



PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Stock Code: 803)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (the "Shares") of HK\$0.1 each in the share capital of Prosperity International Holdings (H.K.) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3)
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Unit 621, L6, Core F, Cyberport 3, 100 Cyberport Road, Pok Fu Lam, Hong Kong, on Friday, 16 October 2020 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting (the "Notice") contained in the circular of the Company dated 14 September 2020 ("Circular") as indicated below and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as those defined in the Circular. Full text of each resolution is contained in the Notice. ^(Note 4)

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and consider the audited financial statements and the reports of the directors of the Company (the "Directors") and of the auditors of the Company (the "Auditors") for the year ended 31 March 2020.		
2	(a) To re-elect Mr. Xie Qiangming as an executive Director.		
	(b) To re-elect Mr. Nie Qiaoming as an executive Director.		
	(c) To re-elect Mr. Zhao Gen as an independent non-executive Director		
	(d) To re-elect Mr. Yan Xiaotian as an independent non-executive Director.		
3	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4	To re-appoint RSM Hong Kong Certified Public Accountants as Auditors and to authorise the Board to fix their remuneration.		
5	To grant a general mandate to the Board to allot, issue and deal with additional shares in the Company.		
6	To grant a general mandate to the Board to repurchase shares in the Company.		
7	To extend the general mandate granted to the Board in resolution no. 5 by adding the aggregate nominated amount of the repurchased shares.		

Date _____

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may cast his vote he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- 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 under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar and transfer office in Hong Kong of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting if you so wish and any adjournment thereof. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the branch share registrar (address set out in note 6 above).

* for identification purpose only