



GUDOU HOLDINGS LIMITED

古兜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 8308)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2024

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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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 herein or in this announcement misleading.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2024

	Note	Six months ended 30 June	
		2024 RMB'000 (unaudited)	2023 RMB'000 (unaudited)
Revenue	3	22,494	23,382
Cost of sales		<u>(26,899)</u>	<u>(25,621)</u>
Gross loss		(4,405)	(2,239)
Other income	4	34	647
Fair value loss on investment properties		(6,700)	(33,350)
Write-back of impairment of trade receivables		1,020	—
Selling expenses		(1,661)	(1,188)
Administrative expenses		<u>(11,534)</u>	<u>(11,395)</u>
Loss from operations		(23,246)	(47,525)
Finance costs		<u>(6,050)</u>	<u>(7,192)</u>
Loss before tax		(29,296)	(54,717)
Income tax expenses	6	<u>1,675</u>	<u>8,337</u>
Loss for the periods		(27,621)	(46,380)
Other comprehensive loss for the periods, net of tax			
<i>Items that may be reclassified to profit or loss:</i>			
Currency translation differences		<u>(604)</u>	<u>(671)</u>
Total comprehensive loss for the periods		<u><u>(28,225)</u></u>	<u><u>(47,051)</u></u>
Loss per share			
		Six months ended 30 June	
		2024	2023
		RMB cents	RMB cents
		(unaudited)	(unaudited)
Basic and diluted loss per share	8	<u><u>(2.4)</u></u>	<u><u>(4.4)</u></u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

		As at 30 June 2024	As at 31 December 2023
	<i>Note</i>	<i>RMB'000</i> (unaudited)	<i>RMB'000</i> (audited)
Non-current assets			
Property, plant and equipment	9	172,219	185,445
Right-of-use assets		11,237	11,820
Investment properties		512,500	519,200
Financial assets at fair value through other comprehensive income		55	55
Deferred tax assets		6,985	6,985
		<u>702,996</u>	<u>723,505</u>
Current assets			
Properties held for sale		126,386	126,386
Inventories		2,435	2,645
Accounts receivable	10	978	4,852
Prepayments, deposits and other receivables		12,205	13,499
Amount due from a joint operator		45,509	45,632
Restricted bank balances		970	970
Bank and cash balances		2,811	3,575
		<u>191,294</u>	<u>197,559</u>
TOTAL ASSETS		<u><u>894,290</u></u>	<u><u>921,064</u></u>
Current liabilities			
Accounts payable	11	57,585	51,515
Accruals and other payables		87,493	86,588
Settlement payable for discharge of the joint operation		64,137	64,137
Borrowings	12	202,783	206,267
Lease liabilities		664	684
Current tax liabilities		63,978	63,978
Contract liabilities		75,933	77,662
		<u>552,573</u>	<u>550,831</u>

		As at 30 June 2024 <i>RMB'000</i> (unaudited)	As at 31 December 2023 <i>RMB'000</i> (audited)
	<i>Note</i>		
Non-current liabilities			
Borrowings	12	13,300	13,300
Lease liabilities		6,057	6,394
Loan from a related party		7,769	7,078
Deferred tax liabilities		145,049	146,723
Deferred income		11,500	11,950
		<u>183,675</u>	<u>185,445</u>
TOTAL LIABILITIES		<u>736,248</u>	<u>736,276</u>
Capital and reserves			
Share capital		10,112	10,051
Reserves		147,930	174,737
		<u>158,042</u>	<u>184,788</u>
TOTAL EQUITY		<u>158,042</u>	<u>184,788</u>
TOTAL LIABILITIES AND EQUITY		<u>894,290</u>	<u>921,064</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

	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 <i>RMB'000</i>	Retained profits <i>RMB'000</i>	Total equity <i>RMB'000</i>
As at 1 January 2024 (Audited)	10,051	132,627	(3,386)	(7,298)	10,603	(277)	69,528	(27,060)	184,788
Comprehensive loss									
Loss for the period	-	-	-	-	-	-	-	(27,621)	(27,621)
Other comprehensive loss									
Currency translation differences	-	-	-	(604)	-	-	-	-	(604)
Total comprehensive loss for the period	-	-	-	(604)	-	-	-	(27,621)	(28,225)
Transaction with Owners									
Issue of shares upon exercising share options	61	1,756	-	-	(545)	-	-	-	1,272
Transfer upon lapse of share options	-	-	-	-	(522)	-	-	522	-
Share-based payment	-	-	-	-	207	-	-	-	207
Total transactions with owners	61	1,756	-	-	(860)	-	-	522	1,479
As at 30 June 2024 (Unaudited)	<u>10,112</u>	<u>134,383</u>	<u>(3,386)</u>	<u>(7,902)</u>	<u>9,743</u>	<u>(277)</u>	<u>69,528</u>	<u>(54,159)</u>	<u>158,042</u>

