



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 Friday, 17 July 2026
(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 “EGM”) of the Company to be held at Room
03-08, 24/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 17 July 2026 at 10:00 a.m. and at any
adjournment thereof in respect of the resolution (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 |
|---|------------------|----------------------|
| “THAT: (a) the debt settlement agreement dated 26 June 2025 entered into between the Vendor 1 and Purchaser and the transactions contemplated thereunder be and hereby approved; (b) the debt settlement agreement dated 26 June 2025 entered into between the Vendor 1 and Purchaser and the transactions contemplated thereunder be and hereby approved; (c) the debt settlement agreement dated 24 June 2025 entered into between the Vendor 2 and Purchaser and the transactions contemplated thereunder be and hereby approved; and (d) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the debt settlement agreements and the transactions contemplated thereunder.” | | |

* *English translation of Chinese names for identification purposes only*

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 EGM other than those referred to in the notice convening the EGM.
- 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 EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM (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 EGM 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.