

PROSPEROUS FUTURE HOLDINGS LIMITED

未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

Form of Proxy for use at the Extraordinary General Meeting to be held on Thursday, 25 August 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.01 each in the share capital of Prosperous Future Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 4) or _____
of _____
as my/our proxy to attend the Extraordinary General Meeting (the "EGM") (or at any adjournment thereof) of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 25 August 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM and at such EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

ORDINARY RESOLUTION		FOR <i>(Notes 5 & 6)</i>	AGAINST <i>(Notes 5 & 6)</i>
1.	(a) To approve, confirm and ratify the Equity Transfer Agreement and the transactions contemplated thereunder (as defined in the circular of the Company dated 9 August 2022); and (b) To authorize any one of the directors of the Company to do all such acts and things, to sign, execute and deliver such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate desirable and expedient for the purposes of giving effect to or in connection with the Equity Transfer Agreement and all transactions contemplated thereunder and any ancillary documents and transactions thereof, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Equity Transfer Agreement) as are, in the opinion of such director of the Company, in the interest of the Company and its shareholders as a whole.		

Dated this _____ day of _____ 2022. Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. The proxy need not be a member of the Company but must attend the EGM in person to represent the member.
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- All resolutions will be put to vote by way of poll at the EGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Tuesday, 23 August 2022) or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

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 EGM 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.