ii. had any relationship with any existing Directors or senior management, substantial shareholders or controlling shareholders of the Company;

iii. held any other directorships in any listed public company in the past three years, the securities of which are listed on any securities market in Hong Kong or overseas; and

iv. had any interests or short position or deemed interests or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the re-election of each of the Retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there other matter concerning them that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules. In addition, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

* *The English transliterations of the Chinese names are for identification purpose only*

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2025 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares, and the Company did not hold any treasury shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of passing of such resolution at the 2025 AGM, the Directors would be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share if all or part of the repurchased Shares are cancelled and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole. If the Company repurchase any Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong branch share registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 30 April 2025, being the date of its latest published Audited Financial Statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Traded Price per Share	
	Highest	Lowest
	HK$	*HK$*
2024		
August	0.047	0.030
September	0.048	0.032
October	0.200	0.035
November	0.062	0.047
December	0.064	0.052
2025		
January	0.052	0.045
February	0.055	0.047
March	0.059	0.046
April	0.050	0.037
May	0.060	0.039
June	0.059	0.047
July	0.088	0.045
August (up to and including the Latest Practicable Date)	0.340	0.067

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2025 AGM.

9. CONFIRMATION OF THE DIRECTORS

The Directors confirm that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors also confirm that neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Prosper One Enterprises Limited, a controlling shareholder of the Company, was beneficially interested in 600,000,000 Shares. Prosper One Enterprises Limited is wholly owned by Mr. Meng Guangyin ("**Mr. Meng**"), a former Executive Director. Accordingly, Mr. Meng is deemed under the SFO to be interested in a total of 600,000,000 Shares, representing 75% of the total number of the issued Shares. In the event that the Directors will exercise in full the Repurchase Mandate and all the repurchased Shares are cancelled, the proportionate shareholding interests in the Company held by Mr. Meng would be increased to approximately 83.33% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to such extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares (excluding treasury shares, if any).

11. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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 IS HEREBY GIVEN THAT the annual general meeting of Prosper One International Holdings Company Limited (the "**Company**" and the "**2025 AGM**", respectively) will be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 17 October 2025 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 30 April 2025;

2. (a) To re-elect Mr. Liu Guoqing as an executive director of the Company (the "**Executive Director**");

   (b) To re-elect Mr. Li Dongpo as an Executive Director; and

   (c) To re-elect Ms. Wong Wai Chu as an Executive Director;

3. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company;

4. To re-appoint Fan, Chan & Co. Limited as the independent auditor of the Company and authorise the Board to fix its remuneration;

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or

transfer of treasury shares out of treasury) in the capital of the Company (the "**Shares**") or securities convertible into or exchangeable for Shares, or options, or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue (excluding treasury shares of the Company, if any) as at the date of the passing of this Resolution and such approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act (Revised) of the Cayman Islands as amended, supplemented or modified from time to time or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in

determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).

Any reference to a/an allotment, issue, grant or offer of, or dealing in, the Shares shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.''

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

''**THAT**:

(a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the ''**Shares**'') on The Stock Exchange of Hong Kong Limited (the ''**Stock Exchange**'') or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the ''**Commission**'') and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act (Revised) of the Cayman Islands as amended, supplemented or modified from time to time or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution:

''**Relevant Period**'' means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Act (Revised) of the Cayman Islands as amended, supplemented or modified from time to time or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting."

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT** conditional upon Resolutions no. 5 and 6 set out in the notice convening this meeting (the "**Notice**") being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the issued shares in the capital of the Company (the "**Shares**") repurchased and cancelled under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares of the Company, if any) as at the date of passing of this Resolution."

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

Hong Kong, 29 August 2025

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 4801, 48/F
Hopewell Centre
No. 183 Queen's Road East
Wanchai
Hong Kong

Notes:

1. Any member of the Company (the "**Member**" or the "**Shareholder**") entitled to attend, speak and vote at the 2025 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend, speak and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the 2025 AGM to represent the Member. If more than one proxy is so appointed, the original form of proxy may be photocopied for use and 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, speaking and voting in person at the 2025 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2025 AGM 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 2025 AGM or its adjournment.

4. For determining the entitlement of the Members to attend, speak and vote at the 2025 AGM, the register of Members will be closed from Tuesday, 14 October 2025 to Friday, 17 October 2025 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending, speaking and voting at the 2025 AGM, 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, 13 October 2025. For the avoidance of doubt, holders of treasury shares of the Company (if any) will abstain from voting at the 2025 AGM.

5. In relation to the proposed Resolution no. 2 above, Mr. Liu Guoqing, Mr. Li Dongpo and Ms. Wong Wai Chu will retire as Directors at the 2025 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 29 August 2025 (the "**Circular**").

6. In relation to the proposed Resolution no. 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Fan, Chan & Co. Limited be re-appointed as the independent auditor of the Company.

7. In relation to the proposed Resolution no. 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares (including any sale or transfer of treasury shares of the Company out of treasury) under the Listing Rules. The Directors have no immediate plans to issue any new Shares.

8. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred to repurchase the Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.

9. In compliance with Rule 13.39(4) of the Listing Rules, 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.

10. In case of joint holders of a Share, any one of such joint holders may vote at the 2025 AGM, 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 2025 AGM 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.

11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.