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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

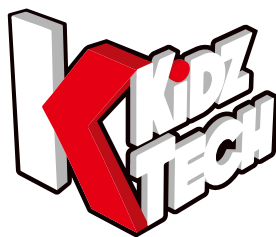
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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kidztech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### Kidztech Holdings Limited 奇士達控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 6918)

#### PROPOSALS FOR (I) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, (II) RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of the Company to be held at the place of business of Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), at Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 29 May 2020 at 2:00 p.m. is set out on pages 22 to 26 of this circular, with which a form of proxy for use at the AGM is enclosed.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM (i.e. not later than 2:00 p.m. on 27 May 2020 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. In such case, the form of proxy submitted previously will be deemed to be withdrawn.

#### Precautions for the AGM

Please refer to page 1 of this circular for precautions to be taken at the AGM for prevention and control of COVID-19, including:

- mandatory temperature taking and health declaration
- wearing surgical face mask
- no gifts or refreshments will be provided

Anyone who fails to comply with above measures may not be admitted into the venue of the AGM. All participants will be required to wear a surgical face mask before and throughout the AGM prior to admission. Shareholders are reminded that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions on their behalf at the AGM.

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## PRECAUTIONS FOR THE AGM

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In view of the ongoing outbreak of COVID-19 and recent guidelines on prevention and control of its spread, the following precautions will be taken at the AGM to protect Shareholders, employees and other stakeholders against the risk of infection:

- (i) Temperature will be taken mandatorily for every Shareholder, proxy and other participants at the entrance to the AGM venue. Anyone with a temperature of over 37.4°C will not be admitted or will be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other participants are required to complete and submit a declaration form at the entrance to the AGM venue, providing their names and contact details and confirming if they or, to the best of their knowledge, anyone in close contact with them has been to any affected country or territory outside of the PRC over the past 14 days. Anyone who fails to comply with the requirement will not be admitted or will be required to leave the AGM venue.
- (iii) Participants are requested to wear a surgical face mask and keep a safe distance when seated all the time at the AGM venue.
- (iv) No refreshments or gifts will be provided.
- (v) Other measures may be required by the governmental authority in the PRC and Hong Kong.

To the extent as permitted by the law, the Company reserves the right to ban the access of anyone or require anyone to leave the AGM venue, so as to ensure the safety of all participants in the AGM.

For the health and safety of stakeholders and complying with the recent guidelines on prevention and control of COVID-19, all Shareholders are reminded that they can exercise their right to vote without attending the AGM in person. Shareholders may complete the form of proxy to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions on their behalf at the AGM.

A form of proxy is enclosed with the circular of the AGM for Shareholders who have elected to receive the circular in hard copy, and is also available from the website of the Company at [www.kidztech.net](http://www.kidztech.net). If you are not a registered Shareholder (if you hold your Shares through a bank, broker, custodian or Hong Kong Securities Clearing Company Limited), please check with your bank, broker or custodian (as appropriate) for helping you to appoint a proxy.

If you have any enquiry on the AGM, please contact the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at:

Tricor Investor Services Limited  
54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: +852 2980 1333  
Fax: +852 2810 8185

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at the place of business of Kidztech (Guangdong) Intelligent Technology Co., Ltd.(奇士達(廣東)智能科技有限公司), at Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 29 May 2020 at 2:00 p.m.
“AGM Notice “	the notice convening the AGM set out on pages 22 to 26 of this circular
“Articles”	the Articles of Association of the Company as amended and/or restated from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Kidztech Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6918)
“Director(s)”	the director(s) of the Company
“Group “	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 54th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to issue, allot and deal with Shares up to 20% of the total number of Shares in issue of the Company as at the date of the passing of the related resolution at the AGM granting the Issue Mandate
“Kidztech HK”	Kidztech Toys Manufacturing Limited, a company incorporated under the laws of Hong Kong with limited liability on 18 July 2011 and an indirect wholly-owned subsidiary of the Company

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## DEFINITIONS

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“Kidztech Intelligent”	Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), formerly known as Kidztech Intelligent Technology Co. Ltd. (奇士達智能科技股份有限公司), Chenghai Ximu Plastic Toys Co., Ltd. (澄海市喜木塑膠玩具有限公司) and Shantou Chenghai Ximu Plastic Toys Co., Ltd. (汕頭市澄海區喜木塑膠玩具有限公司), a limited liability company established under the laws of the PRC on 30 May 2001 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	Friday, 17 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of Shares in issue of the Company as at the date of the passing of the related resolution at the AGM granting the Repurchase Mandate
“Shareholders”	holders of issued Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”                      the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong (as amended from time to time)

