

GUDOU HOLDINGS LIMITED 古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2023

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Hong Kong Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Hong Kong Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 in this announcement misleading.

FIRST QUARTERLY RESULTS

The Board is pleased to announce the unaudited consolidated financial statements of the Group for the three months ended 31 March 2023 together with the comparative unaudited figures for the corresponding period in 2022, as follows:

UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2023

			Three months ended 31 March			
	Note	2023 <i>RMB'000</i> (Unaudited)	2022 <i>RMB '000</i> (Unaudited)			
Revenue Cost of sales	3	14,683 (13,021)	12,925 (14,216)			
Gross profit/(loss)		1,662	(1,291)			
Other income Fair value loss on investment properties Selling expenses Administrative expenses		620 (30,050) (437) (5,482)	34 (690) (913) (6,452)			
Loss from operations Finance costs		(33,687) (3,340)	(9,312) (4,045)			
Loss before tax Income tax expenses	4	(37,027) 7,513	(13,357) 171			
Loss for the period Other comprehensive income		(29,514)	(13,186)			
for the period, net of tax Items that may be reclassified to profit or loss: Currency translation differences		183	163			
Total comprehensive loss for the period		(29,331)	(13,023)			
Loss per share		2023 <i>RMB cents</i> (Unaudited)	2022 <i>RMB cents</i> (Unaudited)			
Basic and diluted	6	(2.95)	(1.35)			

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2023

	Share capital <i>RMB'000</i>	Share Premium <i>RMB'000</i>	Fair value reserve <i>RMB'000</i>	Foreign currency translation reserve <i>RMB'000</i>	Share- based payment reserve <i>RMB'000</i>	Capital reserve <i>RMB'000</i>	Other reserve RMB'000	Retained profits <i>RMB'000</i>	Total equity <i>RMB'000</i>
As at 1 January 2023 (Audited)	8,804	102,662	(3,386)	(7,598)	13,782	(277)	69,528	69,486	253,001
Comprehensive income Loss for the period Other comprehensive income	-	-	-	-	-	-	-	(29,514)	(29,514)
Currency translation differences				183					183
Total comprehensive loss for the period				183				(29,514)	(29,331)
Transactions with owners in their capacity as owners									
Issue of shares upon exercising share options Issue of shares upon exercising convertible bonds	75 1,108	1,311 22,165	-	-	-	-	-	-	1,386 23,273
Total transactions with owners	1,183	23,476							24,659
As at 31 March 2023 (Unaudited)	9,987	126,138	(3,386)	(7,415)	13,782	(277)	69,528	39,972	248,329

	Share capital RMB '000	Share Premium <i>RMB</i> '000	Fair value reserve <i>RMB</i> '000	Foreign currency translation reserve <i>RMB</i> '000	Share- based payment reserve <i>RMB</i> '000	Capital reserve RMB'000	Other reserve RMB'000	Retained profits <i>RMB</i> '000	Total equity <i>RMB'000</i>
As at 1 January 2022 (Audited)	8,669	99,249	(3,386)	(3,510)	11,496	(277)	69,528	201,580	383,349
Comprehensive income Loss for the period Other comprehensive income Currency translation differences					-			(13,186)	(123,186)
Total comprehensive loss for the period				163				(13,186)	(13,023)
As at 31 March 2022 (Unaudited)	8,669	99,249	(3,386)	(3,347)	11,496	(277)	69,528	188,394	370,326

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

1. GENERAL INFORMATION

The Company was incorporated on 10 January 2014 in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is Gudou Hot Spring Resort Complex, Yamen Town, Xinhui, Jiangmen, Guangdong Province, the People's Republic of China ("the PRC") (中國廣東省江門市新會區崖門鎮古兜 溫泉綜合度假村). The Company's shares are listed on the GEM" of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 9 December 2016.

The Company is an investment holding company. The principal activities of its subsidiaries are the operation and management of Gudou Hot Spring Resort and provision of consultancy and/or management services to third party resort and hotel operators and the development and sales of tourism properties in Guangdong Province.

These financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

2. BASIS OF PREPARATION

The unaudited consolidated financial statements of the Group for the Relevant Period have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance.

The unaudited consolidated financial statements of the Group for the Period have been prepared under the historical cost convention, as modified by the revaluation of investment properties.

The preparation of the unaudited consolidated financial statements is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group's accounting policies.

The unaudited consolidated financial statements for the Relevant Period have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee.

