



PROSPERITY GROUP INTERNATIONAL LIMITED

恒昌集團國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1421)

Form of proxy for use by the shareholders of Prosperity Group International Limited (the “Company”) at the annual general meeting to be convened at Unit 903A, 9th Floor, Mirror Tower, No. 61 Mody Road, Tsim Sha Tsui East, Hong Kong on Friday, 21 November 2025 at 10:00 a.m. (or any adjournment thereof).

I/We¹ _____ of _____

being the registered holder(s) of² _____ shares of HK\$0.2 each (the “Shares”) of Prosperity Group International Limited (the “Company”), **HEREBY APPOINT**³ the Chairman of the Meeting, or _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Unit 903A, 9th Floor, Mirror Tower, No. 61 Mody Road, Tsim Sha Tsui East, Hong Kong on Friday, 21 November 2025 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (the “Notice of AGM”) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those stated in the Notice of AGM.

| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|----------------------|--|------------------|----------------------|
| 1. | To receive, consider and approve the audited financial statements and report of the Directors and the independent auditors’ report of the Company for the year ended 30 June 2025. | | |
| 2.(a) | (i) To re-elect Mr. Liu Yancheng as an executive Director; | | |
| | (ii) To re-elect Mr. Yao Runxiong as an executive Director; | | |
| | (iii) To re-elect Ms. Chan Sheung Yu as an independent non-executive Director. | | |
| 2.(b) | To authorise the Board to fix the Directors’ remuneration. | | |
| 3. | To re-appoint Moore CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration. | | |
| 4. | To grant the general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company. | | |
| 5. | To grant the general mandate to the Directors to repurchase the shares of the Company. | | |
| 6. | To extend the general mandate granted to the Directors to allot, issue and otherwise deal with the shares of the Company by adding the number of shares repurchased. | | |
| 7. | To approve the adoption of the 2025 share incentive scheme and termination of the existing share option scheme. | | |

Dated this _____ day of _____ 2025

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- If any proxy other than the chairman is preferred, please strike out “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. A member may appoint one or (if he is the holder of two or more shares) more proxies to attend and vote in his stead. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK (“✓”) THE BOXES MARKED “AGAINST”. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than that referred to in the Notice of AGM.
- The instrument appointing proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, if the appointor being a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member who holds two or more shares of the Company may appoint more than one proxy to attend and vote on the same occasion.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall deposited at the Company’s branch share registrar 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 later than 10:00 a.m. on Wednesday, 19 November 2025 (Hong Kong time) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument of appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or at any adjourned meeting concerned and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- The description of each resolution herein is by way of summary only. The full text appears in the Notice of AGM.

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 Meeting (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 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 (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/ Union Registrars Limited at the above address.