



GUSHENGTANG HOLDINGS LIMITED

固生堂控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2273)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON JUNE 16, 2022 OR ANY ADJOURNMENT THEREOF

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.0001 each in the capital
of **GUSHENGTANG HOLDINGS LIMITED** (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING
OR ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) (the “**Meeting**”) of the Company to be held at 10:00 a.m. on Thursday, June 16, 2022 at Units 01–04, 36 Floor, Lifeng Centre, No. 761 Dongfeng East Road, Yuexiu District, Guangzhou, PRC for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and consolidated affiliated entities, and the reports of the directors (the “ Directors ”) and auditor of the Company for the year ended December 31, 2021.		
2.	(A) To re-elect Mr. Huang Jingsheng as non-executive Director.		
	(B) To re-elect Mr. Xu Yongjiu as non-executive Director.		
	(C) To re-elect Mr. Liu Kanghua as non-executive Director.		
	(D) To authorize the board of Directors (the “ Board ”) to fix the remuneration of all Directors.		
3.	To re-appoint Ernst & Young as auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company as at the date of the Meeting.		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company as at the date of the Meeting.		
6.	To extend conditional upon the passing of resolutions no. 4 and 5 above, the general mandate given to the Directors pursuant to ordinary resolution no. 4 to issue shares by adding to the issued shares of the Company the number of shares repurchased under ordinary resolution no. 5.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the tenth amended and restated memorandum and articles of association of the Company.		

Signature(s) ^(Note 5 & 6): _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
3. If any proxy other than the chairman of the Meeting is preferred, strike out the words “THE CHAIRMAN OF THE MEETING OR” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorized.
6. In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. In order 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 notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
9. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
10. The full text of the proposed resolutions is set out in the circular of the Company dated April 28, 2022.
11. **IN LIGHT OF THE CONTINUING RISKS POSED BY THE COVID-19, THE COMPANY ENCOURAGES THE SHAREHOLDERS OF THE COMPANY TO CONSIDER APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY TO VOTE ON THE RELEVANT RESOLUTIONS AT THE MEETING AS AN ALTERNATIVE TO ATTENDING THE MEETING IN PERSON.**

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 of the Company (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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address(es).