3. **REVENUE**

The Group's revenue derived from its major products and services during the period is as follows:

	Three months ended 31 March		
	2023		
	<i>RMB'000</i>	RMB '000	
	(Unaudited)	(Unaudited)	
Resort related operation			
Admission income			
— Hot Spring Valley	3,097	3,189	
Catering income	2,607	2,040	
Conference fee income	114	126	
Massage service income	_	112	
Rental income	695	548	
Other service income	761	1,179	
Merchandise sales income	47	43	
Room revenue	7,362	5,688	
	14,683	12,925	
Tourism properties			
Property sales			
	14,683	12,925	
Timing of revenue recognition			
At a point in time	5,865	5,535	
Over time	5,805 8,818	7,390	
		7,390	
	14,683	12,925	

4. INCOME TAX EXPENSES

For the three months ended 31 March 2023, no provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong (three months ended 31 March 2022: Nil). The Group's subsidiaries in the PRC are subject to the PRC enterprise income tax at a rate of 25% on estimated assessable profits.

	Three months ended 31 March			
	2023 <i>RMB'000</i> (Unaudited)	2022 <i>RMB</i> '000 (Unaudited)		
Current tax PRC enterprise income tax Land appreciation tax		1		
Deferred tax	(7,513)	1 (172)		
	(7,513)	(171)		

5. DIVIDEND

No dividend was paid or declared by the Company during the three months ended 31 March 2023, nor has any dividend been proposed since the end of the reporting period (three months ended 31 March 2022: Nil).

6. LOSS PER SHARE

Basic

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Three montl 31 Mai	
	2023	2022
	(Unaudited)	(Unaudited)
Loss attributable to owners of the Company (RMB'000)	(29,514)	(13,186)
Weighted average number of ordinary shares in issue ('000)	999,566	980,000
Basic loss per share (RMB cents)	(2.95)	(1.35)

Note:

For the three months ended 2023 and 2022, the diluted loss per share were equal to the basic loss per share because the Company was in loss position.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged in (i) the operation and management of Gudou Hot Spring Resort and provision of consultancy and/or management services; and (ii) the development and sale of tourism properties in Guangdong Province.

For the three months ended 31 March 2023, revenue of the Group was approximately RMB14.7 million, representing an increase of approximately 13.6% as compared to the corresponding period in 2022 (three months ended 31 March 2022: approximately RMB12.9 million). Loss attributable to owners of the Company for the three months ended 31 March 2023 amounted to approximately RMB29.5 million (Loss attributable to owners of the Company for the three months ended 31 March 2022: approximately RMB13.2 million).

Hot Spring Resort and Hotel Operations

The Group's hot spring resort and hotel operations business increased during the Period since several preventive measures for the epidemic, including travel restrictions and mandatory quarantine, were ceased. The Group's turnover derived from hot spring resort and hotel operations increased by approximately 13.6% to approximately RMB14.7 million when compared to the corresponding period of previous year. During the Period, the Group recorded an increase in revenue generated from catering income to approximately RMB2.6 million, representing an increase of approximately 27.8% compared to that of 2022. The room revenue generated from the Group's seven themed hotel complexes increased by approximately 29.4% to approximately RMB7.4 million for the three months ended 31 March 2023 compared to that in 2022. The Occupancy Rate of the Group's seven themed hotel complexes increased from approximately 26.1% for the three months ended 31 March 2022 to approximately 28.0% for the three months ended 31 March 2023. The average room rate of the Group's themed hotel complexes decreased from approximately RMB37 for the three months ended 31 March 2022 to approximately, RMB326 for the three months ended 31 March 2023.

Tourism Property Development

The Group did not conduct any sale of tourism property for the three months ended 31 March 2023. The Directors expected the sale of the jointly developing property projects, Gudou Yishui Mingting Apartments and Guanshanyue Apartments, to continue in 2023 and to deliver the properties to the customers from 2023 onwards.

Financial review

Revenue

The Group recorded turnover of approximately RMB14.7 million for the Period (three months ended 31 March 2022: approximately RMB12.9 million), representing an increase of approximately 13.6% when compared with the corresponding period in the previous year. The increase in turnover was primarily attributable to the increase in revenue generated from the Group's hot spring resort and hotel operations business. The increase in the Group's revenue generated from hot spring resort and hotel operations was primarily attributable to the economic activity resumes growth after social unblocking. The Group did not record turnover from the tourism property development during the Period due to sluggish demand in the real estate market.

Cost of Sales

The Group's cost of sales for the Period was approximately RMB13.0 million, representing a decrease of approximately 8.4% from approximately RMB14.2 million for the three months ended 31 March 2022. Such decrease was primarily due to the decrease in staff cost during the Period.

Gross (Profit)/Loss and Gross (Profit)/Loss Margin

The Group's gross profit amounted to approximately RMB1.7 million for the Period, while the Group recorded a gross profit of RMB1.3 million for the same period of last year. The main reason for the change is the economic recovery after the epidemic. The Group's gross profit margin for the Period was approximately 11.3% as compared to a gross loss margin of approximately 10.0% for the same period of last year. Such change in the Group's gross profit margin for the Period was primarily due to the increase in revenue generated from the Group's hot spring resort and hotel operations business during the Period.

