



瑞港建設控股有限公司
PROSPER CONSTRUCTION HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6816)

**Form of Proxy for the Extraordinary General Meeting to be held on Wednesday, 18 December 2019
(or any adjournment thereof)**

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares²
of HK\$0.01 each in the share capital of Prosper Construction Holdings Limited (the “Company”) HEREBY APPOINT
THE CHAIRMAN OF THE MEETING³ or _____ (name)
of _____ (address)
as my/our proxy to vote and act for me/us at the extraordinary general meeting (the “Meeting”) of the Company to be held
at 10:00 a.m. on Wednesday, 18 December 2019 at United Conference Centre, 10th Floor, United Centre, 95 Queensway,
Hong Kong and at any adjournment thereof in respect of the resolutions (with or without modification) as indicated below
or, if no such indication given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*	FOR ⁴	AGAINST ⁴
To approve, ratify and confirm the Sale and Purchase Agreement (as defined in the circular of the Company dated 29 November 2019) and the transactions contemplated thereunder and authorise any one or more director(s) of the Company to execute all such further documents or instruments under hand (or where required, under the common seal of the Company together with such other director of the Company or person authorised by the board of directors of the Company) and take all such steps as he/they in his/their sole discretion may consider necessary, desirable or expedient to implement, give effect to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.		

* *The full text of the resolution is set out in the notice of the meeting dated 29 November 2019*

Date: _____

Signed⁵: _____

Notes

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.01 each in the share capital of the Company (“Shares”) registered in your name(s). 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” here inserted and insert the name and address of the proxy desired in the space provided. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: If you wish to vote FOR a resolution, please put a “✓” in the box marked “FOR” beside that resolution. If you wish to vote AGAINST a resolution, please put a “✓” in the box marked “AGAINST” beside that resolution. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders is present at the Meeting in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Branch Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) (as the case may be) and, in such event, the form of proxy shall be deemed to be revoked. Any alterations made in this form should be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of information on yourself and your proxy’s 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 such information 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 authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s information 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.