“%”    per cent

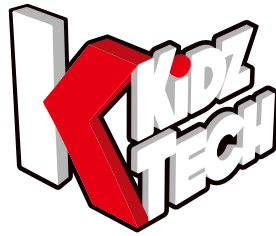
*In case of any discrepancy between the Chinese version and the English version, the English version shall prevail.*

*The English names of the PRC entities as referred to in this circular are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

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**LETTER FROM THE BOARD**

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**Kidztech Holdings Limited**

**奇士達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6918)**

*Executive Directors:*

Mr. Yu Huang *(Chairman and Chief Executive Officer)*

Mr. Pui Lik Leung Kenny

Mr. Ni Yanlong

*Non-executive Director:*

Ms. Zheng Jingyun

*Independent non-executive Directors:*

Mr. He Weidong

Ms. Liu Man

Ms. Zhao Weiwei

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business  
in the PRC:*

Chengyanggang Road

Ancheng Highway

Lianxia Town

Chenghai District

Shantou City

Guangdong

PRC

*Principal place of business  
in Hong Kong:*

Room 802, 8/F,

Inter-Continental Plaza

94 Granville Road

Tsim Sha Tsui East

Kowloon

Hong Kong

27 April 2020

*To the Shareholders*

Dear Sir or Madam,

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## LETTER FROM THE BOARD

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### PROPOSALS FOR (I) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, (II) RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is to provide you with the information in connection with the proposals at the AGM to (i) grant and extend the Issue Mandate; (ii) grant the Repurchase Mandate; and (iii) re-elect the retiring Directors according to the Articles. The proposals will be put to the AGM and are included in the AGM Notice contained in this circular.

#### 2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

By a written resolution of the then Shareholders passed on 13 February 2020, the Directors was given a general mandate to issue the Shares.

The above general mandate will expire at the conclusion of the AGM. Therefore, the ordinary resolution no. 4 of the AGM Notice will be proposed at the AGM to grant the Directors a general mandate to issue the Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of the ordinary resolution (i.e. not more than 104,177,200 Shares based on 520,886,000 Shares issued by the Company in total as at the Latest Practicable Date, assuming the total number of Shares in issue to remain unchanged at the date of the passing of the ordinary resolution no. 4 of the AGM Notice), in order to ensure that the Directors can issue any Share at their discretion and flexibly.

In addition, ordinary resolution no.6 contained in the AGM Notice will be proposed to extend the Issue Mandate by adding the number of Shares repurchased under the Repurchase Mandate.

#### 3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

By a written resolution of the then Shareholders passed on 13 February 2020, the Directors was given a general mandate to repurchase the Shares.

The above general mandate will expire at the conclusion of the AGM. Therefore, the ordinary resolution no. 5 of the AGM Notice will be proposed at the AGM to grant the Directors the Repurchase Mandate to repurchase the Shares not exceeding 10% of the total number of Shares in issue at the date of the passing of the ordinary resolution (i.e. not more than 52,088,600 Shares based on 520,886,000 Shares issued by the Company in total as at the Latest Practicable Date, assuming the total number of Shares in issue to remain unchanged at the date of the passing of the ordinary resolution no. 5 of the AGM Notice).



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## LETTER FROM THE BOARD

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The explanatory statement to provide all information reasonably required by the Shareholders for making an informed decision on voting for or against the resolution approving the Repurchase Mandate as required under the Listing Rules is set out in Appendix I to this circular.

Each of the Issue Mandate, the Repurchase Mandate and the extension mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (c) the time when such mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting.

#### 4. PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises seven Directors, of which Mr. Yu Huang, Mr. Pui Lik Leung Kenny and Mr. Ni Yanlong are executive Directors; Ms. Zheng Jingyun is a non-executive Director; and Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei are independent non-executive Directors.

Pursuant to Article 83(3), Mr. Yu Huang, Mr. Pui Lik Leung Kenny, Mr. Ni Yanlong, Ms. Zheng Jingyun, Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei may hold office only to the AGM and will be eligible for re-election. Therefore, all Directors above are eligible and willing to offer themselves for re-election at the AGM. The Nomination Committee of the Company identifies candidates according to the objective criteria (including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity and term of service) contained in the nomination policy adopted by the Company, and conducts assessment and reviewed based on written confirmations of independence provided by Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei to the Company pursuant to the independence standard contained in Rule 3.13 of the Listing Rules. None of Mr. He Weidong, Ms. Liu Man or Ms. Zhao Weiwei is related to any Director, senior management of the Company or substantial or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei in exercising independent judgment, and is satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and they will be able to maintain an independent view of the Group's affairs. The Board considers them to be independent and beneficial to the diversity of the Board with their professional experience that allows them to contribute to the Board with invaluable expertise.

