

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhidao International (Holdings) Limited (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



**ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED**

**志道國際(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 01220)**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF THE SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (“SGM”) to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on 6 January 2022 at 11:00 a.m. is set out on pages 5 to 7 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Tuesday, 4 January 2022 at 11:00 a.m.) for holding the SGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE SGM**

In view of an ongoing pandemic of coronavirus disease 2019 (COVID-19) and recent requirements for prevention and control of its spread by the HKSAR Government, the Company will implement the following prevention and control measures at the SGM against the COVID-19 pandemic to protect the Shareholders from the risk of infection:

- (i) every participant (including Shareholders or their proxies) in the SGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature higher than 37.4 degree Celsius will not be given access to the meeting venue and will be required to leave the meeting venue of the SGM;
- (ii) all participants (including Shareholders or their proxies) in the SGM are required to wear surgical face masks at all time during their attendance of the SGM; and
- (iii) no refreshment or drink will be served, and there will be no corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the SGM venue. Furthermore, the Company wishes to advise the Shareholders that they may appoint any person or the chairman of the SGM as a proxy to vote on the relevant resolutions, instead of attending the SGM in person.

**In the interest of all stakeholders’ health and safety and consistent with recent guidelines for prevention and control of the COVID-19 pandemic, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.**

\* For identification purposes only

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of Special General Meeting</b> .....	5

## DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Zhidao International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$28,000,000 divided into 2,800,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by creating an additional 17,200,000,000 unissued Shares;
“Latest Practicable Date”	8 December 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, passing the resolution for the Increase in Authorised Share Capital to be held on 6 January 2022 at 11:00 a.m. or any adjournment thereof;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



**ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED**

**志道國際(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 01220)**

*Executive Directors:*

Mr. Tung Yee Shing (*Chairman*)

Mr. Zhong Can

Mr. Kwong Kin Fai, Eric

Mr. Lam Chun Bun

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors:*

Mr. Li Kam Chung

Mr. Kwok Lap Fung, Beeson

Mr. Wong Wing Cheung

*Principal Office in Hong Kong:*

Room 2606, 26/F

C C Wu Building

302–308 Hennessy Road

Wan Chai, Hong Kong

13 December 2021

*To the Shareholders,*

Dear Sir or Madam

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 8 December 2021 in relation to, among other things, the Increase in Authorised Share Capital. The purpose of this circular is to provide you with, among other things, further information regarding (i) the proposed Increase in Authorised Share Capital; and (ii) the notice of the SGM.

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$28,000,000 divided into 2,800,000,000 Shares, of which 1,980,000,000 Shares were in issue.

\* *For identification purposes only*

## LETTER FROM THE BOARD

In order to accommodate future expansion and development of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$28,000,000 divided into 2,800,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 17,200,000,000 Shares.

As at the Latest Practicable Date, the Board had no present intention to issue any part of the proposed increased authorised share capital of the Company. Further announcement(s) will be made by the Company if it proposes to issue any new Shares in the future.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the SGM. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company for future investment opportunities and facilitate the Company in determining its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole.

### THE SGM

A notice convening the SGM is set out on pages 5 to 7 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed (i.e. Tuesday, 4 January 2022 at 11:00 a.m.) for holding the SGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.

To the best of the Directors' information and belief, no Shareholder has an interest in the proposed Increase in Authorised Share Capital. Therefore, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

### RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

#### Hong Kong Time

For determining Shareholder's right to attend and vote at the SGM

Latest time to lodge transfer documents with share

registrar

4:30 p.m. 31 December 2021

Closure of register of members

3–6 January 2022

Record Date

6 January 2022

## LETTER FROM THE BOARD

*Notes:*

The record date for determining Shareholders' right to attend and vote at the SGM is 6 January 2022. For determining the entitlement to attend and vote at the register of members of the Company will be closed from Monday, 3 January 2022 to Thursday, 6 January 2022 (both days inclusive), during of which no transfer of shares will be effected. In order to qualify for attending and voting at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 31 December 2021.

