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ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED

志道國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 01220)

PROPOSED AMENDMENTS TO THE BYE-LAWS

This announcement is made by Zhidao International (Holdings) Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the Bye-laws of the Company.

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing Bye-laws of the Company (the “**Existing Bye-laws**”) to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes (such proposed amendments to the Existing Bye-laws are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the new Bye-laws which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-laws in their entirety (the “**New Bye-laws**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Bye-laws in line with the recent amendments to the Listing Rules and the applicable laws of the Bermuda;
- (b) to allow general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting);
- (c) to add provisions to allow and facilitate hybrid and electronic meetings; and
- (d) to clarify that voting can be cast by electronic means.

* For identification purposes only

The Proposed Amendments shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 25 August 2022 (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 29 June 2022

As at the date of this announcement, 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 and Mr. Kwok Lap Fung, Beeson and Mr. Wong Wing Cheung.