

CIRCULAR DATED 8 APRIL 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings as defined in this Circular.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

If you have sold or transferred all your ordinary shares (the “**Shares**”) in the capital of Prosper Cap Corporation Limited (the “**Company**”), you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the enclosed Notice of EGM and the accompanying Proxy Form and Request Form, may be accessed at the Company’s website at the URL <https://www.prospercap.com>, and are also available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at the URL <https://www.sgx.com/securities/company-announcements>.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

The logo for ProsperCap, featuring the word "ProsperCap" in white, bold, sans-serif font, centered within a black rounded rectangular background.

PROSPER CAP CORPORATION LIMITED

(Company Registration Number: 197300314D)

(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “PROSPER CAP CORPORATION LIMITED” TO “PROSPERCAP CORPORATION LIMITED”

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	27 April 2024 at 3.30 p.m.
Date and time of Extraordinary General Meeting	:	30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day)
Place of Extraordinary General Meeting	:	Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

COMPANIES, ORGANISATIONS, PERSONS AND OTHER ENTITIES

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“Board” or “Board of Directors”	:	The board of Directors of the Company, from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Company”	:	Prosper Cap Corporation Limited
“Directors”	:	Directors of the Company, from time to time
“Enlarged Group”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“Group”	:	The Company and its subsidiaries
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“Target Group”	:	DTP Infinites Limited and its subsidiaries

GENERAL

“Acquisition”	:	The acquisition by the Company from DTP Inter Holdings Corporation Pte. Ltd. of shares representing the entire issued and paid up capital of DTP Infinites Limited, as described in the circular to shareholders of the Company dated 7 December 2023
“Catalist”	:	The Catalist board of the SGX-ST, being the sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	Any or all of the rules in Section B of the SGX-ST Listing Manual: Rules of Catalist, as amended, supplemented or modified from time to time
“Companies Act”	:	The Companies Act 1967 of Singapore, as may be amended, modified, supplemented or revised from time to time
“Constitution”	:	The constitution of the Company as amended or modified from time to time

DEFINITIONS

“EGM”	:	Has the meaning ascribed to it in Section 1 of this Circular
“Proposed Change of Name”	:	The proposed change of name of the Company as described in Section 1 of this Circular
“Register of Members”	:	The register of members of the Company
“Securities Account”	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, supplemented or modified from time to time
“SGXNet”	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of announcements by listed companies
“Share(s)”	:	Ordinary share(s) in the capital of the Company
“Shareholder(s)”	:	Registered holder(s) of Share(s), except where the registered holder is CDP, in which case the term “Shareholders” shall, in relation to such Shares, mean the Depositors whose Securities Accounts maintained with CDP are credited with such Shares

Unless the context otherwise requires:

The expressions “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any word defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference in this Circular to Shares being allotted to an applicant includes allotment to CDP for the account of that applicant.

Any reference to a time or date in this Circular shall be a reference to Singapore time, unless otherwise stated.

DEFINITIONS

Any discrepancies in the tables included herein between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

The information on the websites or any website directly or indirectly linked to such websites or the websites of the Company does not form part of this Circular and should not be relied on.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

Prosper Cap Corporation Limited

(Company Registration Number: 197300314D)
(Incorporated in the Republic of Singapore)

Directors

Mr. Bunyong Visatemongkolchai (*Independent Director and Chairman of the Board*)
Mr. Hansa Susayan (*Vice Chairman and Non-Executive Director*)
Mr. Iqbal Jumabhoy (*Chief Executive Officer and Executive Director*)
Mrs. Sasinan Allmand (*Non-Executive Director*)
Mr. Lee Kwai Seng (*Non-Executive Director*)
Mr. Christopher Tang Kok Kai (*Independent Director*)
Mr. Chiew Chun Wee (*Independent Director*)

Registered Office

9 Raffles Place
#26-01, Republic Plaza
Singapore 048619

8 April 2024

To: The Shareholders

Dear Sir/Madam

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “PROSPER CAP CORPORATION LIMITED” TO “PROSPERCAP CORPORATION LIMITED”

1. INTRODUCTION

The Board proposes to seek Shareholders’ approval for the proposed change of name of the Company from “Prosper Cap Corporation Limited” to “ProsperCap Corporation Limited” (the “**Proposed Change of Name**”) at an extraordinary general meeting to be convened and held at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day) (the “**EGM**”).