	Share capital	Share Premium	Fair value reserve	Foreign currency translation reserve	Share-based payment reserve	Capital reserve	Other reserve	Retained profits	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2023 (Audited)	8,804	102,662	(3,386)	(7,598)	13,782	(277)	69,528	69,486	244,197
Comprehensive loss									
Loss for the period	-	-	-	-	-	-	-	(46,380)	(46,380)
Other comprehensive loss									
Currency translation differences	-	-	-	(671)	-	-	-	-	(671)
Total comprehensive loss for the period	-	-	-	(671)	-	-	-	(46,380)	(47,051)
Issue of shares upon exercising share options	139	2,477	-	-	-	-	-	-	2,616
Transfer upon lapse of share options	-	-	-	-	(1,397)	-	-	1,397	-
Issuance and conversion of convertible bond	1,108	22,165	-	-	-	-	-	-	23,273
Total transactions with owners	1,247	24,642	-	-	(1,397)	-	-	1,397	25,889
As at 30 June 2023 (Unaudited)	10,051	127,304	(3,386)	(8,269)	12,385	(277)	69,528	24,503	231,839

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six Month ended 30 June	
	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Net cash generated from operating activities	8,182	(4,935)
Net cash used in from investing activities	(386)	21
Net cash used in financing activities	<u>(7,928)</u>	<u>17,419</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(132)	12,505
Effect of foreign exchange rate changes	(632)	(706)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	<u>3,575</u>	<u>3,356</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u><u>2,811</u></u>	<u><u>15,155</u></u>
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	<u><u>2,811</u></u>	<u><u>15,155</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

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 Clifton House, 75 Fort Street, 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 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 GEM 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 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.

The HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective or available for early adoption for the Period. There have been no significant changes to the accounting policies applied in these financial statements for the current and prior accounting periods presented as a result of these developments.

3 REVENUE

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

	Six months ended 30 June	
	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Resort related operation		
Admission income		
– Hot Spring Valley	6,938	5,015
Catering income	4,516	4,440
Conference fee income	313	209
Massage service income	–	–
Rental income	1,642	1,873
Other service income	1,543	1,378
Merchandise sales income	70	51
Room revenue	7,472	10,415
	<u>22,494</u>	<u>23,381</u>
Tourism properties		
Property sales	–	–
	<u>22,494</u>	<u>23,381</u>
Timing of revenue recognition		
At a point in time	11,837	9,715
Over time	10,657	13,666
	<u>22,494</u>	<u>23,381</u>

4 OTHER INCOME

	Six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Interest income	3	11
Others	31	636
	<u>34</u>	<u>647</u>

5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors of the Company, which reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The executive directors of the Company consider the business from service perspectives and assess the performance of the Group which are organised into two main businesses:

- Property development – Development and sales of properties and provision of properties renovation services in the PRC
- Hotel and resort operation – Operation of hotels and resort in the PRC and provision of consultancy services and/or management services to leisure hotels and resorts and other hot spring resort operators in the PRC

The executive directors of the Company assesses the performance of the operating segments based on their segment profit before income tax expense. Segment profits or losses do not include fair value gains on investment properties for undetermined use, finance costs, corporate income and expenses.

Based on the business nature, the executive directors of the Company consider the development of the five-star hotel and health regimen facilities either through self-use or lease, include under the hotel and resort operation segment.

(i) Information about reportable segment profit or loss, assets and liabilities:

	Hotels and resort operation RMB'000 (Unaudited)	Property development RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
For the six months ended 30 June 2024			
Segment revenue	<u>22,494</u>	<u>–</u>	<u>22,494</u>
Segment loss	(17,798)	(3,616)	(21,414)
Change of fair value on investment properties			1,600
Finance costs			(6,050)
Unallocated corporate expenses			<u>(3,432)</u>
Loss before tax			(29,296)
Income tax expenses			<u>1,675</u>
Loss for the period			<u><u>(27,621)</u></u>
	Hotels and resort operation RMB'000 (Unaudited)	Property development RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
As at 30 June 2024			
ASSETS			
Segment assets	<u>319,112</u>	<u>181,367</u>	500,479
Unallocated assets			<u>393,811</u>
Consolidated total assets			<u><u>894,290</u></u>
LIABILITIES			
Segment liabilities	<u>83,306</u>	<u>213,704</u>	297,010
Unallocated liabilities			<u>439,238</u>
Consolidated total liabilities			<u><u>736,248</u></u>

