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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)**

**PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION AND  
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made by Gudou Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association (“**Memorandum and Articles of Association**”) of the Company (“**Proposed Amendments**”) and to adopt the new amended and restated memorandum of association (“**New Memorandum**”) and the new amended and restated articles of association (“**New Articles of Association**”, together with the New Memorandum, “**New Memorandum and Articles of Association**”) of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association in order to (i) bring the Memorandum and Articles of Association in line with, among other things, the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) which took effect on 1 January 2022 and the latest Companies Act (As Revised) of the Cayman Islands (“**Companies Act**”) and (ii) incorporate various consequential, tidy-up and housekeeping amendments.

The major changes that will be effected by the adoption of the New Memorandum and Articles are as follows:

1. to bring the Memorandum and Articles of Association in line with the recent amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands;
2. to replace all references to “Companies Law” with “Companies Act”, and make corresponding changes to the relevant provisions of the existing Memorandum and Articles of Association, including the insertion of the definition “Act” and the deletion of the definition of “Law”;
3. to update the address of the registered office of the Company in the Cayman Islands;
4. to provide for shareholders of the Company right to speak and vote at a general meeting except a Shareholder is required, by the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority to abstain from voting to approve the matter under consideration;
5. an annual general meeting of the Company to be held in each financial year, and such annual general meeting shall be held, within six (6) months after the end of the Company’s financial year;
6. requirement of an ordinary, rather than special, resolution of members to remove the Company’s auditors and fix the remuneration of the Company’s auditors;
7. to provide that the financial year end of the Company shall be the 31st day of December in each year which is a requirement under the Companies Act; and
8. to make other amendments for house-keeping purposes, to make minor drafting corrections, to address typographical errors and to update or clarify certain provisions so that they are better aligned with the wording of the relevant provisions of the Companies Act or the GEM Listing Rules.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders on or about 29 May 2024.

The Chinese version of the Proposed Amendments is a translation for reference only. In case of discrepancy between the English version and the Chinese version, the English version shall prevail.

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

Hong Kong, 27 May 2024

*As at the date of this announcement, the executive Directors are Mr. Hon Chi Ming, Mr. Huang Zhanxiong, Mr. Liang Juquan and Mr. Wang Jun, the non-executive Director is Mr. Tam Man Chiu, and the independent non-executive Directors are Mr. Wu Sai Him, Mr. Chan Cheuk Ho and Ms. Zhang Shao Min.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) 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](http://www.gudouholdings.com).*