



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)

REVISED FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON JUNE 16, 2023 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 June 16, 2023 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 dated April 20, 2023 (the “**AGM Notice**”) and the supplemental notice dated May 31, 2023 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, 2022.		
2.	(A) To re-elect Mr. Wu Taibing as an independent non-executive Director.		
	(B) To re-elect Mr. Gao Jian as a non-executive Director.		
	(C) To re-elect Ms. Jin Xu as an independent 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.		

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 this revised form of proxy (the “**Revised Form of Proxy**”) relates. If no number is inserted, the Revised 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 REVISED FORM OF PROXY MUST BE INITIALED 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 AGM Notice and the supplemental notice dated May 31, 2023 convening the Meeting.
5. This Revised 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 Revised 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 Meeting or any adjournment thereof.
8. Completion and delivery of the Revised 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 appears in the circular of the Company dated April 20, 2023 and the supplemental circular of the Company dated May 31, 2023.

IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE AGM NOTICE (THE “ORIGINAL FORM OF PROXY”) WITH THE COMPANY’S BRANCH SHARE REGISTRAR IN HONG KONG SHOULD NOTE THAT:

- (a) if no Revised Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the shareholder of the Company (the “**Shareholder**”). The proxy so appointed by the Shareholder under the Original Form of Proxy will be entitled to vote at his discretion or abstain on any resolution properly put forward to the Meeting other than those referred to in the AGM Notice, as supplemented by the supplemental notice of the Meeting, and the Original Form of Proxy, as revised by the Revised Form of Proxy;
- (b) if the Revised Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong at a time in any event not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the Original Form of Proxy previously lodged by the Shareholder; or
- (c) if the Revised Form of Proxy is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be invalid and in the latter case, the validity of the Revised Form of Proxy will be subject to the discretion of the board of directors of the Company. Whether or not the Revised Form of Proxy is valid, it will revoke the Original Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Form of Proxy will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.

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).