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*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as these defined in the prospectus dated 28 February 2020 (the “**Prospectus**”) issued by Kidztech Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Offer Shares thereby offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, CMBC Securities Company Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last date for lodging applications under the Hong Kong Public Offering, being 3 April 2020. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.



Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	88,400,000 Shares (subject to the Adjustment Options)
Number of Hong Kong Offer Shares	:	8,840,000 Shares (subject to readjustment)
Number of International Offer Shares	:	79,560,000 Shares (subject to readjustment and the Adjustment Options)
Offer Price (subject to a Downward Offer Price Adjustment)	:	Not more than HK\$1.47 per Offer Share and expected to be not less than HK\$1.17 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund) (if the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$1.05 per Offer Share)
Nominal value	:	HK\$0.001 per Share
Stock code	:	6918

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Global Offering and the Capitalisation Issue (including any Shares which may be allotted and issued pursuant to the exercise of any options to be granted under the Share Option Scheme and the Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option or the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 18 March 2020, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Wednesday, 18 March 2020.

The Global Offering comprised the Hong Kong Public Offering of initially 8,840,000 Shares (subject to readjustment), representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, and the International Offering of initially 79,560,000 Shares (subject to readjustment and the Adjustment Options), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in the Prospectus.

The Sole Global Coordinator (for itself and on behalf of the Underwriters) may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 17,680,000 Offer Shares after reallocation), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$1.17 per Offer Share) stated in the Prospectus or the downward adjusted final Offer Price if a Downward Offer Price Adjustment is made. For details, please refer to the section headed “Structure and conditions of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Adjustment Options to the International Underwriters. The Sole Global Coordinator, for itself and on behalf of the International Underwriters, may either exercise the Offer Size Adjustment Option prior to Listing or exercise the Over-allotment Option from the Listing Date until the 30th day from the last day for the lodging of applications under the Hong Kong Public Offering, pursuant to any of which, the Company may be required by the Sole Global Coordinator to allot and issue up to and not more than 13,260,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to cover any excess demand in the International Offering or to cover over-allocations in the International Offering (where applicable), if any. The Company will disclose in its allotment results announcement

whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk. For details, please refer to the section headed "Structure and conditions of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek advice of their stockbrokers or other professional advisers for details of the arrangements as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$1.47 per Offer Share and is expected to be not less than HK\$1.17 per Offer Share (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range through making a Downward Offer Price Adjustment as set out in the Prospectus), unless otherwise announced. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$1.05 per Offer Share. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$1.47 per Offer Share plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as to be finally determined is less than HK\$1.47 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.47 per Offer Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the paragraph headed "Conditions of the Global Offering" under the section headed "Structure and conditions of the Global Offering" in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker's cashier order will not be cleared.

Any refund of your application monies will be made on or before Tuesday, 17 March 2020.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below the bottom end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than 17 March 2020 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.kidztech.net.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.hkeipo.hk) and the IPO App for the HK eIPO White Form.

Applicants who would like the Hong Kong Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk or the IPO App (which can be downloaded by searching "Tricor IPO App" in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) under the **HK eIPO White Form** service. Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS to cause HKSCC Nominees to apply for you.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 February 2020, until 12:00 noon on Wednesday, 4 March 2020: from:

1. the following office of the Sole Global Coordinator:

CMBC Securities Company Limited

45/F, One Exchange Square,
8 Connaught Place, Central,
Hong Kong

2. any of the following branches of the receiving bank for the Hong Kong Public Offering:

Industrial and Commercial Bank of China (Asia) Limited

District	Branch Name	Address
Hong Kong	Central Branch	1/F., 9 Queen's Road Central, Hong Kong
	Wanchai Branch	117–123 Hennessy Road, Wanchai, Hong Kong
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
	Yaumatei Branch	542 Nathan Road, Yaumatei, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423–427 Castle Peak Road, Tsuen Wan, New Territories
	Yan Ching Street Branch	Shops 4 and 5, G/F, Tuen Mun Centre, 11 Yan Ching Street, Tuen Mun, New Territories.

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 February 2020 until 12:00 noon on Wednesday, 4 March 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited — Kidztech Holdings Public Offer" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above as follows:

9:00 a.m. to 5:00 p.m. — Friday, 28 February 2020
9:00 a.m. to 1:00 p.m. — Saturday, 29 February 2020
9:00 a.m. to 5:00 p.m. — Monday, 2 March 2020
9:00 a.m. to 5:00 p.m. — Tuesday, 3 March 2020
9:00 a.m. to 12:00 noon — Wednesday, 4 March 2020

The latest time for lodging your application is 12:00 noon on Wednesday, 4 March 2020. The application lists will be opened from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "10. Effect of bad weather and/or extreme conditions on the opening of the application lists" under the section headed "How to apply for the Hong Kong Offer Shares" in the Prospectus.

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website of **HK eIPO White Form** Service Provider at www.hkeipo.hk or IPO App (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 28 February 2020 until 11:30 a.m. on Wednesday, 4 March 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 4 March 2020 or such later time as described in the paragraph headed "10. Effect of bad weather and/or extreme conditions on the opening of the application lists" under the section headed "How to apply for the Hong Kong Offer Shares" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions**⁽¹⁾ at the following times on the following dates:

9:00 a.m. to 8:30 p.m. — Friday, 28 February 2020
8:00 a.m. to 1:00 p.m. — Saturday, 29 February 2020
8:00 a.m. to 8:30 p.m. — Monday, 2 March 2020
8:00 a.m. to 8:30 p.m. — Tuesday, 3 March 2020
8:00 a.m. to 12:00 noon — Wednesday, 4 March 2020

Note (1): These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, 28 February 2020 until 12:00 noon on Wednesday, 4 March 2020 (24 hours daily, except (Wednesday, 4 March 2020) on the last application day) as described in the paragraph headed “10. Effect of bad weather and/or extreme conditions on the opening of the application lists” under the section headed “How to apply for the Hong Kong Offer Shares” in the Prospectus.

The latest time for inputting your electronic application instructions will be 12:00 noon on Wednesday, 4 March 2020, the last application day or such later time as described in the paragraph headed “10. Effect of bad weather and/or extreme conditions on the opening of the application lists” under the section headed “How to apply for the Hong Kong Offer Shares” in the Prospectus.

Please refer to the sections headed “Structure and conditions of the Global Offering” and “How to apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to publish the announcement of the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allotment of the Hong Kong Offer Shares in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the website of the Company at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk on Tuesday, 17 March 2020. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels from Tuesday, 17 March 2020 as described under the paragraph headed “11. Publication of results” under the section headed “How to apply for the Hong Kong Offer Shares” in the Prospectus.

The Company will not issue temporary documents of title in respect of Shares or receipt for application fees received. Share certificates will only become valid at 8:00 a.m. on Wednesday, 18 March 2020 provided that the Global Offering has become unconditional and the right of termination described in the sub-paragraph headed “Grounds for termination” under the paragraph headed “Underwriting arrangements and expenses” under the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 18 March 2020. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares will be 6918.

By order of the Board
Kidztech Holdings Limited
Yu Huang
*Chairman, Chief Executive Officer and
executive Director*

Hong Kong, 28 February 2020

As at the date of this announcement, the Board comprises Mr. Yu Huang, Mr. Pui Lik Leung Kenny, Mr. Ni Yanlong as executive Directors; Ms. Zheng Jingyun as non-executive Director; and Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei as independent non-executive Directors.