ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED

志道國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 01220)

PROXY FORM FOR SPECIAL GENERAL MEETING

Number of shares to which this proxy form relates [1]	

I/We [2] _____

of _____

being registered shareholder(s) in the share capital of Zhidao International (Holdings) Limited (the "**Company**"), hereby appoint the Chairman of the meeting or [3] _____

of _____

as my/our proxy to attend and vote on my/our behalf at the extraordinary general meeting of the Company (the "**SGM**") to be held at 24/F, Office Plus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on 26 November 2026 (Thursday) at 10:00 a.m. (and at any adjournment thereof), and to vote for me/us and in my/our name(s) in respect of the said resolutions as indicated below [4]:

	Ordinary Resolutions	For [4]	Against [4]
1.	To appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the board of directors to fix the remuneration of the auditor of the Company.		

Dated: _____ Signature [5]: _____

Notes:

1. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your names.
2. Please insert full name(s) and address(es) in BLOCK CAPITALS as shown in the register of members of the Company.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
6. Where they are joint registered holders of any share, any one of such person 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 in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed (i.e. 24 November 2026 (Tuesday) at 10:00 a.m.) for holding of the meeting or adjourned meeting (as the case may be).
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("**PDPO**"), which may include your and/or your proxy's name and address.

Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the SGM. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Branch Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for the Company's verification and record purpose.

By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by mail to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* *For identification purposes only*