



PROSPEROUS INDUSTRIAL (HOLDINGS) LIMITED

其利工業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1731)

Proxy Form for the annual general meeting (the “Meeting”) to be held on Monday, 27 May 2019

I/We (note a) _____

Of _____

being the holder(s) of _____ (note b) shares of HK\$0.01 each of the Prosperous Industrial (Holdings) Limited (the “Company”)

hereby appoint the chairman of the Meeting or _____

of _____

to act as my/our proxy (note c) at the Meeting to be held on Monday, 27 May 2019 at 10:00 a.m. at Room 1202, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

| Ordinary Resolutions | | FOR (note d) | AGAINST (note d) |
|----------------------|---|--------------|------------------|
| 1. | To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and of auditors of the Company for the year ended 31 December 2018. | | |
| 2a. | To approve the recommended final dividend of HK1.5 cents per share. | | |
| 2b. | To approve the recommended special dividend of HK3.5 cents per share. | | |
| 3a. | (i) To re-elect Mr. Yeung Shu Kin as an executive director of the Company. | | |
| | (ii) To re-elect Mr. Yeung Shu Kai as an executive director of the Company. | | |
| | (iii) To re-elect Mr. Duong Stephen Dien Sieu as an executive director of the Company. | | |
| | (iv) To re-elect Mr. Lu Chin-Chu as a non-executive director of the Company. | | |
| | (v) To re-elect Mr. Tsai Nai-Yung as a non-executive director of the Company. | | |
| | (vi) To re-elect Mr. Chiu Che Chung Alan as an independent non-executive director of the Company. | | |
| | (vii) To re-elect Mr. Ko Siu Tak as an independent non-executive director of the Company. | | |
| | (viii) To re-elect Mr. Yip Kwok Cheung as an independent non-executive director of the Company. | | |
| 3b. | To authorise the Board of the Company to fix the remuneration of the directors of the Company. | | |
| 4. | To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board of the Company to fix its remuneration. | | |
| 5. | To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the additional shares of the Company to the extent of not more than 20% of the total number of shares of the Company in issue as at the date of passing of this resolution. # | | |
| 6. | To grant a general and unconditional mandate to the directors of the Company to repurchase the Company’s shares to the extent of not more than 10% of the total number of shares of the Company in issue as at the date of passing of this resolution. # | | |
| 7. | Conditional upon the passing of resolutions nos. 5 and 6, the issue mandate as set out in resolution no. 5 is hereby extended by addition thereto of an amount representing the aggregate number of the issued shares of the Company repurchased by the Company under the authority granted as set out above in resolution no. 6, provide that such amount shall not exceed 10% of the number of the shares of the Company in issue as of the date of passing resolution no. 6. # | | |

The full text of relevant resolution is set out in the notice of the Meeting dated 24 April 2019.

Date: _____ Signature (note e, f, g and h): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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).
- A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If any proxy other than the Chairman is preferred, please strike out “THE CHAIRMAN OF THE MEETING” here inserted and insert the name and address of the proxy desired in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “For” against such resolution. If you wish to vote against a resolution, please tick (“✓”) the box marked “Against” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting or any adjourned meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized or other person.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the appointed time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, share registrar, the branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of Tricor Investor Services Limited.