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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Gudou Holdings Limited (the “**Company**”) will be held at 2:00 p.m., on Tuesday, 17 September 2019 at Room 3, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution of the Company.

“**THAT:**

- (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.”

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

Hong Kong, 2 September 2019

Registered office:

Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal place of business in Hong Kong:

Unit 1103A, 11/F, COSCO Tower
Grand Millennium Plaza
183 Queen's Road Central
33 Wing Lok Street, Hong Kong

Notes:

1. A member (who is the holder of two or more shares) entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Wednesday, 11 September 2019. In order to be eligible to attend and vote at the Meeting, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 September 2019.
4. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
5. Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting.

As at the date of this notice, the board of directors of the Company comprises:

Executive Directors:

Mr. Hon Chi Ming
Mr. Huang Zhanxiong
Ms. Zhen Yaman
Mr. Hon Ka Fung

Non-executive Director:

Mr. Ruan Yongxi

Independent non-executive Directors:

Mr. Wu Sai Him
Mr. Chiu Chi Wing
Prof. Wang Dawu

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page 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.