Loss Before Tax

The Group's loss before tax amounted to approximately RMB33.7 million for the Period when compared to a loss before tax of approximately RMB9.3 million for the same period of last year, primarily reflecting the fair value loss on investment properties in the Period.

Income Tax Credit

The Group's income tax credit for the Period were approximately RMB7.5 million, representing an increase by approximately RMB7.3 million from approximately RMB0.2 million tax expenses for the three months ended 31 March 2022, which is mainly due to a decrease in deferred tax expenses, which reflects the fair value losses on investment properties of the Group during the Period.

BUSINESS PROSPECT

Prospect

Gudou is founded on our belief in the importance of health regimen to human beings and well-being of body and mind and the vision to improve quality of life of the general public. We believe that people are becoming more health- conscious since the outbreak of COVID-19 and demand for health and wellness business will continue to increase.

Following the impact of COVID-19, the Group has gradually established an efficient and effective business model that could adapt to the normalization of the pandemic, and kept on striving to improve the quality of Gudou's software and hardware as well as the brand recognition. We believe that tourists will come back and search for tourism spots allowing them to maintain their wellness while on the go and consumption power will bring a prosperous future after the pandemic has passed. The Group will continue to place health and wellness at our core. We will leverage our brand asset and continue to develop attractive product and service offering such as provision of indulgent catering options and scaling up our beauty and spa services by placing emphasis on traditional Chinese healing philosophies with an aim to elevate the level of secondary consumption within our Gudou Hot Spring Resort. Management will also seek opportunity to grows our hotel footprint in China to further diversify our income.

COMPETING INTERESTS

None of the Directors or controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competed or might compete with the business of the Group or had any other conflict of interest with the Group during the three months ended 31 March 2023.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company (not being a contract of service with any Director of the Company or any person engaged in the full-time employment of the Company) was entered into or was subsisting during the three months ended 31 March 2023.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests.

During the three months ended 31 March 2023, the Company has complied with the applicable code provisions of the CG Code, except that Mr. Hon is currently performing the roles of chairman and chief executive officer of the Company. Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should not be performed by the same individual. Taking into account Mr. Hon's strong expertise in the hot spring and hotel industry, the Board considered that the roles of chairman and chief executive officer of the Company being performed by Mr. Hon enables more effective and efficient overall business planning, decision making and implementation thereof by the Group. In order to maintain good corporate governance and fully comply with such code provision, the Board will regularly review the need to appoint different individuals to perform the roles of chairman and chief executive officer of the Company separately.

SHARE OPTION SCHEME

The Company conditionally adopted the Share Option Scheme on 18 November 2016 which became unconditional upon the Listing for a period of 10 years from 9 December 2016.

On 5 April 2017 and 20 June 2022, the Company granted options (the "Options") under its Share Option Scheme. Details of the movement of the Options granted during the Period are as follows:

		Exercise price per						
	Date of	share						
Grantees	grant	HK\$	Exercise period		Nı	imber of Option	8	
				balance			cancelled/ lapsed/	balance
				as at	granted	exercised	forfeited	as at
				1 January	during the	during the	during the	31 March
Directors				2023	Period	Period	Period	2023
Mr. Hon	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	4,900,000	_	_	_	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	-	-	-	-	4,900,000
Mr. Huang Zhan Xiong	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	4,900,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	6,116,000	-	-	-	11,016,000
Mr. Liang Juquan	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	4,900,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	9,320,000	-	(2,934,200)	-	11,285,800
Mr. Hon Ka Fung	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	2,450,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	7,616,000	-	(2,176,900)	-	7,889,100

	Date of	Exercise price per share						
Grantees	grant	HK\$	Exercise period		N	umber of Option	8	
Directors				balance as at 1 January 2023	granted during the Period	exercised during the Period	cancelled/ lapsed/ forfeited during the Period	balance as at 31 March 2023
Mr. Wu Sai Him	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	2,450,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	900,000	-	(300,000)	-	3,050,000
Mr. Chiu Chi Wing	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	2,450,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	900,000	-	(300,000)	-	3,050,000
Prof. Wang Dawu	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	2,450,000	-	-	-	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	-	-	-	-	2,450,000
Mr. Wang Jun	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	4,900,000				
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	8,976,000		(2,578,900)		11,297,100
				63,228,000	-	(15,513,800)	-	54,938,000
Consultant								
Mr. Hui Chin Tong	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	7,840,000	_	-	-	7,840,000
Employee in aggregate	5-Apil-17	0.62 (Note 1)	Subject to the vesting schedule below	6,370,000	-	-	_	
	20-June-22	0.1742 (Note 2)	20/06/2022-17/11/2026	5,600,000		(300,000)		11,670,000
				83,038,000		(15,813,800)	_	74,448,000