	Hotels and resort operation <i>RMB '000</i> (Unaudited)	Property development <i>RMB '000</i> (Unaudited)	Total <i>RMB '000</i> (Unaudited)
For the six months ended 30 June 2023			
Segment revenue	23,382	–	23,382
Segment loss	(27,316)	(2,310)	(29,626)
Fair value loss on investment properties			(13,770)
Finance costs			(7,192)
Unallocated corporate expenses			(4,129)
Loss before tax			(54,717)
Income tax expenses			8,337
Loss for the period			(46,380)

	Hotels and resort operation <i>RMB '000</i> (Audited)	Property development <i>RMB '000</i> (Audited)	Total <i>RMB '000</i> (Audited)
As at 31 December 2023			
ASSETS			
Segment assets	340,127	188,961	529,088
Unallocated assets			391,976
Consolidated total assets			921,064
LIABILITIES			
Segment liabilities	100,894	205,114	306,008
Unallocated liabilities			430,268
Consolidated total liabilities			736,276

(ii) Geographical information:

All the revenue and non-current assets are based in the PRC for the six month ended 30 June 2024 (the six month ended 30 June 2023: Same).

(iii) Revenue from major customers:

The revenue from the Group's largest customer amounted to RMB4.6 million or 20.5% (six months ended 30 June 2023: RMB3.9 million or 16.6%) of the Group's total turnover for the six month ended 30 June 2024.

6 INCOME TAX EXPENSES

For the six months ended 30 June 2024, no provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong (six months ended 30 June 2023: 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.

	Six months ended 30 June	
	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Current tax		
PRC enterprise income tax	–	1
Land appreciation tax	–	–
	<hr/>	<hr/>
	–	1
Deferred tax	(1,675)	(8,338)
	<hr/>	<hr/>
	(1,675)	(8,337)
	<hr/> <hr/>	<hr/> <hr/>

7 DIVIDEND

No dividend was paid or declared by the Company during the six months ended 30 June 2024, nor has any dividend been proposed since the end of the reporting period (six months ended 30 June 2023: Nil).

8 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.

	Six months ended 30 June	
	2024 (Unaudited)	2023 (Unaudited)
Loss attributable to owners of the Company (<i>RMB '000</i>)	(27,621)	(46,830)
Weighted average number of ordinary shares in issue (<i>'000</i>) (<i>Note</i>)	<u>1,138,782</u>	<u>1,052,179</u>
Basic losses per share (<i>RMB cents</i>)	<u>(2.4)</u>	<u>(4.4)</u>

Note:

For the six months ended 30 June 2024 and 2023, the diluted loss per share were equal to the basic loss per share because the Company was in loss position.

9 PROPERTY, PLANT AND EQUIPMENT

RMB '000

Cost

As at 31 December 2023 (audited)	512,815
Additions	1,989
Disposal	(16)
Exchange differences	<u>47</u>
As at 30 June 2024 (unaudited)	<u>514,835</u>

Accumulated depreciation

As at 31 December 2023 (audited)	327,370
Additions	15,243
Disposal	(16)
Exchange differences	<u>19</u>
As at 30 June 2024 (unaudited)	<u>342,616</u>

Carrying amount

As at 30 June 2024 (unaudited)	<u>172,219</u>
As at 31 December 2023 (audited)	<u>185,445</u>

10 ACCOUNTS RECEIVABLE

	As at 30 June 2024 <i>RMB'000</i> (Unaudited)	As at 31 December 2023 <i>RMB'000</i> (Audited)
Accounts receivable	8,924	13,818
Less: allowance for impairment	<u>(7,946)</u>	<u>(8,966)</u>
Accounts receivable, net	<u><u>978</u></u>	<u><u>4,852</u></u>

The aging analysis of accounts receivable, based on the invoice date, or scheduled repayment dates for property unit purchasers is as follows:

	As at 30 June 2024 <i>RMB'000</i> (Unaudited)	As at 31 December 2023 <i>RMB'000</i> (Audited)
Up to 30 days	340	2,227
31 to 60 days	133	447
61 to 90 days	135	259
Over 90 days	<u>8,316</u>	<u>10,885</u>
	<u><u>8,924</u></u>	<u><u>13,818</u></u>

