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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: 1220)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

HELD ON 31 AUGUST 2022

The Board is pleased to announce that all proposed resolutions as set out in the notice of AGM dated 29 July 2022 were duly passed by the Shareholders by way of poll at the AGM held on 31 August 2022.

Reference is made to the circular (the “**Circular**”) and the notice of AGM of Zhidao International (Holdings) Limited (the “**Company**”) both dated 29 July 2022. Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE AGM

The Board is pleased to announce that all proposed resolutions as set out in the notice of AGM dated 29 July 2022 were duly passed by the Shareholders by way of poll at the AGM held on 31 August 2022. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the AGM.

The voting results in respect of the resolutions are as follows:

	Ordinary Resolution	Number of votes cast and percentage of total number of votes cast	
		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2022	489,730,200 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Tung Yee Shing as an Executive Director	489,730,200 (100.00%)	0 (0.00%)
2.	(b) To re-elect Mr. Wong Wing Cheung as an Independent Non-Executive Director	489,730,200 (100.00%)	0 (0.00%)
2.	(c) To re-elect Mr. Kwok Lap Fung, Beeson as an Independent Non-Executive Director	489,730,200 (100.00%)	0 (0.00%)
2.	(d) To authorise the Board of Directors to fix the Directors' remuneration	489,730,200 (100.00%)	0 (0.00%)
3.	To re-appoint Crowe (HK) CPA Limited as the Company's auditors and to authorise the Board of Directors to fix their remuneration	489,730,200 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors of the Company to purchase the Company's shares up to 10% of the issued ordinary share capital of the Company, in terms as set out in ordinary resolution number 4 in the notice of the AGM	489,730,200 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued ordinary share capital of the Company, in terms as set out in ordinary resolution number 5 in the notice of the AGM	488,050,200 (99.66%)	1,680,000 (0.34%)
6.	To approve the extension of the general mandate granted to the Directors of the Company in ordinary resolution number 5 to such shares repurchased by the Company, in terms as set out in ordinary resolution number 6 in the notice of the AGM	488,050,200 (99.66%)	1,680,000 (0.34%)
	Special Resolution		
7.	To approve the proposed amendments to the Bye-laws of the Company and the adoption of the new Bye-laws of the Company.	488,050,200 (99.66%)	1,680,000 (0.34%)

As over 50% of the votes were cast in favour of each of the resolutions No.1-6, all resolutions were duly passed as ordinary resolution by the Shareholders at the AGM.

As more than 75% of the votes were cast in favour of the special resolution, the special resolution was carried as special resolution of the Company.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 1,980,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM, representing 100% of the entire issued ordinary share capital of the Company. None of the Shares entitled their shareholders to attend and vote only against the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein and in the Circular, there was no restriction on any Shareholders to cast votes on the resolutions at the AGM. No Shareholders were required to abstain from voting on the resolutions.

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

Hong Kong, 31 August 2022

As at the date of this announcement, the Board comprises 7 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.

* For identification purposes only