The biographical details of the Directors subject to re-election at the AGM are contained in Appendix II to this circular.

Further information on the Directors' performance and attendance at Board or committee meetings and/or time commitment to other office is disclosed in the corporate governance report included in the annual report of the Company for the year ended 31 December 2019.

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## LETTER FROM THE BOARD

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### 5. AGM

A notice convening the AGM for considering the resolutions to, among others, grant the Directors the Issue Mandate and the Repurchase Mandate, extend the Issue Mandate and re-elect retiring Directors is set out on pages 22 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

**For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 May 2020 to Friday, 29 May 2020, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2020.**

### 6. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and available from the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kidztech.net](http://www.kidztech.net)).

**Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM (i.e. not later than 2:00 p.m. on 27 May 2020 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.**

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of the retiring Directors as referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM as contained in the AGM Notice.

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

This appendix serves as an explanatory statement as required under the Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.

### **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase, by way of an ordinary resolution which complies with Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed repurchases to the Stock Exchange immediately following the meeting.

### **2. SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of issued and paid-up Shares was 520,886,000 Shares.

Subject to the passing of ordinary resolution no. 5 of the AGM Notice and on the basis that no further Shares are issued or repurchased and/or cancelled prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 52,088,600 Shares.

### **3. REASON FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such a repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, applicable laws of the Cayman Islands and the Listing Rules. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Repurchases may be made out of profits of the Company, sums standing to the credit of the share premium account or a fresh issue of Shares made for the purpose of the repurchase or out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company at or prior to such repurchases. Subject to the Companies Law, repurchases may also be made out of capital of the Company.

**5. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchases pursuant to the Repurchase Mandate would be made where such repurchases would have a material adverse impact on the working capital or gearing positions of the Company unless the Directors consider such repurchases were in the best interests of the Company and the Shareholders as a whole.

**6. SHARE PRICES RECORD**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each month from 18 March 2020, being the listing date of the Shares on the Stock Exchange, up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
March	1.13	0.83
April (up to the Latest Practicable Date)	0.99	0.88

**7. GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws and regulations of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Repurchase Mandate is approved by the Shareholder, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**8. EFFECTS OF TAKEOVERS CODE**

If, as a result of a repurchase of Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Under certain circumstances, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Yu Huang and Ms. Chen Cheng were deemed to be interested in 206,946,667 Shares representing approximately 39.73% of the total number of Shares in issue through a controlled corporation. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then, such interests would be increased to approximately 44.14% of the total number of Shares in issue, resulting in a mandatory offer being made under the Takeovers Code. The Directors have no intention to repurchase Shares which may result in possible mandatory offer being made by Mr. Yu and Ms. Chen under the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

The Repurchase Mandate will not be exercised to the extent that the public float would fall below 25% of the total number of Shares in issue or any other minimum percentage prescribed under the Listing Rules.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

During the period from 18 March 2020, being the listing date of the Shares on the Stock Exchange, up to the Latest Practicable Date, there was no repurchase of its Shares made by the Company (whether on the Stock Exchange or otherwise).

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. Yu Huang** (余煌), aged 39, is the chairman, executive Director and chief executive officer. He was appointed as a Director on 25 October 2019, re-designated as the executive Director on 1 November 2019, and appointed as a member of the Nomination Committee of the Company on 13 February 2020. Mr. Yu is mainly responsible for formulating the overall development strategies, and financial and business plans of the Group; and managing (i) the technical R&D function which covers R&D and design; (ii) the production function which covers supply chain management, production material control, production and quality control; and (iii) marketing of the Group in the PRC.

Mr. Yu has over 12 years of experience in the toy manufacturing and sale industry. He founded the Group by establishing Shantou Chenghai Jinjun Toys Co., Ltd. (“**Shantou Jinjun**”) in June 2009 and was the executive director and the general manager of Shantou Jinjun from June 2009 to September 2017. He has been a director of Kidztech HK since July 2011. He was a director and a manager of Kidztech Intelligent from March 2015 to August 2015 and has become its chairman and general manager since August 2015.

