



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This form of proxy is for use by shareholders (the "Shareholders") of Prosperous Printing Company Limited (the "Company") at the annual general meeting of the Company (the "AGM") to be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong as the principal meeting place (the "Principal Meeting Place") on Friday, 20 May 2022 at 11 a.m. or at any adjournment thereof.

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of the Company hereby appoint _____
of _____

or failing him/her, the chairman of the AGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof:

ORDINARY RESOLUTIONS		For ^(note 4)	Against ^(note 4)
1.	To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the "Directors") and the independent auditor's report of the Company for the year ended 31 December 2021.		
2.	(a) (i) To re-elect Ms. Chan Sau Po as an executive Director.		
	(ii) To re-elect Mr. Wong Hei Chiu as an independent non-executive Director.		
	(b) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint TANDEM (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution (the "Issue Mandate")*.		
5.	To grant a general and unconditional mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution (the "Repurchase Mandate")*.		
6.	Conditional upon resolutions no. 4 and 5 being passed, to extend the Issue Mandate by addition to the number of shares of the Company repurchased by the Company pursuant to the Repurchase Mandate*.		

* The description of the resolutions is by way of summary only. Full text of the resolutions is set out in the notice of AGM which is contained in the circular of the Company dated 26 April 2022 and despatched to the shareholders of the Company together with this form of proxy.

I/We hereby acknowledge and confirm as follows:

- I/We am/are duly authorised by my/our proxy to provide his/her personal information (including the address and email address) above;
- the Company and its agents are authorised to send the login details to access the e-Meeting System to my/our proxy through the email address provided above. I/We understand that if no email address is provided, my/our proxy cannot attend and vote at the AGM electronically through the e-Meeting System;
- I/We have checked and ensured that all information provided in this proxy form is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
- if I/we or my/our proxy cast my/our votes through the e-Meeting System, such votes are irrevocable once the voting session of the AGM ends; and
- if my/our proxy has not received the login details by email one day before the AGM, I/we understand that I/we should contact the Company's Share Registrar (the "Share Registrar"), Tricor Investor Services Limited, at (852) 2980 1333 or by email to is-enquiries@hk.tricorglobal.com for assistance.

Dated this _____ day of _____ 2022 Signature of Shareholder(s) ^(note 5) _____

Notes:

- Please insert full name(s) and address(es) in BLOCK LETTERS as shown in the register of members of the Company. The names of all joint holders should be stated.
 - Please insert the number of share(s) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the AGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
 - IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of AGM.
 - This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
 - Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
 - A form of proxy for the AGM is enclosed with the circular of the Company dated 26 April 2022 and published on the GEM website at www.hkgem.com and the Company's website at <http://www.prosperous-printing-group.com.hk>. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL <https://spot-emeeeting.tricor.hk/> by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
 - Where there are joint registered holders of any share of the Company, any one of such persons may vote at the 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 registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
 - Given the special arrangements for the AGM set out in the circular of the Company dated 26 April 2022, shareholders and their proxies are reminded not to physically attend the AGM. Any shareholder or proxy who attempts to physically attend the AGM will be denied entry to the Principal Meeting Place. The Company encourages shareholders to attend and vote at the AGM electronically through the e-Meeting System in person or by proxy or appoint the chairman of the AGM as proxy to vote on the relevant resolutions at the AGM on their behalf.
 - If your proxy has not received the login details by email one day before the AGM, you should contact the Share Registrar at (852) 2980 1333 or by email to is-enquiries@hk.tricorglobal.com for assistance.
- This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.