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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Gudou Holdings Limited (the “**Company**”) will be held at 19th Floor, Tower One of Tern Centre, No.237 Queen’s Road Central, Hong Kong on Wednesday, 9 September 2020 at 2:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution of the Company.

“**THAT:**

- (a) the second cooperation and development agreement (the “**Second Cooperation Agreement**”) dated 30 June 2020 entered into between 廣東古兜旅遊集團有限公司 (in English, for identification purpose only, Guangdong Gudou Travel Group Company Limited) (“**Guangdong Gudou**”) and 奧園集團(廣東)有限公司 (in English, for identification purpose only, Guangdong Aoyuan Co., Ltd.) (“**GD Aoyuan**”) pursuant to which Guangdong Gudou and GD Aoyuan had agreed to cooperate with each other for the planning, development and operation of three parcels of land situated at Gudou hot spring resort at Jiangmen City, Guangdong Province, the PRC and operated by the Company and its subsidiaries, be and are hereby confirmed, approved and ratified; and

- (b) the directors of the Company be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Second Cooperation Agreement.”

By order of the Board
GUDOU HOLDINGS LIMITED
Hon Chi Ming
Chairman and Executive Director

Hong Kong, 19 August 2020

Registered office:

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

Principal place of business in Hong Kong:

19th Floor
Tower One of Tern Centre
No. 237 Queen's Road Central
Hong Kong

Notes:

1. A member (who is the holder of two or more shares) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
3. Shareholders whose names appear on the Company's register of members on Wednesday, 9 September 2020, will be eligible to attend and vote at the EGM. The register of members of the Company will be closed from Friday, 4 September 2020 to Wednesday, 9 September 2020 (both dates inclusive) for determining eligibility to attend and vote at the EGM. All transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m., Thursday, 3 September 2020.

4. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
5. Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following precaution and control measures at the meeting against the epidemic to protect the members from the risk of infection:
 - (i) Compulsory body temperature check will be conducted for every member or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue.
 - (ii) Every member or proxy is required to wear a surgical facial mask throughout the meeting. Furthermore, the Company wishes to advise the members, particularly the members who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the meeting as a proxy to vote on the resolutions, instead of attending the meeting in person.
6. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM.

As at the date of this notice, the board of directors of the Company comprises:

Executive Directors:

Mr. Hon Chi Ming
Mr. Huang Zhanxiong
Ms. Zhen Yaman
Mr. Hon Ka Fung

Non-executive Director:

Mr. Ruan Yongxi

Independent non-executive Directors:

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

This notice, 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 notice 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 notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” 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.