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**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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of GUSHENGTANG HOLDINGS LIMITED (固生堂控股有限公司) (the “**Company**”) will be held at Units 01–04, 36 Floor, Lifeng Centre, No. 761 Dongfeng East Road, Yuexiu District, Guangzhou, PRC on Wednesday, December 7, 2022 at 10:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

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

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, 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**”), a copy of which is tabled at the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, the Share Option Scheme be and is hereby approved and adopted; and 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 be and are hereby authorized 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, including without limitation to:
  - (i) to administer or authorize any person(s) as deemed appropriate at the sole discretion of the Board to administer the Share Option Scheme under which options will be granted to the persons eligible under the Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the Share Option Scheme;

- (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme and subject to the Listing Rules;
  - (iv) to make application at appropriate time or times to the Stock Exchange for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme;
- (b) 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) 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. “**THAT**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange 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)**”), a copy of which is tabled at the EGM and marked “B” and initialed by the chairman of the EGM for identification purpose, the RSA Scheme (New Shares) be and is hereby approved and adopted; and the Board and the committee duly appointed by the Board for the purpose of administering the RSA Scheme (New Shares) be and are hereby authorized 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), including without limitation to:
  - (i) to administer or authorize any person(s) as deemed appropriate at the sole discretion of the Board to administer the RSA Scheme (New Shares) under which awards will be granted to the persons eligible under the RSA Scheme (New Shares), including but not limited to determining and granting awards in accordance with the terms of the RSA Scheme (New Shares);

- (ii) to modify and/or amend the RSA Scheme (New Shares) from time to time provided that such modification and/or amendment is effected in accordance with the terms of the RSA Scheme (New Shares) relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued in respect of the awards under the RSA Scheme (New Shares) and subject to the Listing Rules;
  - (iv) to make application at appropriate time or times to the Stock Exchange for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awards under the RSA Scheme (New Shares); and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the RSA Scheme (New Shares);
- (b) 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) 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.”

By order of the Board  
**GUSHENGTANG HOLDINGS LIMITED**  
**固生堂控股有限公司**  
**Mr. Tu Zhiliang**  
*Chairman*

Hong Kong, November 17, 2022

*Notes:*

- (i) The resolutions at the EGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
- (ii) A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of himself/herself/itself; a proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

- (iii) In order to be valid, a form of proxy 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) 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. Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM or any adjournment thereof if they so wish.
- (iv) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (v) For the purpose of determining the entitlement to attend and vote at the EGM, the transfer books and register of members will be closed from Friday, December 2, 2022 to Wednesday, December 7, 2022, both days inclusive, during which period no share transfers can be registered. The record date will be December 7, 2022. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on Thursday, December 1, 2022.
- (vi) In order to facilitate the prevention and control of the spread of the COVID-19 at the EGM, the Company will implement the following measures at the EGM:
  - i. compulsory body temperature checks;
  - ii. wearing of surgical face masks; and
  - iii. no distribution of corporate gifts and refreshments.

The Shareholders are encouraged to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

*As of the date of this notice, the Board of the Company comprises Mr. TU Zhiliang as Chairman and executive director, Mr. JIANG Xiaodong, Mr. HUANG Jingsheng, Mr. XU Yongjiu, Mr. LIU Kanghua and Mr. GAO Jian as non-executive directors, Ms. JIN Xu, Mr. LI Tie and Mr. WU Taibing as independent non-executive directors.*