The purpose of this Circular is to provide Shareholders with information on, and to explain the rationale for, the Proposed Change of Name.

The Notice of EGM is set out in the Section titled “*Notice of Extraordinary General Meeting*” at page N-1 of this Circular.

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched by the Company) or for any other purpose.

The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained, or opinions expressed in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED CHANGE OF NAME

2.1 Background and Rationale

The Board is proposing to change the name of the Company from “Prosper Cap Corporation Limited” to “ProsperCap Corporation Limited”.

In connection with the Acquisition, the Company had previously changed its name from “3Cnergy Limited” to “Prosper Cap Corporation Limited” with effect from 23 January 2024. The previous change of name was approved by way of Special Resolution passed by Shareholders at the extraordinary general meeting of the Company held on 29 November 2023. The rationale for the previous change of company name was to better reflect the identity and status of the enlarged group of companies comprising the Company and the Target Group (the “**Enlarged Group**”) and the new business and activities of the Enlarged Group after completion of the Acquisition.

At the upcoming EGM, the Board is proposing to change the name of the Company from “Prosper Cap Corporation Limited” to “ProsperCap Corporation Limited” to fully reflect the Company’s brand identity and logo.

2.2 Approvals

The Proposed Change of Name of the Company is subject to approval of the Shareholders by way of a Special Resolution to be tabled at the EGM.

The name “ProsperCap Corporation Limited” has been reserved with ACRA on 12 March 2024 until 10 July 2024.

Subject to the Special Resolution for the Proposed Change of Name being passed at the EGM, the Company will lodge the requisite Notice of Resolution with ACRA relating to its change of name. Subject to registration by ACRA of the Company under the new name and upon issue by ACRA of a notice of incorporation of the Company under the new name, the Proposed Change of Name shall become effective.

The Company will issue an announcement to notify Shareholders upon the Company’s new name coming into effect. Shareholders should note that the change of the Company’s name does not affect (i) the legal status of the Company or (ii) any of the rights and obligations of the Company.

2.3 No replacement of existing share certificates required

Shareholders should take note that notwithstanding the change of the Company’s name, the Company will not recall any existing share certificates bearing the current name of the Company, which continue to be *prima facie* evidence of legal title. No further action is required on the part of the Shareholders.

Upon the Proposed Change of Name becoming effective, any new share certificates of the Company will be issued under the new name “ProsperCap Corporation Limited”. The new name “ProsperCap Corporation Limited” shall be substituted for “Prosper Cap Corporation Limited” wherever the latter name appears in the Company’s Constitution.

LETTER TO SHAREHOLDERS

3. DIRECTORS' RECOMMENDATION

Having considered and reviewed the rationale for the Proposed Change of Name and all other relevant facts set out in this Circular, the Directors are of the unanimous opinion that the Proposed Change of Name is not prejudicial to the Shareholders and is in the interests of the Company, and accordingly, they recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Change of Name to be proposed at the EGM, as set out in the Notice of EGM contained in this Circular.

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications, the Special Resolution set out in the Notice of EGM.

Copies of this Circular, the Notice of EGM and the Proxy Form have been uploaded on SGXNet. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet.

Shareholders are advised to read this Circular carefully in order to decide whether they should vote in favour of or against or abstain from voting in respect of the Special Resolution set out in the Notice of EGM.

5. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution; and
- (b) the approval of ACRA for the Company's application for the reservation of the name "ProsperCap Corporation Limited".