11 ACCOUNTS PAYABLE

The aging analysis of the Group's accounts payable, based on the date of receipt of goods or services rendered, is as follows:

	As at 30 June 2024 <i>RMB'000</i> (Unaudited)	As at 31 December 2023 <i>RMB'000</i> (Audited)
Up to 90 days	3,129	4,219
91 to 180 days	3,986	2,511
181 to 365 days	5,991	4,321
Over 1 year	<u>44,479</u>	<u>40,464</u>
	<u><u>57,585</u></u>	<u><u>51,515</u></u>

The carrying amount of the Group's accounts payable are denominated in RMB and approximate their fair value.

12 BORROWINGS

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Bank loans	<u>216,083</u>	<u>219,567</u>
	<u>216,083</u>	<u>219,567</u>

The borrowings are repayable as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Within one year	202,783	206,267
Between one and two years	13,300	13,300
Between two and five years	<u>—</u>	<u>—</u>
	216,083	219,567
<i>Less: Amount due for settlement within 12 months (shown under current liabilities)</i>	<u>(202,783)</u>	<u>(206,267)</u>
Amount due for settlement after 12 months	<u>13,300</u>	<u>13,300</u>

13 LEASE COMMITMENTS

Operating lease commitments – lessor

The Group's total future minimum lease receivables under non-cancelable operating leases are as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Within one year	2,744	2,570
One to two years	2,444	2,358
Two to three years	2,306	2,190
Three to four years	2,046	2,114
Four to five years	2,046	2,092
More than five years	9,439	11,135
	<u>21,025</u>	<u>22,459</u>

Operating lease receivables represent stall rental receivable. Leases are negotiated for an average term of 2 to 15 years and rental are fixed over the lease terms and do not include contingent rentals.

14 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES

Guarantees on mortgage facilities

The Group had the following contingent liabilities in respect of financial guarantees on mortgage facilities at the end of each of the following reporting periods:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Guarantees in respect of mortgage facilities for certain purchasers of the Group's properties	<u>1,685</u>	<u>2,793</u>

The Group has arranged bank financing for certain purchasers of the Group's properties and provided guarantees to secure obligations of such purchaser for repayments. Such guarantees will terminate upon the earlier of (i) the transfer of the real estate ownership certificate to the purchaser which will generally occur within an average period of six months to one year from the completion of the guarantee registration; or (ii) the satisfaction of mortgage loans by the purchasers of the properties.

Pursuant to the terms of the guarantees, upon default of mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principal together with accrued interest and penalties owed by the defaulting purchasers to the banks and the Group is entitled to retain the legal title and take over the possession of the related properties. The Group's guarantee period starts from the date of grant of mortgage. The directors consider that the financial guarantee measured at fair value is immaterial and no liabilities was recognised.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The table below sets out the Directors' analysis by comparing the business objectives of the Group as set out in the Prospectus with the Group's achievement of these objectives up to 30 June 2024. These business objectives are in place with a view to generating long-term value to the Company and the Shareholders.

Business Objectives	Actual Business Progress up to 30 June 2024
1. Continue to enhance the Group's position in the hot spring and hotel industry	The Group's effort in respect of enhancing its position in the hot spring and hotel industry is still ongoing.
(i) Replicate the Group's business model to operate new hot spring resorts and hotels	(i) The Group will continue to select its potential target cities based on a number of factors, including, among others, local favourable governmental policy, local tourism development, infrastructure, locations or available land sites, regional economy, regional level of disposal income, cost of transportation and cost of energy supply.
(ii) Provide management services to other hot spring resort owners	(ii) The Group will continue to explore new business opportunities to provide management services to hot spring resorts owned by third party owners. The investment and development team will continue to identify and evaluate potential business opportunities.
2. Plan to expand the tourism property development business of the Group	To prepare for the expansion of the tourism property development business, the Group has adopted standardised development procedures so as to achieve a more efficient use of capital and other resources, and to complete new tourism property projects in a timely manner while maintaining an effective control over costs. The Directors expect the sales of Gudou Yishui Mingting Apartments and Guanshanyue Apartments to be continued in the second half year of 2024 and properties to be delivered to its customers from 2024 onwards.

