



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 EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON DECEMBER 7, 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 extraordinary general meeting (or at any adjournment thereof) of the Company (the “EGM”) to be held at 10:00 a.m. on Wednesday, December 7, 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 EGM and at the EGM (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.	(a) Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and the permission to deal in, shares of the Company (the “Shares”) to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme (the “Share Option Scheme”), to approve and adopt the Share Option Scheme, and authorize the board of directors of the Company (the “Board”) and the committee duly appointed by the Board for the purpose of administering the Share Option Scheme to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme.		
	(b) To approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme and any other share options schemes and/or share award schemes involving issuance of new Shares adopted and to be adopted by the Company from time to time (the “Share Schemes”) must not in aggregate exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.		
	(c) To approve that the total number of Shares which may be issued in respect of all options and awards to be granted to all Service Providers (as defined in the Share Option Scheme) under the Share Option Scheme and any other Share Schemes must not in aggregate exceed 6% of the total number of Shares in issue as at the date of passing of this resolution.		
2.	(a) Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and the permission to deal in, Shares to be allotted and issued in respect of awards which may be granted under the restricted share award scheme (for new Shares) (the “RSA Scheme (New Shares)”), to approve and adopt the RSA Scheme (New Shares), and authorize the Board and the committee duly appointed by the Board for the purpose of administering the RSA Scheme (New Shares) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the RSA Scheme (New Shares).		
	(b) To approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the RSA Scheme (New Shares) and any other Share Schemes must not in aggregate exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.		
	(c) To approve that the total number of Shares which may be issued in respect of all options and awards to be granted to all Service Providers (as defined in the RSA Scheme (New Shares)) under the RSA Scheme (New Shares) and any other Share Schemes must not in aggregate exceed 6% of the total number of Shares in issue as at the date of passing of this resolution.		

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 EGM 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 EGM 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 EGM 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 EGM other than those referred to in the notice convening the EGM.
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Monday, December 5, 2022) or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
9. The full text of the proposed resolutions is set out in the circular of the Company dated November 17, 2022.
10. **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 EGM AS AN ALTERNATIVE TO ATTENDING THE EGM 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 EGM 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).