LETTER TO SHAREHOLDERS

7. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event (a) if submitted by post, so as to reach the office of the **Company's polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 077903**; or (b) if submitted electronically, be submitted via email to the Company's polling agent at prospercap-egm@complete-corp.com, in either case, no later than 3.30 p.m. on 27 April 2024. The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting at the EGM in person in place of their proxy if he so wishes. A proxy need not be a Shareholder.

A Depositor shall not be regarded as a Shareholder and his/her/its Proxy Form may be rejected by the Company unless he/she/it is shown to have Shares entered against his/her/its name in the Depository Register, as certified by the CDP to the Company as at seventy-two (72) hours before the EGM.

Yours faithfully,

For and on behalf of the Board of Directors of
PROSPER CAP CORPORATION LIMITED

Iqbal Jumabhoy
Chief Executive Officer and Executive Director

8 April 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

The logo for ProsperCap, featuring the word "ProsperCap" in white, bold, sans-serif font, centered within a dark blue rounded rectangular background.

Prosper Cap Corporation Limited

(Company Registration Number: 197300314D)

(Incorporated in the Republic of Singapore)

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 8 April 2024 issued by Prosper Cap Corporation Limited (the “Circular”).

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Prosper Cap Corporation Limited (the “**Company**”) will be held at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution:

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME

THAT subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore:

- (1) the Proposed Change of Name of the Company from “Prosper Cap Corporation Limited” to “ProsperCap Corporation Limited” be and is hereby approved and that the name “ProsperCap Corporation Limited” be substituted for “Prosper Cap Corporation Limited” wherever the latter name appears in the Company’s Constitution; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By order of the Board of Directors of
PROSPER CAP CORPORATION LIMITED

Iqbal Jumabhoy
Chief Executive Officer and Executive Director

8 April 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Notes:

Format of Meeting

1. The EGM will be held, in a wholly physical format, at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day). Shareholders, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice of EGM and the accompanying Proxy Form and the Request Form will be sent by post to shareholders at their registered address appearing in the Company’s Register of Members or (as the case may be) the Depository Register. These documents will also be published on the Company’s website at the URL <https://www.prospercap.com> and the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy(ies)

2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
3. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s instrument appointing a proxy or proxies appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

“**Relevant intermediary**” has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the “**Act**”).

4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
5. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing a proxy or proxies must be:
 - (a) deposited at the office of the Company’s polling agent, **Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903**; or
 - (b) emailed to prospercap-egm@complete-corp.com,

NOTICE OF EXTRAORDINARY GENERAL MEETING

in either case, no later than 3.30 p.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the EGM. If a member submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Act.
9. Investors who buy shares using CPF monies and/or SRS monies (such investors, the “**CPF and SRS Investors**”) (as may be applicable):
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2024 (being not less than seven (7) working days prior to the EGM).
10. Investors who hold shares through relevant intermediaries (other than CPF and SRS Investors) who wish to attend, speak and vote at the EGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
11. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Access to Documents or Information relating to the EGM

The Circular may be assessed at the Company’s website at the URL <https://www.prospercap.com> and the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request for a printed copy of the Circular by completing and returning the Request Form to the Company by 22 April 2024 through any of the following means:

- (a) by email to prospercap-egm@complete-corp.com; or
- (b) in hard copy by depositing the same at the office of the Company’s polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

Submission of Questions prior to EGM

Shareholders (including CPF and SRS Investors) who have any questions in relation to the resolution to be tabled for approval at the EGM are also encouraged to send their questions to the Company in advance, by 5 p.m. on 23 April 2024 (“**Questions Deadline**”), in the following manner:

- (a) by email to prospercap-egm@complete-corp.com; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) by post to the office of the Company's polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

When submitting questions, shareholders should provide their details including full name, NRIC/Passport/Company Registration No., contact number and email address for verification purposes. Any question without the identification details will not be addressed. Questions must be submitted not later than the Questions Deadline so that relevant and substantial queries may be addressed as per the following paragraph.