Business Objectives	Actual Business Progress up to 30 June 2024
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- | | |
|---|--|
| 3. Continue to enhance the Group's "Gudou" brand across the PRC by providing quality products and services to the customers | <p>The Group has implemented strict quality control standards and closely monitored the product or service quality, and the workmanship of its contractors throughout the property development process in relation to its tourism property development business. During the Period, the Group has also organised a number of promotional events to promote the "Gudou" brand, such as:</p> <ul style="list-style-type: none">• The First Yamen Gudou Kung Fu Hot Spring Festival in January 2024• The Blossoming Gudou Hot Spring Season in March 2024• The 11th Xinhui Gudou Hot Spring Kung Fu Mud Crab Festival in April 2024• The Gudou Dragon Boat Festival in June 2024 |
|---|--|

PRINCIPAL RISK AND UNCERTAINTIES

The principal risks and uncertainties in implementing the Group's business strategies include the following:

- (i) the Group's reliance on existing spring water sources represents a material risk to its business if the mineral content and quality of the hot spring from such sources are adversely affected due to changes in the surrounding geological environment;
- (ii) the Group may not be able to obtain, extend or renew qualification certificates and relevant PRC government approvals for its tourism property developments or other business activities;
- (iii) the Group may not be able to identify attractive acquisition opportunities, or make acquisitions on attractive terms or obtain sufficient financing for completion of such acquisitions;
- (iv) operations of its hot spring involves the risks of accidents, illnesses, environmental incidents which may negatively affect the perception of guests on the safety and hygiene of the Gudou Hot Spring Resort, which could in turn negatively impact the "Gudou" brand or the Group's reputation;
- (v) if the Group is unable to obtain necessary capital resources or suitable sites for tourism property development in a timely manner and at a reasonable cost, the Group's property portfolio and future profitability can be adversely affected; and

- (vi) the Group may not be able to complete the development or construction of its current or future projects on time or within budget which may be subject to the actual circumstances during the development or construction period including supply of skilled labour and unforeseen environmental problems.

In addressing these risks, the Group has constantly monitored status of its spring water sources and engaged hot spring experts for conducting annual check on the quality and quantity of its spring water sources. The Group has also maintained an internal control system for checking the expiry date of its qualification certificates and relevant PRC government approvals. This allows the Group to ensure that it has all requisite consent and licence to conduct its businesses lawfully. In addition, the Group will take a cautious approach when considering potential acquisition opportunities and will only do so if and when the Group has sufficient financing resources and if it thinks that it is in the interest of the Group to do so.

The other risks and uncertainties incidental to the Group's business operations are detailed further in the Prospectus.

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 to third-party resort and hotel operators; and (ii) the development and sale of tourism properties in Guangdong Province.

For the six months ended 30 June 2024, revenue of the Group was approximately RMB22.5 million, representing an decrease of 3.8% compared to the corresponding period in 2023 (six months ended 30 June 2023: RMB23.4 million). Loss for the six months ended 30 June 2024 amounted to approximately RMB29.8 million (loss for the six months ended 30 June 2023: RMB46.4 million).

Hot Spring Resort and Hotel Operations

Due to the deceleration in economic growth and the sluggishness of the consumer market, the Company experienced a slight decline in revenue during this period. The Group's turnover derived from hot spring resort and hotel operations decreased by approximately 3.8% to approximately RMB22.5 million when compared to the corresponding period of previous year. During the Period, the Group recorded an increase in revenue generated from admission fees to approximately RMB6.9 million, representing an increase of approximately 38.3% compared to that of 2023. The Room Revenue generated from the Group's themed hotel complexes decreased by approximately 28.3% to approximately RMB7.5 million for the six months ended 30 June 2024 compared to that for 2023. The Occupancy Rate of the Group's themed hotel complexes decreased from approximately 28% for the six months ended 30 June 2023 to approximately 22% for the six months ended 30 June 2024. The average room rate of the Group's hotel complexes decreased from approximately RMB311 for the six months ended 30 June 2023 to approximately RMB280 for the six months ended 30 June 2024. The Group recorded an increase in revenue generated from catering by approximately 1.7% to approximately RMB4.5 million during the Period.

Tourism Property Development

The Group did not conduct any sale of tourism property for the six months ended 30 June 2024. We expect the sales and delivery of Gudou Yishui Mingting Apartments to continue in the second half of 2024.

Financial review

Revenue

During the Period, the Group recorded revenue of approximately RMB22.5 million, representing a decrease of approximately 3.8% as compared with approximately RMB23.4 million of the corresponding period in 2023. The decrease was primarily attributable to a decrease in revenue from the Group's hotel and resort operations business.

