



**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 Annual General Meeting to be held on 25 June 2019  
(or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_ (name) of \_\_\_\_\_ (address) being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01 each in the share capital of Prosper Construction Holdings Limited (the "Company")

HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup> or \_\_\_\_\_ (name) of \_\_\_\_\_ (address) as my/our proxy to vote and act for me/us at the annual general meeting (the "Meeting") of the Company to be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Tuesday, 25 June 2019 at 2:30 p.m. 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 RESOLUTIONS*	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements, the report of the directors ("Directors") and the report of the independent auditor for the year ended 31 December 2018		
2.	To re-elect Mr. Cheung Chi Man Dennis as an independent non-executive Director		
3.	To re-elect Mr. Liu Luqiang as an executive Director		
4.	To re-elect Mr. Wang Xuejun as a non-executive Director		
5.	To re-elect Mr. Wang Yaping as an independent non-executive Director		
6.	To re-elect Mr. Cheng Xuezhao as an independent non-executive Director		
7.	To re-elect Mr. Yang Zhenshan as an executive Director		
8.	To re-elect Mr. Jiang Shuang as an executive Director		
9.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration		
10.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix the auditor's remuneration		
11.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of aggregate number of issued shares of the Company as at the date of passing this resolution		
12.	To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of aggregate number of issued shares of the Company as at the date of passing this resolution		
13.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the aggregate number of shares repurchased by the Company		

\* *The full text of the resolutions is set out in the notice of the meeting dated 17 May 2019*

Date: \_\_\_\_\_

Signed<sup>5</sup>: \_\_\_\_\_

**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 22, 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.