

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED

志道國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code : 01220)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Zhidao International (Holdings) Limited (the "Company") will be held at Units C&D, 16th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 15 August 2013 (Thursday) at 11:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT the appointment of Ascenda Cachet CPA Limited as auditors of the Company and its subsidiaries with effect from 19 December 2012 to fill the casual vacancy arising from the resignation of Ray W.H. Chan & Co. and to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved, confirmed and ratified and that the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditors."

By order of the Board of
Zhidao International (Holdings) Limited
Mung Hing Choy
Chairman

Hong Kong, 31 July 2013

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of
Business in Hong Kong*
Units C&D, 16th Floor
China Overseas Building
139 Hennessy Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.

* *For identification purposes only*

2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
3. A form of proxy for use at the meeting is sent together with the circular. Completion and delivery of the form of proxy shall not preclude any member from attending and voting in person at the meeting and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Voting for the above resolution shall be taken by poll.
6. As at the date of this notice, the board of directors comprises three executive directors, namely Mr. Mung Hing Choy (Chairman), Mr. Chau Shing Yim, David and Ms. Cheung Oi Chun, one non-executive director namely Mr. Tsoi Tong Hoo, Tony and three independent non-executive directors, namely Mr. Choi Wing Koon, Mr. Li Kam Chung and Mr. Kwok Lap Fung, Beeson.