The Group's revenue from hotel and resort operations decreased by approximately 3.8% to approximately RMB22.5 million, primarily attributable to a decrease in the room revenue generated from the Group's themed hotel complexes by approximately 28.3% to approximately RMB7.5 million for the six months ended 30 June 2024 compared to that in 2023 and a decrease in rental income by approximately 12.3% to approximately RMB1.6 million for the six months ended 30 June 2024.

The Group did not record turnover from the tourism property development during the Period.

Cost of Sales

The Group's cost of sales for the Period was approximately RMB26.9 million, representing an increase of approximately 5.0% from approximately RMB25.6 million for the six months ended 30 June 2023. Such increase was primarily due to the increase in staff costs and food and beverages costs for operation of the Group's hot spring resort during the Period.

Gross Loss and Gross Loss Margin

The Group's gross loss was approximately RMB4.4 million and gross loss was approximately RMB2.2 million for the six months ended 30 June 2024 and 2023, respectively. The increase in gross loss for the Period was resulted from decrease in revenue from the hot spring resort and hotel operations.

The Group's gross loss margin was approximately 19.6% and gross loss margin was approximately 9.6% for the six months ended 30 June 2023 and 2024 respectively. Gross loss margin decreased during the period mainly due to the increase in cost of goods sold and the decrease in revenue from hot spring resort and hotel operations.

Loss Before Tax

The Group's loss before tax amounted to approximately RMB29.3 million for the Period, representing an decrease of approximately 46.5% from approximately RMB54.7 million for the same period of last year, was attributable to decrease in fair value loss on investment properties during the Period.

Income Tax Credit

The Group's income tax credit for the Period were approximately RMB1.7 million, representing a decrease by approximately 79.9% from approximately RMB0.5 million tax credit for the six months ended 30 June 2023, which is mainly due to an increase in deferred tax credit, which reflects the fair value losses on investment properties of the Group during the Period.

Net Loss

The Group's loss for the Period decreased by approximately RMB18.8 million, or 40.4% to approximately RMB27.6 million for the six months ended 30 June 2024 as compared to approximately RMB46.4 million for the same period of last year. Such increase in net loss was primarily attributable to decrease in fair value loss on investment properties, partially offset by a decrease in income tax credit.

Liquidity and Financial Resources and Capital Structure

During the Period, the Group's operations were funded by a combination of internally generated cash flows and bank borrowings. As at 30 June 2024, the Group had bank and cash balances of approximately RMB3.4 million which were denominated in RMB and HK dollars.

There is no outstanding commitments of the Group as at 30 June 2024 (31 December 2023: Nil).

As at 30 June 2024, the Group had outstanding bank loans of approximately RMB216.1 million which were denominated in RMB and among which approximately RMB106.4 million were fixed rate borrowings. The Group repaid bank loans of approximately RMB17.0 million, which was in line with the Group's repayment schedule. The maturities of borrowings are disclosed in note 12 to the unaudited condensed consolidated financial information of the Group. The proceeds from the borrowings were primarily used for capital expenditure, working capital and operating expenses. As at 30 June 2024, the Group had an outstanding loan from a related party of approximately RMB7.6 million.

The Group's gearing ratio as at 31 December 2023 and 30 June 2024, which was calculated by dividing its total borrowings by its total equity as at those dates, was approximately 1.23 and 1.42 respectively. The gearing ratio as at 30 June 2024 increased primarily attributable to the decrease in the total equity.

The Group remains committed to a high degree of financial control, a prudent risk management and the effective utilisation of financial resources. In order to achieve better cost control and minimise costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks and denominated in RMB, followed by HK dollars.

Exposure to Fluctuations in Exchange Rates

The Group's revenue and costs are primarily denominated in RMB. Some costs may be denominated in HK dollars. The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Human Resources

As at 30 June 2024, the Group had a workforce of 236 full-time employees (including the Directors) of whom approximately 97.5% were employed in the PRC and approximately 2.5% in Hong Kong. The Group's staff costs for the six months ended 30 June 2023 and 2024 amounted to approximately RMB11.2 million and RMB11.8 million, respectively. The Group hires part-time employees from time to time to cope with additional staffing requirements for our hot spring resort and hotel operations during peak seasons. The Group's employees in Hong Kong are required to participate in the Mandatory Provident Fund scheme under which we are required to contribute a fixed percentage of the employees' payroll costs (up to a maximum of HK\$1,500 per month) to the scheme. For the employees of the Group's PRC subsidiary, the Group makes contributions to various government sponsored employee benefit funds, including housing provident fund, basic pension insurance fund, basic medical insurance, unemployment insurance, maternity insurance and work related injury insurance funds in accordance with applicable PRC laws and regulations.

