



GUDOU HOLDINGS LIMITED

古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

Number of shares to which this form of proxy relates ^(Note 2)	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 21 JUNE 2024 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each (“Shares”) in the capital of Gudou Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3),
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held on Friday, 21 June 2024 at 2:00 p.m. at Gudou Hot Spring Resort, Yamen Town, Jiangmen City, Guangdong Province, China (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company (the “Directors” and each a “Director”) and the auditors of the Company for the year ended 31 December 2022.		
2.	To receive and consider the audited consolidated financial statements, the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2023.		
3.	To re-elect Mr. Hon Chi Ming as an executive Director of the Company.		
4.	To re-elect Mr. Huang Zhanxiang as an executive Director of the Company.		
5.	To re-elect Mr. Liang Juquan as an executive Director of the Company.		
6.	To re-elect Mr. Wang Jun as an executive Director of the Company.		
7.	To re-elect Mr. Tam Man Chiu as a non-executive Director of the Company.		
8.	To re-elect Mr. Chan Cheuk Ho as an independent non-executive Director of the Company.		
9.	To re-elect Mr. Wu Sai Him as an independent non-executive Director of the Company.		
10.	To re-elect Ms. Zhang Shaomin as an independent non-executive Director of the Company.		
11.	To authorise the board (the “Board”) of Directors to fix the Directors’ remuneration for the year ending 31 December 2024.		
12.	To re-appoint PricewaterhouseCoopers as the Company’s auditors and to authorise the Board to fix their remuneration.		
13.	To grant a general mandate to the Directors to allot, issue and deal with new Shares of the Company not exceeding 20% of its issued Shares.		
14.	To grant a general mandate to the Directors to repurchase Shares of the Company not exceeding 10% of its issued Shares.		
15.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by an amount not exceeding the amount of the Shares repurchased by the Company.		
SPECIAL RESOLUTION			
16.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the new amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company.		

Signature(s) ^(Note 6) _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING, or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”.** If no direction is given, your proxy may vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. A member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. The instrument appointing a proxy and (if requested by the Directors) a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
7. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said joint holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
9. The descriptions of the above resolutions are by way of summary only. The full text appears in the Company’s notice convening the Meeting.

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 (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 authorised 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/the Privacy Compliance Officer of Union Registrars Limited at the above address.