# 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) | |
|---|---|

## SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 16 MAY 2019 (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 Thursday, 16 May 2019 at 2:00 p.m. at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong (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 dated 29 March 2019 (the "**Original Notice**") and the supplemental notice convening the Meeting dated 24 April 2019 (the "**Supplemental Notice**") 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 2018. | | |
| 2. | To re-elect Mr. Hon Ka Fung as an executive Director of the Company. | | |
| 3. | To re-elect Mr. Chiu Chi Wing as an independent non-executive Director of the Company. | | |
| 4. | To re-elect Mr. Wu Sai Him as an independent non-executive Director of the Company. | | |
| 5. | To authorise the Directors to fix the Directors' remuneration for the year ending 31 December 2019. | | |
| 6. | To re-appoint PricewaterhouseCoopers as the Company's auditors and to authorise the Directors to fix their remuneration. | | |
| 7. | 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. | | |
| 8. | To grant a general mandate to the Directors to repurchase Shares of the Company not exceeding 10% of its issued Shares. | | |
| 9. | 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. | | |
| 10. | To re-elect Mr. Ruan Yongxi as a non-executive Director of the Company. | | |

Signature(s) (Note 5) _____ 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 proxy relates. If no number is inserted, this second form of proxy (the "**Second Proxy Form**") 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 SECOND FORM OF PROXY MUST BE INITIALLED 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 Original Notice and Supplemental Notice.
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, Tricor Investor Services Limited (the "**Share Registrar**"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting (the "**Closing Time**").
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 Original Notice and Supplemental Notice.
10. If you have already lodged the first form of proxy issued by the Company on 29 March 2019 (the "**First Proxy Form**") with the Share Registrar, please 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 you if correctly completed. The proxy so appointed by you 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 Yongxi as a Director as set out in the Supplemental Notice 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 you. The Second Proxy Form will be treated as a valid form of proxy lodged by you 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 you 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, you are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.
11. If you have not yet lodged the First Proxy Form with the Share Registrar, you are required to lodge this Second Proxy Form if you wish to appoint proxy(ies) to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

### 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 Tricor Investor Services Limited at the above address.