To uphold the "Gudou" brand image and to ensure the quality of the Group's service, all the new hotel staff are required to attend a three-day hospitality pre-job training. The Group also provides hospitality training to the hotel staff on a monthly basis. The Group provides the employees with work safety training to enhance their safety awareness.

The Group generally recruit its employees from the open market. The Group formulate its recruitment policy based on market conditions, business demands and expansion plans. The Group offers different remuneration package to the staff based on their position. In general, the Group pays basic salary and incentive, based on years of service, to all of its employees. The Group's sales personnel and service personnel will also receive additional pay based on their individual skills and performance. The Group also strive to maintain diversity of gender in its workforce as part of its effort to contribute to gender equality and discharge its social responsibilities. As at 30 June 2024, the Group has approximately 99 male employees and approximately 137 female employees.

RESERVES

Movements in the reserves of the Group for the six months ended 30 June 2024 are set out in the unaudited condensed consolidated statement of changes in equity set out above.

DIVIDENDS

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2024. During the six months ended 30 June 2024, no interim dividend was paid or declared, nor has any dividend been proposed since the end of the reporting period (six months ended 30 June 2023: Nil).

BUSINESS PROSPECT

Prospect

In the first half of 2024, the Group's hot spring resort and hotel operations business maintained stability compared to the corresponding period in 2023. The Group will continue to diversify the streams of revenue by providing consultancy services to potential leisure hotels and resorts and enhancing income from admission and providing conference room services.

Furthermore, the Group will continue operating Gudou Hot Spring Resort and organizing various promotional events, including those held at the Group's waterpark. The objective is to boost both room revenue and income from admissions and catering during the summer season. However, the Group anticipates that revenue growth will occur only by the end of the fourth quarter in 2024, as cooler seasons traditionally attract more hot spring patrons.

As for tourism property development, the focus remains on property sales throughout the rest of 2024. If the sale and delivery of Yishuimingting Apartments and Guanshanyue Apartments occur in the latter half of 2024, it could positively impact the Group's full-year results for 2024.

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry with all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the Period.

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 six months ended 30 June 2024.

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 six months ended 30 June 2024.

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 six months ended 30 June 2024, the Company has complied with the 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 Listing for a period of 10 years from 9 December 2016.

On 5 April 2017 and 20 June 2022 and 27 June 2024, the Company granted options under the Share Option Scheme. Details of the movement of the share options granted during the Period are as follows:

Grantees	Date of grant	Exercise price per share HK\$	Exercise period	Number of share options					
				Balance at 1 January 2024	Granted during the period	Excercised during the period	Cancelled/ lapsed during the period	Balance as at 30 June 2024	
Directors									
	Mr. Hon	5 April 2017	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	4,900,000.00	–	–	–	
		20 June 2022	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	–	–	–	–	
	27 June 2024	0.1 <i>(Note 3)</i>	27/6/2025-26/6/2032	–	11,000,000.00	–	–	15,900,000.00	
Mr. Huang Zhan Xiong	5 April 2017	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	4,900,000.00	–	–	–		
	20 June 2022	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	5,694,100.00	–	(602,700.00)	–		
	27 June 2024	0.1 <i>(Note 3)</i>	27/6/2025-26/6/2032	–	2,000,000.00	–	–	11,991,400.00	
Mr. Liang Juquan	5 April 2017	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	4,900,000.00	–	–	–		
	20 June 2022	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	3,365,500.00	–	(2,876,500.00)	–		
	27 June 2024	0.1 <i>(Note 3)</i>	27/6/2025-26/6/2032	–	11,000,000.00	–	–	16,389,000.00	
Mr. Wu Sai Him	5-Apr-17	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	2,450,000.00	–	–	–		
	20-Jun-22	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	600,000.00	–	–	–	3,050,000.00	
Prof WangDawu	5-Apr-17	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	2,450,000.00	–	(361,267.00)	(2,088,733.00)		
	20-Jun-22	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	–	–	–	–	–	
Mr. Wang Jun	5 April 2017	0.62 <i>(Note 1)</i>	Subject to the vesting schedule below	4,900,000.00	–	–	–		
	20 June 2022	0.1742 <i>(Note 2)</i>	20/06/2022-17/11/2026	3,611,500.00	–	(2,441,200.00)	–		
	27 June 2024	0.1 <i>(Note 3)</i>	27/6/2025-26/6/2032	–	11,000,000.00	–	–	17,070,300.00	

