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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;
RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this 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 2026 AGM to be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 16 October 2026 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use in connection with the 2026 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 2026 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 2026 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 2026 AGM or its adjournment if you so wish. If you attend, speak and vote at the 2026 AGM, the instrument appointing your proxy will be deemed to have been revoked.

28 August 2026

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DEFINITIONS

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

“2026 AGM”	the AGM to be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 16 October 2026 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 17 to 22 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 (As 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;

DEFINITIONS

“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;
“Independent Auditor”	independent auditor of the Company;
“INED(s)”	the independent non-executive Director(s);
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to allot, issue and deal with additional Shares and/or to sell or transfer treasury shares out of treasury (if any) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution granting such mandate;
“Latest Practicable Date”	25 August 2026, 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;
“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 2026 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, if any) as at the date of passing of the resolution granting such mandate;
“Retiring Directors”	Mr. Liu Jiaqiang and Mr. Tian Zhiyuan;

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“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 2026; and
“%”	per cent.

LETTER FROM THE BOARD



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)*

Independent Non-executive Directors:

Mr. Tian Zhiyuan

Mr. Wang Luping

Mr. Gao Jizhong

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

28 August 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The Directors will propose at the 2026 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, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of the Independent Auditor.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2026 AGM and provide you with the information regarding the above resolutions to be proposed at the 2026 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 2026 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) 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 2026 AGM, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury shares 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, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2026 AGM. The Issue Mandate, if granted at the 2026 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 2026 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) 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 2026 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, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2026 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.

LETTER FROM THE BOARD

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 2026 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 three Executive Directors, namely Mr. Liu Guoqing, Mr. Liu Jiaqiang (“**Mr. Liu**”) and Mr. Li Dongpo; and three INEDs, namely Mr. Tian Zhiyuan (“**Mr. Tian**”), Mr. Wang Luping and Mr. Gao Jizhong.

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.

Accordingly, Mr. Liu and Mr. Tian will retire from office by rotation at the 2026 AGM and, being eligible, will offer themselves for re-election at the 2026 AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, as Mr. Tian will have served as an INED for more than nine years at the 2026 AGM, his re-election will be subject to a separate resolution to be approved by the Shareholders.

Recommendations of the Nomination Committee

The Nomination Committee has assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules received from each of the INEDs and was not aware of any event undermining the INEDs’ independence and confirmed that all the INEDs, including Mr. Tian, remain independent. Mr. Tian

LETTER FROM THE BOARD

will have served as an INED for more than nine years at the 2026 AGM. During his tenure, Mr. Tian has met all the independence requirements. He has also demonstrated strong independence by providing objective and impartial views to the Board. The Nomination Committee was of the view that his long service would not affect his exercise of independent judgement and was satisfied that he has the required character, integrity and experience to continue fulfilling his role as an INED.

The Nomination Committee considers that based on the perspective, skill and experience of Mr. Tian, he can bring further contribution to the Board and its diversity. In addition, 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 2026 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 2026 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

Upon the recommendation of the audit committee of the Board, the Board proposes to re-appoint Fan, Chan & Co. Limited (“**Fan, Chan**”) as the Independent Auditor for the year ending 30 April 2027, and to hold office until the conclusion of the next AGM. At the 2026 AGM, an ordinary resolution will be proposed to re-appoint Fan, Chan and to authorise the Board to fix its remuneration.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the year ending 30 April 2027 is approximately HK\$0.85 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm’s length negotiations between the Company and Fan, Chan. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group’s businesses, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed.

Furthermore, the estimated audit fee assumes that there will be no material changes in the Group’s businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. The estimated audit fee is a fair and reasonable assessment based on currently known facts and circumstances, and may be subject to adjustment if there is any material change in the relevant circumstances prior to the final determination of the audit fee.

LETTER FROM THE BOARD

2026 AGM

The Company will convene the 2026 AGM at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 16 October 2026 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, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of the Independent Auditor. The notice convening the 2026 AGM is set out on pages 17 to 22 of this circular.

A form of proxy for use in connection with the 2026 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 2026 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 2026 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 2026 AGM or its adjournment should he/she/it so wish. If the Shareholder attends, speaks and votes at the 2026 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 2026 AGM and contained in the notice of the 2026 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2026 AGM and as set out in the notice of the 2026 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, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of the Independent Auditor 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 2026 AGM as set out in the notice of the 2026 AGM on pages 17 to 22 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 2026 AGM.