The Company will endeavour to upload the Company's responses to all substantial and relevant questions from shareholders on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.prospercap.com> forty-eight (48) hours prior to the closing date and time for lodgement of the proxy forms, *i.e.*, by 3.30 p.m. on 25 April 2024. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the Questions Deadline will be consolidated and addressed at the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Shareholders (including CPF and SRS Investors) and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolution to be tabled for approval at the EGM, at the EGM itself.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.prospercap.com/> and the minutes will include the responses to the substantial and relevant questions raised during the EGM.

Attendance at the EGM

Due to the limited sitting capacity of the venue, only shareholders whose names appear in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM or the appointed proxy or proxies shall be entitled to attend the EGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof and/or submitting any question to the Company in advance of the EGM in accordance with this notice, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

PROXY FORM

PROSPER CAP CORPORATION LIMITED

(Company Registration Number: 197300314D)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

Important:

- The extraordinary general meeting ("EGM") will be held, in a wholly physical format, at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day). **There will be no option for shareholders to participate virtually.**
- A member who is a relevant intermediary (as defined in Section 181(6) of the Companies Act 1967) may appoint more than 2 proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by the member (which number and class of shares must be specified).
- For Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors who have used their CPF/SRS monies to buy shares in Prosper Cap Corporation Limited, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding appointment of their proxies.

PERSONAL DATA PRIVACY

By submitting an instrument appointing proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 8 April 2024.

*I/We, _____ (Name) *NRIC/Passport/Co. Reg No. _____
of _____ (Address)
being a *member/members of Prosper Cap Corporation Limited (the "**Company**"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholding	
			No. of Shares	%
*and/or				

or failing *him/her/they, the Chairman of the extraordinary general meeting ("EGM"), as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at **Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914** on **Tuesday, 30 April 2024 at 3.30 p.m.** (Singapore time) (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day) and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against or abstain from voting on the Special Resolution to be proposed at the EGM as indicated hereunder. If no specific directions as to voting or abstention is given or in the event of any other matters arising at the EGM and at any adjournment thereof, the *proxy/proxies may vote or abstain from voting at *his/her/their discretion.

No.	Resolution	For [#]	Against [#]	Abstain [#]
1.	Special Resolution: To approve the Proposed Change of Name			

Voting will be conducted by poll. If you wish to exercise all your shares to be voted "For" or "Against" the resolution, please indicate with a "✓" in the space provided under "For" or "Against". If you wish to abstain from voting on the resolution, please indicate with a "✓" in the space provided under "Abstain". Alternatively, please indicate number of shares to be voted "For" and/or "Against" or to abstain from voting for the resolution in the space provided. If no specific direction as to voting is given, the *proxy/proxies may vote or abstain from voting at *his/her/their discretion.

* Delete where inapplicable

Dated this _____ day of _____ 2024

Total Number of Shares Held in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total	

Signature(s) of Member(s) or Common Seal
of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

PROXY FORM

NOTES TO PROXY FORM:

1. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy or proxies will be deemed to relate to all the shares held by you.
 2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
 3.
 - (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy or proxies appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
- "Relevant intermediary"** has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the **"Act"**).
4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
 5. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 7. The instrument appointing a proxy or proxies must be:
 - (a) deposited at the office of the Company's polling agent, **Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903**; or
 - (b) emailed to **prosperecap-egm@complete-corp.com**,in either case, no later than 3.30 p.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the EGM. If a member submits a proxy form and subsequently attends the EGM in person and votes, the appointment of the proxy should be revoked.
 8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Act.
 9. Investors who buy shares using CPF monies and/or SRS monies (such investors, the **"CPF and SRS Investors"**) (as may be applicable):
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2024 (being not less than seven (7) working days prior to the EGM).
 10. Investors who hold shares through relevant intermediaries (other than CPF and SRS Investors) who wish to attend, speak and vote at the EGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
 11. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
 12. Any reference to a time of day is made by reference to Singapore time.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof and/or submitting any question to the Company in advance of the EGM in accordance with this Proxy Form, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.