
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Gudou Holdings Limited, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GUDOU HOLDINGS LIMITED
古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 29 March 2019 and the notice convening an annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 16 May 2019 at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong. A supplemental notice of the annual general meeting of the Company is set out on page N-1 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the annual general meeting to the Hong Kong branch share registrar of Gudou Holdings Limited, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This supplemental circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and will also be published on the Company’s website at www.gudouholdings.com.

24 April 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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LETTER FROM THE BOARD



GUDOU HOLDINGS LIMITED 古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

Executive Directors:

Mr. Hon Chi Ming
(Chairman and Chief Executive Officer)
Mr. Huang Zhanxiong
Ms. Zhen Yaman
Mr. Hon Ka Fung

Registered office:

Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Non-Executive Director:

Mr. Ruan Yongxi

Principal place of business

in Hong Kong:
Unit 1103A, 11th Floor
COSCO Tower
Grand Millennium Plaza
183 Queen's Road Central
33 Wing Lok Street
Hong Kong

Independent non-executive Directors:

Mr. Wu Sai Him
Mr. Chiu Chi Wing
Prof. Wang Dawu

24 April 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 29 March 2019 (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the resolution to be proposed at the Annual General Meeting to approve the re-election of a Director who was appointed after the Latest Practicable Date and accordingly will retire at the Annual General Meeting pursuant to the Articles, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

RE-ELECTION OF DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 12 April 2019 in relation to, among other things, the resignation and appointment of Directors, Mr. Ruan Yongxi (“**Mr. Ruan**”) was appointed as a non-executive Director with effect from 12 April 2019. According to article 112 of the Articles, any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Ruan shall retire from office as a Director at the Annual General Meeting and he, being eligible, offers himself for re-election. Mr. Ruan will be subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years.

The biographical details of Mr. Ruan are set out below:

Mr. Ruan, aged 39, joined the Group on 12 April 2019 as a non-executive Director. He is currently an assistant to the president of China Aoyuan Group Limited (stock code: 3883) (“**Aoyuan**”) and a director of the Strategic Investment Center of Aoyuan. He joined Aoyuan in March 2018 and is responsible for strategic planning of the Aoyuan group. Mr. Ruan worked as the general manager of the Finance Center of Fantasia Holdings Group from 2014 to 2015. He was an assistant chief financial officer of Evergrande Real Estate Group Limited (now known as China Evergrande Group) (stock code: 3333) from 2008 to 2014 and audit manager of the Guangzhou Branch of Deloitte Touche Tohmatsu CPA Ltd. from 2002 to 2008. Mr. Ruan graduated from Guangdong University of Foreign Studies in June 2002, majoring in accounting.

On 12 April 2019, Mr. Ruan entered into a letter of appointment with the Company for a term of three years and his appointment may be terminated by Mr. Ruan or the Company by giving not less than three months’ prior notice in writing. Mr. Ruan is entitled to a director’s fee of HK\$180,000 per annum pursuant to the letter of appointment. Mr. Ruan’s remuneration package is generally structured by reference to market terms.

LETTER FROM THE BOARD

As at 18 April 2019, being the latest practicable date before the printing of this supplemental circular for ascertaining certain information for the purpose of inclusion in this supplemental circular, Mr. Ruan (i) had no interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company (as defined under the GEM Listing Rules); and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there is no other matter concerning Mr. Ruan's directorship with the Company that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and there are no other material matters relating to Mr. Ruan that need to be brought to the attention of the Shareholders.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the "**First Proxy Form**") sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Ruan as a Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on page N-1 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not the Shareholders are able to attend the Annual General Meeting, they are requested to complete the enclosed Second Proxy Form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited (the "**Share Registrar**"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (the "**Closing Time**"). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Ruan as a Director as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

Pursuant to the GEM Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The chairman of the Annual General Meeting will request for voting by poll on all the resolutions to be proposed at the Annual General Meeting. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquires, no Shareholder is required to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Ruan as a Director is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

By order of the Board
Gudou Holdings Limited
Hon Chi Ming
Chairman

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING



GUDOU HOLDINGS LIMITED 古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Gudou Holdings Limited (the “**Company**”) dated 29 March 2019, by which the Company convenes an annual general meeting to be held at 2:00 p.m. on Thursday, 16 May 2019 at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong (the “**Annual General Meeting**”), and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Annual General Meeting will be held to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

10. to re-elect Mr. Ruan Yongxi as a non-executive director of the Company.

By order of the Board
Gudou Holdings Limited
Hon Chi Ming
Chairman

Hong Kong, 24 April 2019

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolution numbered 10 is enclosed with the supplemental circular of the Company dated 24 April 2019 (the “**Supplemental Circular**”). Please refer to the section headed “**Supplemental Notice of Annual General Meeting and Second Proxy Form**” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.
3. As of the date of this notice, the Board comprises Mr. Hon Chi Ming, Mr. Huang Zhanxiong, Ms. Zhen Yaman and Mr. Hon Ka Fung as executive Directors, Mr. Ruan Yongxi as non-executive Director and Mr. Wu Sai Him, Mr. Chiu Chi Wing and Prof. Wang Dawu as the independent non-executive Directors.