The share options are subject to the vesting schedule below and are exercisable during each exercise period specified below:

Exercise Period	Number of underlying Shares subject to the share options:
5 April 2018 to 4 April 2025	25% of the total number of Shares fall to be issued on exercise of the share options
5 April 2019 to 4 April 2025	25% of the total number of Shares fall to be issued on exercise of the share options
5 April 2020 to 4 April 2025	25% of the total number of Shares fall to be issued on exercise of the share options
5 April 2021 to 4 April 2025	25% of the total number of Shares fall to be issued on exercise of the share options

Notes:

- 1. The closing price per Share as quoted on the Stock Exchange on the day immediately before the date of grant (i.e. as of 3 April 2017) was HK\$0.60.
- 2. The closing price per Share as quoted on the Stock Exchange on the date of grant (i.e. as of 20 June 2022) was HK\$0.17.
- 3. Save as disclosed in the above table, no options were granted, exercised, forfeited and expired during the period covered by the above table.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's securities during the three months ended 31 March 2023.

AUDIT COMMITTEE

The audit committee has reviewed this announcement and the Group's unaudited consolidated financial results for the three months ended 31 March 2023, and is of the opinion that the preparation of such results complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"associate(s)"	has the meaning as ascribed thereto under the GEM Listing Rules
"Board"	the board of Directors
"CG Code"	Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules
"close associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Company"	Gudou Holdings Limited (古兜控股有限公司), a company incorporated as an exempted company with limited liability in the Cayman Islands
"Cooperation Agreement"	a cooperation and development agreement dated 16 July 2019 and entered into between Guangdong Gudou and GD Aoyuan in relation to the development of the Target Land
"Director(s)"	the director(s) of the Company
"GD Aoyuan"	Guangdong Aoyuan Co., Ltd.* (奧園集團 (廣東) 有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of China Aoyuan Group Limited
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time as the context may require
"GFA"	gross floor area

"Group"	the Company and its subsidiaries
"Guangdong Gudou"	Guangdong Gudou Travel Group Company Limited*(廣東古兜旅遊集團有限公司), a wholly foreign-owned enterprise established in the PRC and an indirect wholly-owned subsidiary of the Company
"Guanshanyue Apartments"	Guanshanyue Apartments* (觀山悦公館), a tourism property project under development in accordance with the Cooperation Agreement
"Gudou Hot Spring Resort"	Gudou Hot Spring Resort*(古兜溫泉綜合度假村), the hot spring resort located at Jiangmen City, Guangdong Province, the PRC and operated by the Group
"Gudou Yishui Mingting Apartments"	Gudou Yishui Mingting Apartments*(古兜依水茗亭), a tourism property project under development in accordance with the Cooperation Agreement
"Harvest Talent"	Harvest Talent Investments Limited, a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Hon and is one of the controlling shareholders of the Company
"HK\$" or "HK dollar(s)" and "cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing"	the listing of the Shares on GEM on 9 December 2016
"Mr. Hon"	Mr. Hon Chi Ming, founder, chairman, chief executive officer, an executive Director and a controlling shareholder of the Company
"Mrs. Hon"	Ms. Li Wai Ling, the spouse of Mr. Hon and the mother of Mr. Hon Ka Fung
"Occupancy Rate"	Total Occupied Room Nights of a hotel during a period divided by the Total Available Room Nights
"Option(s)"	share options granted on 5 April 2017 pursuant to the Share Option Scheme
"Period"	the three months ended 31 March 2023

"PRC"	the People's Republic of China, save that, for the purpose of this announcement and unless the context otherwise requires, references in this announcement do not include Hong Kong, Macau and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK\$0.01 each in the share capital of the Company
"Share Option Scheme"	share option scheme conditionally approved and adopted by the Company on 18 November 2016
"Target Land"	the five parcels of land of approximately 67,860.7 sq.m. in total located at the Gudou Hot Spring Resort and legally and beneficially owned by Guangdong Gudou
"Total Available Room Nights"	all rooms nights available for sale excluding those under renovation or repair and those not for letting
"Total Occupied Room Nights"	all rooms nights sold and room nights provided to guests and property owners on a complimentary basis
"Yuequan Huju Hotel"	Yuequan Huju Hotel* (月泉湖居酒店), a new themed hotel complex which commenced operation in July 2019
···0/0''	per cent

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

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

Hong Kong, 27 March 2024

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. Chan Cheuk Ho, Mr. Chiu Chi Wing and Ms. Zhang Shaomin.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at www. hkexnews.hk on the "Latest Listed Company Information" 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.