

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: nil

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Company name: Gudou Holdings Limited 古兜控股有限公司

Stock code (ordinary shares): 8308

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 27 June 2024

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 9 December 2016

Name of Sponsor(s): Celestial Capital Limited

Names of directors: Executive Directors

*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Mr. Hon Chi Ming
Mr. Huang Zhanxiang
Mr. Wang Jun
Mr. Liang Juquan

Non-Executive Director

Mr. Tam Man Chiu

Independent Non-Executive Directors

Mr. Wu Sai Him
Mr. Chan Cheuk Ho
Ms. Zhang Shaomin

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Substantial shareholder	Capacity	No. of shares	Approximate % of issued shares
Harvest Talent Investments Limited	Beneficial Owner (Note 1)	336,500,000	29.42
Mr. Hon Chi Ming	Interest of a controlled corporation (Note 1) Beneficial Owner (Note 4)	361,900,000	31.64
Ms. Li Wai Ling	Interest of spouse (Note 2)	361,900,000	31.64
Sky Success Ventures Limited	Beneficial Owner (Note 3)	143,000,000	12.50
New Ray Developments Limited	Beneficial Owner (Note 3)	143,000,000	12.50
Mr. Tam Ka Wai	Interest of a controlled corporation (Note 3)	286,000,000	25.00
Li Song Foundation Company Limited	Beneficial Owner (Note 5)	126,500,000	11.06
Mr. Li Chao Wang	Interest of a controlled corporation (Note 5) Beneficial Owner (Note 5) Interest of spouse (Note 5)	159,000,000	13.90
Ms. Song Min	Interest of a controlled corporation (Note 5) Interest of spouse (Note 5)	159,000,000	13.90

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Notes:

1. Harvest Talent Investments Limited (“Harvest Talent”) is beneficially and wholly owned by Mr. Hon Chi Ming. By virtue of the Securities and Future Ordinance (the “SFO”), Mr. Hon Chi Ming is deemed to be interested in all the Shares held by Harvest Talent. Mr. Hon Chi Ming is also the sole director of Harvest Talent.

2. By virtue of the SFO, Ms. Li Wai Ling, the spouse of Mr. Hon Chi Ming, is deemed to be interested in all the Shares in which Mr. Hon Chi Ming is interested.

3. Each of Sky Success Ventures Limited (“Sky Success”) and New Ray Developments Limited (“New Ray”) is beneficially and wholly owned by Tam Ka Wai (“Mr. Tam”). By virtue of the SFO, Mr. Tam is deemed to be interested in all the Shares held by Sky Success and New Ray. Mr. Tam is also the sole director of Sky Success and New Ray.

4. The underlying shares of the Company held under equity derivatives represented the share options (being regarded for the time being as unlisted physically settled equity derivatives) granted by the Company under the share option scheme.

5. Li Song Foundation Company Limited is beneficially owned as to 50% by Mr. Li Chao Wang and 50% by Ms. Song Min. Mr. Li Chao Wang is indirectly beneficially interested in 32,500,000 Shares, and Ms. Song Min is the spouse of Mr. Li Chao Wang. By virtue of the SFO, both Ms. Song Min and Mr. Li Chao Wang are deemed to be interested in the Shares held by each other due to their spousal relationship.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 December

Registered address:

Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands

Head office and principal place of business:

Headquarters and principal place of business in the PRC
Gudou Hot Spring Resort, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, The PRC

Principal place of business in Hong Kong

Room 1206, 12th Floor, Golden Gate Commercial Building, 136-138 Austin Road, Tsimshatsui, Kowloon, Hong Kong

Web-site address (if applicable):

www.gudouholdings.com

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Share registrar: [Cayman Islands principal share registrar](#)
Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park, P.O.Box 1350, Grand Cayman
KY1-1108, Cayman Islands

[Hong Kong branch share registrar](#)
Union Registrars Limited
Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338
King's Road, North Point, Hong Kong

Auditors: [PricewaterhouseCoopers](#)

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is a hot spring resort and hotel operator and a tourism property developer in the PRC. The Group operates and manages the hot spring resort and hotel facilities of Gudou Hot Spring Resort and provides consultancy and/or management services, and it also develops and sells tourism properties Guangdong Province.

C. Ordinary shares

Number of ordinary shares in issue: [1,143,767,467](#)

Par value of ordinary shares in issue: [0.01](#)

Board lot size (in number of shares): [4,000](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [N/A](#)

D. Warrants

Stock code: [N/A](#)

Board lot size: [N/A](#)

Expiry date: [N/A](#)

Exercise price: [N/A](#)

Conversion ratio: [N/A](#)
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [N/A](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

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Share Options:

At the general meeting of the Company held on 18 November 2016, the shareholders of the Company approved the adoption of a share option scheme (the "Scheme") for the purpose of providing rewards to the participants. The Scheme is valid and effective for a period of ten years from 18 November 2016 and permits the Company to grant options to any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member the Group and any advisers, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture partners, promoters, service providers of any member of the Group who the Board considers, in its sole discretion, to have contributed or will contribute to the Group.

The subscription price for the shares will be a price determined by the board of directors, but shall not be lower than the highest of (i) the closing price of the shares on GEM of the Exchange on the date of grant of the option which must be a trading day, (ii) the average closing price of shares as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant and (iii) the nominal value of the shares. An offer for the grant of options must be accepted within 5 days from the date of the offer and a nominal consideration of HK\$1 is payable on acceptance of the grant of options. The maximum number of shares in respect of which options may be granted under the Scheme shall not in aggregate exceed 10% of the issued share capital of the Company on the date of listing of the company, i.e. 9 December 2016 unless the shareholders approve to refresh the 10% limit. The overall limit in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes shall not exceed 30% of the shares of the Company in issue from time to time.

As of 5 April 2017, the Company has 51,940,000 options outstanding which are exercisable into 51,940,000 shares, among which 15,680,000 options have lapsed pursuant to the terms of the share option scheme.

On 20 June 2022, the Company has further granted an aggregate of 54,300,000 options to eligible participants which are exercisable into 54,300,000 shares, among which 5,043,100 options have lapsed pursuant to the terms of the share option scheme.

On 27 June 2024, the Company has further granted an aggregate of 49,100,000 options to eligible participants which are exercisable into 49,100,000 shares.

Date of grant	Number of options granted	Exercise price	Validity period of the options under the Scheme
5 April 2017	51,940,000	HK\$0.62	The options are subject to the vesting schedule below and are exercisable during each exercise period specified below

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<u>Exercise Period</u>		<u>Number of underlying Shares subject to the Options:</u>	
5/4/2018 to 4/4/2025		25% of the total number of shares fall to be issued on exercise of the options	
5/4/2019 to 4/4/2025		25% of the total number of shares fall to be issued on exercise of the options	
5/4/2020 to 4/4/2025		25% of the total number of shares fall to be issued on exercise of the options	
5/4/2021 to 4/4/2025		25% of the total number of shares fall to be issued on exercise of the options	
Date of grant	Number of options granted	Exercise price	Validity period of the options under the Scheme
20 June 2022	54,300,000	HK\$0.1742	20 June 2022 to 17 November 2026, both days inclusive
Date of grant	Number of options granted	Exercise price	Validity period of the options under the Scheme
27 June 2024	49,100,000	HK\$0.103	The options are subject to the vesting schedule below and are exercisable during the exercise period specified below
<u>Exercise Period</u>		<u>Number of underlying Shares subject to the Options:</u>	
27/6/2025 to 26/6/2032		100% of the total number of shares fall to be issued on exercise of the options	

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(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Hon Chi Ming
(Name)

Title: Chairman and Executive Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.