



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 ANNUAL GENERAL MEETING

Number of shares to which this proxy form relates ¹	
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I/We² _____

of _____

being registered shareholder(s) in the share capital of Zhidao International (Holdings) Limited (志道國際(控股)有限公司*) (the "Company"),

hereby appoint the Chairman of the meeting or³ _____

of _____

as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on 31 August 2015 (Monday) at 11:00 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 below⁴:

	Ordinary Resolution	For ⁴	Against ⁴
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 2015.		
2.	(a) To re-elect Ms. Cheung Oi Chun as an Executive Director.		
	(b) To re-elect Mr. Chan Yin Tsung as an Independent Non-Executive Director.		
	(c) To re-elect Mr. Kwok Lap Fung, Beeson as an Independent Non-Executive Director.		
	(d) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Ascenda Cachet CPA Limited as the Company's auditors and to authorise the Board of Directors to fix their remuneration.		
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.		
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.		
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.		

Dated: _____

Signature⁵: _____

Notes:

- 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.
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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.
- 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.
- 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.
- 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.
- 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 Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only