



# PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00310)

## PROXY FORM

**Proxy form for use at the special general meeting to be held on Monday, 11 December 2023 at 11:00 a.m. (and at any adjournment thereof)**

I/We<sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ shares<sup>(note 2)</sup> of HK\$0.025 each in the capital of **PROSPERITY INVESTMENT HOLDINGS LIMITED** (“the Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or<sup>(note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us at the special general meeting of the Company to be held at R3 & R4, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 11 December 2023 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments the resolutions set out in the notice convening the said special general meeting and at such special general meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or on any resolution or motion which is proposed thereat<sup>(note 4)</sup>.

Capitalised terms used in this proxy form shall have the same meanings as defined in the notice of the special general meeting to the shareholders of the Company dated 24 November 2023.

	Special Resolution	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To approve the Capital Reorganisation <sup>(note 12)</sup>		
	<b>Ordinary Resolution</b>		
2.	To approve the Placing Agreement, the issue of the Convertible Notes and the allotment and issue of the Conversion Shares <sup>(note 12)</sup>		

Date: \_\_\_\_\_ 2023 Shareholder's signature<sup>(note 5)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.025 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain on the relevant resolutions at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its seal or under the hand of an officer or attorney duly authorised.
- Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holder and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority must be deposited with the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 11:00 a.m. on Saturday, 9 December 2023 (Hong Kong time).
- A proxy need not be a member of the Company but must be present in person to represent the member.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- 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 meeting of the Company (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 Secretaries Limited at the above address.
- If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be automatically postponed or adjourned in accordance with the bye-laws of the Company. The Company will post an announcement on the websites of the Company ([www.prosperityinvestment.hk](http://www.prosperityinvestment.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.  
The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the meeting in person under bad weather condition bearing in mind their own situation.
- The description of each resolution herein is by way of summary only. The full text of the resolutions are set out in the notice of the meeting.
- The Chinese translation of this proxy form is for reference only and in case of inconsistency, the English version shall prevail.

### PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.

\* for identification purpose only