### **RECOMMENDATION**

The Directors consider that the proposed Increase in Authorised Share Capital of the Company is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the relevant resolution to be proposed at the SGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

Your faithfully,  
By order of the Board  
**Zhidao International (Holdings) Limited**  
**Tung Yee Shing**  
*Chairman*

**NOTICE OF SPECIAL GENERAL MEETING**



**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 (“SGM”) of Zhidao International (Holdings) Limited (the “Company”) will be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on 6 January 2022 (Thursday) at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without amendments:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$28,000,000 divided into 2,800,000,000 Shares of HK\$0.01 each (the “Shares”) to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 17,200,000,000 Shares, and that each such new Share, upon issue and fully paid, shall rank pari passu in all respects with the existing issued Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Increase in Authorised Share Capital.”

By order of the Board  
**Zhidao International (Holdings) Limited**  
**Tung Yee Shing**  
*Chairman*

Hong Kong, 13 December 2021

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office in Hong Kong:*  
Room 2606, 26/F  
C C Wu Building  
302–308 Hennessy Road  
Wan Chai, Hong Kong

\* *For identification purposes only*

## NOTICE OF SPECIAL GENERAL MEETING

*Notes:*

1. The resolution to be considered at the special general meeting will be determined by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. Any member of the Company entitled to attend and vote at the special general meeting shall be 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. A proxy need not be a member of the Company.
3. Where there are joint holders of any share, any one of such persons may vote at the special general meeting either personally or by proxy or by attorney, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy or by attorney, then that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. To be valid, any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed (i.e. Tuesday, 4 January 2022 at 11:00 a.m.) for holding the special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the special general meeting and in such event, the form of proxy shall be deemed to be revoked.
5. Record date and Closure of Register of Members

**Hong Kong Time**

For determining Shareholder's right to attend and vote at the SGM	
Latest time to lodge transfer documents with share registrar	4:30 p.m. 31 December 2021
Closure of register of members	3-6 January 2022
Record Date	6 January 2022

*Notes:*

The record date for determining Shareholders' right to attend and vote at the SGM is 6 January 2022. For determining the entitlement to attend and vote at the register of members of the Company will be closed from Monday, 3 January 2022 to Thursday, 6 January 2022 (both days inclusive), during of which no transfer of shares will be effected. In order to qualify for attending and voting at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 31 December 2021.

6. Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the SGM arrangements with short notice. Shareholders should check the website of the Company (<http://www.zdihl.com/>) for future announcements and updates on the SGM arrangements.
7. If typhoon signal no. 8 or above, "extreme conditions" caused by a super typhoon, or a "black" rainstorm warning is in effect at any time after 8:00 a.m. and before the meeting time, the SGM will be postponed. The Company will post an announcement on the website of the Company (<http://www.zdihl.com/>) to notify shareholders of the date, time and place of the rescheduled SGM.



## NOTICE OF SPECIAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE SGM

In view of an ongoing pandemic of coronavirus disease 2019 (COVID-19) and recent requirements for prevention and control of its spread by the HKSAR Government, the Company will implement the following prevention and control measures at the SGM against the COVID-19 pandemic to protect the Shareholders from the risk of infection:

- (i) every participant (including Shareholders or their proxies) in the SGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature higher than 37.4 degree Celsius will not be given access to the meeting venue and will be required to leave the meeting venue of the SGM;
- (ii) all participants (including Shareholders or their proxies) in the SGM are required to wear surgical face masks at all time during their attendance of the SGM; and
- (iii) no refreshment or drink will be served, and there will be no corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the SGM venue. Furthermore, the Company wishes to advise the Shareholders that they may appoint any person or the chairman of the SGM as a proxy to vote on the relevant resolutions, instead of attending the SGM in person.

In the interest of all stakeholders' health and safety and consistent with recent guidelines for prevention and control of the COVID-19 pandemic, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.

*As at the date of this notice, the Board comprises seven Directors. The executive Directors are Mr. Tung Yee Shing (Chairman), Mr. Zhong Can, Mr. Kwong Kin Fai, Eric and Mr. Lam Chun Bun. The independent non-executive Directors are Mr. Li Kam Chung, Mr. Kwok Lap Fung, Beeson and Mr. Wong Wing Cheung.*