



GUDOU HOLDINGS LIMITED

古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) share(s)
of HK\$0.01 each of Gudou Holdings Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting
(the “EGM”) of the Company or _____
of _____
to act as my/our proxy (note c) at the EGM to be held at 2:00 p.m. on Tuesday, 17 September 2019 at Room 3, 10/F, United Centre, 95
Queensway, Admiralty, Hong Kong and at any adjournment thereof and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolution as hereunder
indicated (note d)

	ORDINARY RESOLUTION	FOR (note d)	AGAINST (note d)
(a)	the cooperation and development agreement (the “Cooperation Agreement”) dated 16 July 2019 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 five 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 Cooperation Agreement.		

Dated _____ 2019 Shareholder’s signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the EGM in person to represent you. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words “the chairman of the extraordinary general meeting (the “EGM”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “FOR” against such resolution. If you wish to vote against a resolution, please tick (“✓”) the box marked “AGAINST” against such resolution. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- The form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any 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, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the EGM or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

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 EGM of the Company (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 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. You/your proxy (or proxies) has/ have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.