

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of the shareholders of the Company be held at RNN Conference Centre GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542 on Wednesday, 30 April 2025 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:—

AS ORDINARY BUSINESS

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| 1. | To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditors' Report thereon. | Resolution 1 |
| 2. | To re-elect Mr Guo Jiahui, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company. | Resolution 2 |
| 3. | To re-elect Mr Jin Jixiang, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company. | Resolution 3 |
| 4. | To re-elect Mr Darrell Lim Chee Lek, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company. | Resolution 4 |
| | [See Explanatory Note (i)] | |
| 5. | To re-elect Mr Tan Cher Chuan, Justin, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company. | Resolution 5 |
| | [See Explanatory Note (ii)] | |
| 6. | To approve the payment of Directors' fees of S\$157,127 for the financial year ended 31 December 2024 (2023: S\$135,000). | Resolution 6 |
| 7. | To approve the payment of Directors' fees of S\$202,500 for the financial year ending 31 December 2025 and to be paid quarterly in arrears. | Resolution 7 |
| 8. | To re-appoint PKF-CAP LLP as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 8 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolution, with or without amendments:

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| 9. | Authority to allot and issue shares | Resolution 9 |
| (a) | "That pursuant to Section 161 of the Companies Act 1967. ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to: | |
| (i) | allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or | |
| (ii) | make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, | |
| | at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and | |

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(b) provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with subparagraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed, after adjusting for:—
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments in accordance with the above 9(b)(ii)(a) or 9(b)(ii)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (iii)]

10. To transact any other ordinary business which may be properly be transacted at an Annual General Meeting of the Company.

By Order Of the Board

LEE FUT HUA
Company Secretary
Date: 14 April 2025

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Explanatory Notes:

- i. Mr Darrell Lim Chee Lek ("Mr Lim"), if re-elected, will remain as the Non-Executive and Independent Chairman, Chairman of Remuneration Committee, Member of the Audit Committee and Nominating Committee. The key information of Mr Lim can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 2" and "Directors' Statement" of the Company's Annual Report 2024. Mr Lim does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- ii. Mr Tan Cher Chuan, Justin ("Mr Tan"), if re-elected, will remain as the Non-Executive and Independent Director, Chairman of Nominating Committee, Member of the Audit Committee and Remuneration Committee. The key information of Mr Tan can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 2" and "Directors' Statement" of the Company's Annual Report 2024. Mr Tan does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- iii. Resolution 9, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings, of which up to 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders.

Notes:

1. A member of the Company (not being a relevant intermediary) is invited to attend physically, speak and vote at the Annual General Meeting of the Company ("AGM"). **There will be no option for shareholders to participate virtually.** Printed copies of this notice of AGM ("Notice"), the proxy form and the FY2024 Annual Report will be sent by post to Shareholders. These documents will be made available to Shareholders via publication on the Company's corporate website (<https://prosperaglobal.listedcompany.com/newsroom.html>) and on the SGX website (<https://www.sgx.com/securities/company-announcements>).
2. A Shareholder (whether individual or corporate) may vote at the AGM or appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.
3. A Shareholder can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
4. A Shareholder who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint one (1) or two (2) proxies to attend, speak and vote at the AGM. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder. Where such Shareholder appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
5. A Shareholder 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 different Shares held by such Shareholder.
6. **"Relevant Intermediary"** has the meaning prescribed to it in Section 181 of the Companies Act and means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.

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8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if by post, to the **Registered Office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(b) if sent by email to info@prosperaglobal.sg

in either case, not less than 48 hours before the time for holding the AGM by 2.00 p.m. on 28 April 2025 and at any adjournment thereof.

A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which has been despatched to him/her/it by post or download a copy of the Proxy Form from the Company's website and the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

9. Shareholders may submit questions related to the Ordinary Resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner and must be submitted by 2.00 p.m. on 23 April 2025:

(a) if by post, to the **Registered Office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(b) if sent by email to info@prosperaglobal.sg

10. The Company will consider all questions and endeavour to address all substantial and relevant questions on the Ordinary Resolutions tabled for approval at the AGM which are received from Shareholders, via an announcement on the Company's website: <https://prosperaglobal.listedcompany.com/newsroom.html> and the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>, no later than 25 April 2025, which is at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the Ordinary Resolution to be tabled at the AGM.

11. For questions, addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's website and on the SGXNet within one (1) month after the AGM.

12. Important reminder. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNet. Members are advised to check SGXNet regularly for any further updates.

Personal Data Privacy:

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

This document has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr Jerry Chua (Tel (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.