MR. LIU JIAQIANG (EXECUTIVE DIRECTOR)

Mr. Liu Jiaqiang (劉加強) (“**Mr. Liu**”), aged 53, was appointed as an Executive Director on 7 September 2017. He obtained a degree in finance from Shandong Agricultural University* (山東農業大學) in January 2016. He has over 30 years of working experience, and spent sixteen years thereof in a managerial role. He has worked in Ruixing Group Company Limited* (瑞星集團股份有限公司) since December 1995 and has served as the general manager in the investment department and the manager in the capital operations department since November 2016. He is the deputy general manager of certain subsidiaries of the Company in Shandong, the PRC.

Mr. Liu has renewed his service agreement with the Company for a term of one year commencing on 7 September 2025, 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\$120,000 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\$249,000. Details of Mr. Liu’s remuneration are set out in Note 13 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 (the “**Undertaking**”). 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 (“**Training**”) provided by a training provider (the “**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. TIAN ZHIYUAN (INED)

Mr. Tian Zhiyuan (田志遠) (“Mr. Tian”), aged 55, was appointed as an INED on 20 September 2017. Mr. Tian is also the chairman of each of the Remuneration Committee and the audit committee of the Board and a member of the Nomination Committee. Mr. Tian has over 26 years of working experience in the fields of accounting and audit.

Mr. Tian joined ShineWing Certified Public Accountants Jinan Branch* (信永中和會計師事務所(特殊普通合伙)濟南分所) in September 1994 and has been the director of management consultancy department since July 2016, being responsible for the business development and technical support of consultancy service projects.

Mr. Tian obtained a diploma in financial accounting from Beijing Jiaotong University (北方交通大學) (now known as 北京交通大學) in July 1994. Mr. Tian is a registered certified public accountant of the Chinese Institute of Certified Public Accountants.

Mr. Tian has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Tian has renewed his appointment letter with the Company for a term of one year commencing on 20 September 2025, which may be terminated by not less than one month’s notice in writing served by either party on the other. Under the current appointment letter, Mr. Tian is entitled to a director’s fee of HK\$96,000 per annum. For the Year, the total emoluments received by Mr. Tian from the Company was HK\$96,000. Details of Mr. Tian’s remuneration are set out in Note 13 to the Audited Financial Statements contained in the Annual Report.

The Stock Exchange censured Mr. Tian for his breach of his obligations in the Undertaking. In accordance with the direction of the Listing Committee under the Statement, Mr. Tian has completed the Training provided by the Training Provider 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.

GENERAL

The remuneration of each of Mr. Liu and Mr. Tian has been determined by the Board upon the recommendation of the Remuneration Committee by reference to, amongst other, their qualifications and experience, the duties and responsibilities undertaken by them 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 2026 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 2026 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 2026, 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 HK\$	Lowest HK\$
2025		
August	0.340	0.067
September	0.190	0.114
October	0.127	0.100
November	0.111	0.095
December	0.108	0.093
2026		
January	0.175	0.094
February	0.165	0.130
March	0.210	0.133
April	0.173	0.152
May	0.168	0.144
June	0.165	0.146
July	0.161	0.133
August (up to and including the Latest Practicable Date)	0.160	0.126

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 2026 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.

NOTICE OF ANNUAL GENERAL MEETING



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 “**2026 AGM**”, respectively) will be held at 6/F, Caizhi Building, Binhe New District, Dongping County, Taian City, Shandong Province, China on Friday, 16 October 2026 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 2026;
2. (a) To re-elect Mr. Liu Jiaqiang as an executive director of the Company; and
(b) To re-elect Mr. Tian Zhiyuan as an independent non-executive director of the Company;
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

NOTICE OF ANNUAL GENERAL MEETING

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, 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 (As 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

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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 (As 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (As 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, 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, 28 August 2026

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**” or the “**Shareholder**”) entitled to attend, speak and vote at the 2026 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 2026 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 2026 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2026 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 2026 AGM or its adjournment.
4. For determining the entitlement of the Members to attend, speak and vote at the 2026 AGM, the register of Members will be closed from Tuesday, 13 October 2026 to Friday, 16 October 2026 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending, speaking and voting at the 2026 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, 12 October 2026. For the avoidance of doubt, holders of treasury shares of the Company (if any) will abstain from voting at the 2026 AGM. The record date for determining the Shareholders’ entitlement to attend, speak and vote at the 2026 AGM will be Friday, 16 October 2026.
5. In relation to the proposed Resolution no. 2 above, Mr. Liu Jiaqiang and Mr. Tian Zhiyuan will retire as Directors at the 2026 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 28 August 2026 (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 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.

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10. In case of joint holders of a Share, any one of such joint holders may vote at the 2026 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 2026 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.