

# PROSPER CAP CORPORATION LIMITED

(Company Registration Number: 197300314D)

(Incorporated in the Republic of Singapore)

## PROXY FORM

### ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this Proxy Form)

#### IMPORTANT:

1. The annual general meeting ("AGM") 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 2.00 p.m.. **There will be no option for shareholders to participate virtually.**
2. 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 AGM 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).
3. 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 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 AGM dated 15 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	Email Address	NRIC/Passport Number	Proportion of Shareholding	
			No. of Shares	%
* and/or				

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

\*I/We direct \*my/our \*proxy/proxies to vote for or against or abstain from voting on the Ordinary Resolutions to be proposed at the AGM 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 AGM and at any adjournment thereof, the \*proxy/proxies may vote or abstain from voting at \*his/her/their discretion.

No.		For#	Against#	Abstain#
<b>ROUTINE BUSINESS</b>				
1.	<b>Ordinary Resolution 1:</b> To receive and adopt the directors' statement and audited financial statements for the financial year ended 31 December 2023 together with the auditors' report thereon.			
2.	<b>Ordinary Resolution 2:</b> To approve the payment of directors' fees of up to S\$605,229/- for the financial year ending 31 December 2024.			
3.	<b>Ordinary Resolution 3:</b> To approve the payment of directors' fees of up to S\$200,000/- for the financial period from 1 January 2025 to 30 April 2025.			
4.	<b>Ordinary Resolution 4:</b> To re-elect Mr. Bunyong Visatemongkolchai as director.			
5.	<b>Ordinary Resolution 5:</b> To re-elect Mr. Hansa Susayan as director.			
6.	<b>Ordinary Resolution 6:</b> To re-elect Mr. Iqbal Jumabhoy as director.			
7.	<b>Ordinary Resolution 7:</b> To re-appoint Messrs KPMG LLP as the auditor of the Company and to authorise the directors of the Company to fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
8.	<b>Ordinary Resolution 8:</b> To authorise directors of the Company to allot and issue shares and to make or grant convertible securities.			

\* Voting will be conducted by poll. If you wish to exercise all your shares to be voted "For" or "Against" the relevant resolution, please indicate with a "v" in the space provided under "For" or "Against". If you wish to abstain from voting on a resolution, please indicate with a "v" 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 each 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 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**

## 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 AGM 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 AGM. 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 AGM, 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 AGM 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-agm@complete-corp.com](mailto:prospercap-agm@complete-corp.com),in either case, no later than 2.00 p.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the AGM. If a member submits a proxy form and subsequently attends the AGM 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 AGM, 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 AGM 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 AGM as proxy to vote on their behalf at the AGM, 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 AGM).
10. Investors who hold shares through relevant intermediaries (other than CPF and SRS Investors) who wish to attend, speak and vote at the AGM 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.
12. 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 AGM, as certified by The Central Depository (Pte) Limited to the Company.
13. 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 AGM and/or any adjournment thereof and/or submitting any question to the Company in advance of the AGM in accordance with the Notice of AGM, 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.