

Gudou Holdings Limited
古兜控股有限公司
(the “Company”)

Procedures for Nomination of Directors by Shareholders

1. Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), Gudou Holdings Limited (the “**Company**”) sets out below the procedures by which shareholders of the Company (the “**Shareholder(s)**”) may nominate a person for election as a director of the Company (“**Director**”).
2. According to article 113 of the Articles of Associations of the Company (the “**Articles**”), no person, other than a retiring Director, shall, unless recommended by the board of Directors (the “**Board**”) for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company.
3. Accordingly, if a Shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the Board or the company secretary of the Company at its principal place of business in Hong Kong at Unit 1103A, 11th Floor, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, 33 Wing Lok Street, Hong Kong:-
 - (a) a written notice signed by the Shareholder(s) who is/are duly qualified to attend and vote at the meeting, of his/her/its/their intention to propose the Proposed Candidate for election as a Director; and
 - (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director.
4. The period of lodgement of such notices required under article 113 of the Articles will commence on the day after the despatch of the notice of the general meeting appointed for such election and the minimum length of the period during which such notices to the Company may be given will be at least seven days.
5. In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his/her biographical details as required under Rule 17.50(2) of the GEM Listing Rules, as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and

the Proposed Candidate's written consent to the publication of his/her personal data.

6. Upon receipt of the written notices from the Shareholder(s) to propose the Proposed Candidate(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the GEM Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.
7. If you any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit 1103A, 11th Floor, COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, 33 Wing Lok Street, Hong Kong.

8 December 2016

Note: If there is any inconsistency between the English and Chinese versions of these Procedures for Nomination of Directors by Shareholders, the English version shall prevail.