Grantees	Date of grant	Exercise price per share HK\$	Exercise period	Number of share options					
				Balance at 1 January 2024	Granted during the period	Exercised during the period	Cancelled/lapsed during the period	Balance as at 30 June 2024	
Directors									
Mr. Chan Cheuk Ho	27 June 2024	0.1 (Note 3)	27/6/2025-26/6/2032	–	2,000,000.00	–	–	2,000,000.00	
Ms. Zhang Shaomin	27 June 2024	0.1 (Note 3)	27/6/2025-26/6/2032	–	2,000,000.00	–	–	2,000,000.00	
				37,771,100.00	39,000,000.00	(6,281,667.00)	(2,088,733.00)	68,400,700.00	
Consultant									
Mr. Hui Chin Tong	5 April 2017	0.62 (Note 1)	Subject to the vesting schedule below	7,840,000.00	–	–	–	7,840,000.00	
Employee in aggregate									
	5 April 2017	0.62 (Note 1)	Subject to the vesting schedule below	6,370,000.00	–	–	–		
	20 June 2022	0.1742 (Note 2)	20/06/2022-17/11/2026	5,300,000.00	–	(300,000.00)	–		
	27 June 2024	0.1 (Note 3)	27/6/2025-26/6/2032	–	10,100,000.00	–	–	21,470,000.00	
				57,281,100.00	49,100,000.00	(6,581,667.00)	(2,088,733.00)	97,710,700.00	
				57,281,100.00	49,100,000.00	(6,581,667.00)	(2,088,733.00)	97,710,700.00	

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. The closing price per Share as quoted on the Stock Exchange on the date of grant (i.e. as of 27 June 2024).
4. Save as disclosed in the above table, no options were granted, exercised, forfeited and expired during the period covered by the above table.
5. The fair value of Options estimated at the date of grant using the binomial option pricing model was approximately HK\$2.7 million (equivalent to approximately HK\$0.06 each).
6. The significant inputs into the model were closing Share price of HK\$0.1 at the grant date, exercise price shown above, volatility of 69.3%, dividend yield of 0%, an expected option life of 7.98 years, annual risk-free interest rate of 3.75% and exercise multiples of 2.8 or 2.2. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices of the Company. The total expenses recognised in the unaudited consolidated statement of comprehensive income for the six months ended 30 June 2024 amounted to approximately RMB0.2 million.
7. The variables and assumptions used in computing the fair value of the share options are based on Directors' best estimate. Change in variables and assumptions may result in changes in fair value of the Options.

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 six months ended 30 June 2024.

AUDIT COMMITTEE

The audit committee has reviewed this announcement and the Group's unaudited condensed consolidated financial results for the six months ended 30 June 2024, 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”	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
“Director(s)”	the director(s) of our Company
“First 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 Target Land A, the details of which are set out in the announcement of the Company dated 16 July 2019 and the circular of the Company dated 2 September 2019
“GEM”	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
“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
“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 under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Guanshanyue Apartments”	Guanshanyue Apartments* (觀山悅公館), also known as Gudou Phase II Apartments* (古兜二期公寓), a tourism property project under development jointly developed by Guangdong Gudou and GD Aoyuan at Gudou Hot Spring Resort under the First 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), also known as Yunfeng Apartments* (雲峰公寓), a tourism property project under development jointly developed by Guangdong Gudou and GD Aoyuan at Gudou Hot Spring Resort under the First 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
“Period”	the six months ended 30 June 2024
“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
“Prospectus”	the prospectus of the Company dated 30 November 2016 issued in connection with the Listing
“RMB”	Renminbi, the lawful currency of the PRC
“Room Revenue”	revenue generated from room rates (including related service charges) of the themed hotel complexes in the Gudou Hot Spring Resort

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	share option scheme conditionally approved and adopted by the Company on 18 November 2016
“Target Land A”	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 including nights provided to guests and property owners on a complimentary basis
“%”	per cent.

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

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

Hong Kong, 23 August 2024

As at the date of this announcement, the executive Directors are Mr. Hon Chi Ming, Mr. Huang Zhanxiong, Mr. Liang Juquan and Mr. Wang Jun, 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 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.