Prior to joining our Group, Mr. Yu worked as the deputy general manager of Shantou Chenghai Changxing Paper Co., Ltd. from July 2004 to March 2007 and the general manager of Shantou Chenghai Jinjun Toys Factory (汕頭市澄海區錦駿玩具廠), which is primarily engaged in toy manufacturing, from March 2007 to June 2009.

Mr. Yu graduated from the Guangdong Justice Police Vocational College (廣東司法警官職業學院) (formerly known as Guangdong Justice School (廣東司法學校)) in the PRC, majoring in law in July 2003.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Yu had an indirect interest in 206,946,667 Shares through his 94.79% interest in Top Synergy Y&C Limited, representing approximately 39.73% of the Shares in issue within the meaning of Part XV of the SFO.

Save as disclosed above, at the Latest Practicable Date, Mr. Yu did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company



Mr. Yu has entered into a service agreement with the Company for a term of three years commencing on 18 March 2020 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. Yu is entitled to receive a basic annual salary of RMB300,000 and is entitled to other additional benefits. In addition, Mr. Yu is entitled to a year end management bonus and performance reward of a sum to be determined by the Board at its absolute discretion.

As at the Latest Practicable Date, the Board is not aware of any other matter in relation to Mr. Yu's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Mr. Pui Lik Leung Kenny (貝烈亮)**, aged 49, was appointed as a Director on 25 October 2019, re-designated as an executive Director on 1 November 2019, and appointed as a member of the Remuneration Committee and the Nomination Committee of the Company on 13 February 2020. Mr. Pui is a deputy general manager of the Group mainly responsible for managing the sales function, which covers sales, accounts management, branding and marketing of the Group. He joined the Group in July 2011 as a director and the general manager of Kidztech HK. He was a director of Kidztech Intelligent from August 2015 to October 2019 and has been a deputy general manager of Kidztech Intelligent since May 2016.

Mr. Pui has over 20 years of experience in the toy manufacturing and sale industry. Mr. Pui worked as an engineer at Wakasa (H.K.) Ltd., which is principally engaged in toy trading, from November 1992 to December 1994, and Li & Fung (Trading) Limited, which is principally engaged in export trading, retailing and distribution, from January 1995 to May 1997. Mr. Pui was the general manager of Zintech Toys Manufacturing Limited, which is principally engaged in toy manufacturing, from March 1999 to September 2006. Subsequently, he joined Playmind Ltd., which is engaged in the design, manufacturing, and marketing of toys as an operation director, from October 2006 to August 2011.

Mr. Pui obtained a Diploma in Mechanical Engineering (Production) from Hong Kong Institute of Vocational Education (Sha Tin) (formerly known as Sha Tin Technical Institute) in Hong Kong in 1990.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pui had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Pui had an indirect interest in 21,580,000 Shares through his wholly-owned interest in Keen Pacemaker Limited, representing approximately 4.14% of the Shares in issue within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pui did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. Pui has entered into a service agreement with the Company for a term of three years commencing on 18 March 2020 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. Pui is entitled to receive a basic annual salary of HK\$950,000 and is entitled to other additional benefits. In addition, Mr. Pui is entitled to a year end management bonus and performance reward of a sum to be determined by the Board at its absolute discretion.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Mr. Pui's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Mr. Ni Yanlong (倪彥龍)**, aged 44, was appointed as an executive Director on 1 November 2019. Mr. Ni is a deputy general manager of the Group mainly responsible for managing the administrative, public relations and human resources functions of the Group. He joined Kidztech Intelligent as a deputy general manager in August 2017 and was one of its directors from September 2017 to October 2019.

Mr. Ni served as an assistant to the directors of the Pengzhong Village Committee of Waisha Town, Chenghai District, Shantou (汕頭市澄海區外砂鎮蓬中村委會) from February 1999 to June 2000. He worked in the legal department of the Shantou Federation of Trade Unions (汕頭市總工會) as a legal clerk and then a deputy director from June 2000 to February 2006. Subsequently, he joined the legal aid department of Shantou Justice Bureau as a deputy director from February 2006 to June 2015. He then became the Secretary General of the Shantou Law Society from June 2015 to July 2017.

