

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 16 June 2022.

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

**Executive Directors**  
Mr. Hon Chi Ming  
Mr. Huang Zhanxiang  
Mr. Hon Ka Fung  
Mr. Liang Juquan

**Non-Executive Director**  
Mr. Ruan Yongxi

**Independent Non-Executive Directors**  
Mr. Wu Sai Him  
Mr. Chiu Chi Wing  
Prof. Wang Dawu

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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	34.34
Mr. Hon Chi Ming	Interest of a controlled corporation (Note 1)	336,500,000	34.34
Ms. Li Wai Ling	Interest of spouse (Note 2)	336,500,000	34.34
Phoenix Virtue Limited	Beneficial Owner (Note 3)	286,000,000	29.18
Add Hero Holdings Limited	Interest of a controlled corporation (Note 3)	286,000,000	29.18
China Aoyuan Group Limited	Interest of a controlled corporation (Note 3)	286,000,000	29.18

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. Phoenix Virtue Limited is beneficially and wholly owned by China Aoyuan Group Limited (“China Aoyuan”) through Add Hero Holdings Limited. By virtue of the SFO, China Aoyuan is deemed to be interested in all the Shares held by Phoenix Virtue Limited.

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 1501, 15th Floor, Phase II of Austin Tower, No. 152 Austin Road, Kowloon, Hong Kong.

Web-site address (if applicable):

[www.gudouholdings.com](http://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: [980,000,000](#)

Par value of ordinary shares in issue: [HK\\$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).*

**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 nonexecutive directors) and employees of any member the Group and any advisers, consultants, distributors, contractors,

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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. As at the date of this company information sheet, the Company has 43,610,000 options which are exercisable into 43,610,000 shares.

<b>Date of grant</b>	<b>Number of options granted</b>	<b>Exercise price</b>	<b>Validity period of the options under the Scheme</b>
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.
<b><u>Exercise Period</u></b>		<b><u>Number of underlying Shares subject to the Options:</u></b>	
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	

*(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 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.

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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.*