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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Resignation of Director

The board (the “**Board**”) of directors (the “**Director(s)**”) of Gudou Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Prof. Wang Dawu (“**Prof. Wang**”) has resigned as an independent non-executive Director of the Company, a member of the audit committee, the independent investigation committee, the nomination committee and the remuneration committee, with effect from 11 March 2024, due to health reasons.

Prof. Wang confirmed that he has no disagreement with the Board, the board committees of the Company, the Company and/or the Group, and there is no other matter in respect of his resignations that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

Appointment of Director

The Board further announces that Ms. Zhang Shaomin* (“**Ms. Zhang**”) has been appointed as an independent non-executive Director of the Company, a member of the audit committee of the Company, the independent investigation committee of the Company, the nomination committee of the Company and the remuneration committee of the Company with effect from 11 March 2024.

Ms. Zhang, aged 58, obtained a bachelor’s degree in administration from the Huazhong University of Science and Technology in 2005.

Ms. Zhang has 35 years of experience in the financial industry and is familiar with the management framework, corporate governance, brand management, corporate strategic management and internal control systems of financial institutions. Before joining the Group, Ms. Zhang served as a director of two Chinese banks from 2018 to 2022. From 2011 to 2017, Ms. Zhang served as a director and vice president of Jiangmen Xinhui Rural Commercial Bank Co., Ltd. Ms. Zhang had been holding various positions in Chinese banks since 1987.

The Company has entered into a letter of appointment with Ms. Zhang for a term of three years commencing from 11 March 2024 and her appointment may be terminated by either Ms. Zhang or the Company by giving not less than one month's prior notice in writing. Ms. Zhang shall hold office until the next annual general meeting of the Company, where she shall be eligible for re-election in accordance with the Company's articles of association, and thereafter subject to retirement by rotation at least once every three years and will be eligible for re-election at the Company's annual general meetings in accordance with the Company's articles of association. Ms. Zhang is entitled to receive a remuneration of HK\$60,000 per year, which was determined with reference to her qualification, experience, level of responsibilities undertaken and prevailing market conditions.

As at the date of this announcement, Ms. Zhang (i) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) did not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company (as defined under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**")); and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there is no other matter concerning Ms. Zhang's directorship with the Company that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and there are no other material matters relating to Ms. Zhang that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Prof. Wang for his valuable contribution to the Group during his tenure of office and also extend its welcome to Ms. Zhang on her new appointments.

By Order of the Board
Gudou Holdings Limited
Hon Chi Ming
Chairman and Executive Director

Hong Kong, 11 March 2024

The English translation of names or any descriptions in Chinese are marked with “” and is for identification purpose only.*

As at the date of this announcement, the executive Directors are Mr. Hon Chi Ming, Mr. Huang Zhanxiong, Mr. Wang Jun and Mr. Liang Juquan, the non-executive Director is Mr. Tam Man Chiu, and the independent non-executive Directors are Mr. Wu Sai Him, Mr. Chan Cheuk Ho and Ms. Zhang Shaomin.

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 “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.gudouholdings.com.