Mr. Ni obtained a legal professional practising certificate in the PRC in September 2002 and obtained a lawyer's certificate in June 2016. Mr. Ni obtained a Bachelor degree in International Economic Law from the Guangdong University of Finance and Economics (廣東財經大學) (formerly known as the Guangdong School of Business (廣東商學院)) in the PRC in June 1998.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ni had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Ni had no interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ni did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. Ni has entered into a service agreement with the Company for a term of three years commencing on 18 March 2020 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. Ni is entitled to receive a basic annual salary of RMB200,000 and is entitled to other additional benefits. In addition, Mr. Ni is entitled to a year end management bonus and performance reward of a sum to be determined by the Board at its absolute discretion.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Mr. Ni's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Ms. Zheng Jingyun (鄭靜雲)**, aged 45, was appointed as the non-executive Director on 1 November 2019. Ms. Zheng is mainly responsible for advising on business strategy of the Group. She was a director of Kidztech Intelligent from April 2016 to October 2019. Ms. Zheng is the spouse of Mr. Cai Fenguang.

Ms. Zheng worked at Shantou Chenghai District Weixin Bleaching & Dyeing Co., Ltd (汕頭市澄海區維新漂染有限公司), which is principally engaged in the sale of textile and fabric, as a clerk and an administrative manager from August 1995 to June 2006. She was the executive director and the manager of Shantou Tianyi Decoration Engineering Co., Ltd (汕頭市天一裝飾工程有限公司), which is principally engaged in indoor and decoration design, from July 2006 to December 2018. She was a supervisor of Shantou Beiduo Electric Co., Ltd. (汕頭市貝多電器有限公司), which is principally engaged in the sale of electronic equipment, from June 2009 to February 2016. Since July 2015, she has been the executive director and the general manager of Shenzhen Qianhai Capital Management Co., Ltd (深圳前海領融資產管理有限公司), which is principally engaged in capital market services.

Ms. Zheng graduated from Chengcheng Vocational and Technical School (澄城職業技術中學) in the PRC in June 1995.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zheng had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Zheng was deemed to have a spouse interest in 35,966,667 Shares, representing approximately 6.90% of the Shares in issue within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zheng did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Ms. Zheng has entered into an appointment letter with the Company for a term of three years commencing on 18 March 2020 subject to termination under certain circumstances set out therein and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Zheng is entitled to receive an annual fee as determined by the Company from time to time.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Ms. Zheng's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Mr. He Weidong (何衛東)** (formerly known as He Jinghui (何晶輝)), aged 57, was appointed as an independent non-executive Director on 13 February 2020 and as the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company on 13 February 2020 and is mainly responsible for the supervision and provision of independent judgement to the Board. He was an independent director of Kidztech Intelligent from September 2017 to October 2019.

Mr. He has over 20 years of experience in corporate and investment management. He worked as a senior manager at the departments of business development and joint venture of China Network Communications Co., Ltd. (中國網絡通信有限公司) from December 1999 to December 2006 and since January 2007, he has been a deputy general manager of CNC Kuandai Network Co., Ltd. (網通寬帶網絡有限責任公司), which is principally engaged in the provision of internet and related services. Since May 2014, he has been an executive director and the manager of Beijing Cloud Base Information Technology Co., Ltd. (北京雲基地信息科技有限公司), which is primarily engaged in the provision of application services. Since April 2017, he has been an executive director of Nanjing Zhitian Yunwozi Information Technology Co., Ltd. (南京智天雲沃茲信息科技有限公司), which is principally engaged in software and information technology services.

Mr. He obtained a Bachelor of Radio Engineering degree from the Beijing University of Posts and Telecommunications (北京郵電大學) in the PRC in July 1984, and an Executive Master of Business Administration diploma from the Tsinghua University (清華大學) in the PRC in April 2008. He obtained the "qualification as an independent director of listed companies" from the Shenzhen Stock Exchange in 2018.

Save as disclosed above, as at the Latest Practicable Date, Mr. He had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. He had no interest in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. He did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company

Mr. He has entered into an appointment letter with the Company for a term of three years commencing on 18 March 2020 subject to termination under certain circumstances set out therein and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. He is entitled to receive an annual fee of RMB120,000.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Mr. He's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Ms. Liu Man (劉曼)**, aged 34, was appointed as an independent non-executive Director and as the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company on 13 February 2020 and is mainly responsible for the supervision and provision of independent judgement to the Board. She was an independent director of Kidztech Intelligent from September 2017 to October 2019.

Ms. Liu worked as an assistant judge at Shantou City Intermediate People's Court Criminal no.1 Court from August 2010 to May 2017. Since May 2017, she has been an assistant to the general manager of Zhuhai Technology Venture Capital Co., Ltd. (珠海科技創業投資有限公司), which is principally engaged in capital market services.

