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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 ANNUAL GENERAL MEETING

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.

As at the date of this announcement, the Board comprises Mr. Liu Guoqing (Chairman and Chief Executive Officer), Mr. Liu Jiaqiang, Mr. Li Dongpo (Chief Financial Officer) and Ms. Wong Wai Chu as the executive Directors; and Mr. Tian Zhiyuan, Mr. Wang Luping and Mr. Gao Jizhong as the independent non-executive Directors.