Ms. Liu obtained a legal professional qualification certificate in February 2009. She obtained the "qualification as an independent director of listed companies" from the Shenzhen Stock Exchange in 2018. She obtained a Bachelor of Laws degree and a Bachelor of Arts degree in English from the Huazhong University of Science & Technology (華中科技大學) in the PRC in June 2007 and July 2007, respectively. She further obtained a Master in Economic Law degree from the Wuhan University (武漢大學) in the PRC in June 2009.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liu had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Liu had no interest in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Liu did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Ms. Liu has entered into an appointment letter with the Company for a term of three years commencing on 18 March 2020 subject to termination under certain circumstances set out therein and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Liu is entitled to receive an annual fee of RMB120,000.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Ms. Liu's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

**Ms. Zhao Weiwei (趙衛衛)**, aged 38, was appointed as an independent non-executive Director and as the chairman of the Audit Committee and a member of the Nomination Committee of the Company on 13 February 2020 and is mainly responsible for the supervision and provision of independent judgement to the Board. She was an independent director of Kidztech Intelligent from September 2017 to October 2019.

Ms. Zhao worked as an auditor at ShineWing Certified Public Accountants Co. Ltd. (信永中和會計師事務所有限公司) from September 2007 to November 2009. She joined Beijing Horizon Taxation Consulting Co., Ltd. (北京華政稅務師事務所有限公司) as a project manager from February 2010 to June 2012. She worked at Shenzhou Digital Information Technology Co., Ltd (神州數碼信息系統有限公司), which is principally engaged in software and information technology services, from July 2012 to August 2015. She was a manager in the department of tax services of Shenzhou Yitai Information Technology Co., Ltd. (神州易泰信息技術有限公司), which is principally engaged in business management consulting, from August 2015 to November 2017. Since December 2017, she has been a senior manager at Zhongcheng Yinghe Tax Consultant (Beijing) Co., Ltd. (中誠盈禾稅務師事務所(北京)有限公司), which is principally engaged in tax advisory services.

Ms. Zhao has been a certified public accountant and certified tax consultant of the PRC since July 2009 and May 2016, respectively. She obtained the "qualification as an independent director of listed companies" from the Shenzhen Stock Exchange in 2018.

She obtained a Bachelor of Accounting degree from the Minzu University of China (中央民族大學) in the PRC in July 2004, and a Master degree in business administration from the same university in July 2007.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao had not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.



As at the Latest Practicable Date, Ms. Zhao had no interest in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Zhao did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

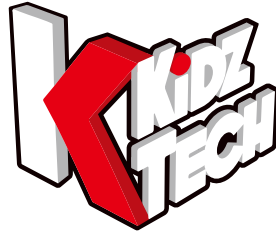
Ms. Zhao has entered into an appointment letter with the Company for a term of three years commencing on 18 March 2020 subject to termination under certain circumstances set out therein and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Zhao is entitled to receive an annual fee of RMB120,000.

Save as disclosed above, the Board was not aware of any other matter in relation to Ms. Zhao's re-election that need to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Kidztech Holdings Limited

### 奇士達控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6918)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Kidztech Holdings Limited (the “**Company**”) will be held at the place of business of Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), at Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 29 May 2020 at 2:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2019.
2. (a) To re-elect the following Directors of the Company (the “**Director(s)**”) by way of separate resolution:
  - (1) To re-elect Mr. Yu Huang as an executive Director;
  - (2) To re-elect Mr. Pui Lik Leung Kenny as an executive Director;
  - (3) To re-elect Mr. Ni Yanlong as an executive Director;
  - (4) To re-elect Ms. Zheng Jingyun as a non-executive Director;
  - (5) To re-elect Mr. He Weidong as an independent non-executive Director;
  - (6) To re-elect Ms. Liu Man as an independent non-executive Director;
  - (7) To re-elect Ms. Zhao Weiwei as an independent non-executive Director; and
- (b) To authorise the board of Directors (the “**Board**”) to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorize the Board to fix their remuneration.
4. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company (the “**Shares**”, each a “**Share**”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the Shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such share option scheme or option scheme or similar arrangement of Shares or rights to acquire Shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the total number is subject to adjustment if all or any of the Company’s Shares are converted into a larger or smaller number of Shares of the Company subsequent to the passing of this resolution), and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company (the “**Shareholders**”) in general meeting revoking, varying or renewing the authority given by this resolution; and

“**Rights Issue**” means an offer of Shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the total number is subject to adjustment if all or any of the Company’s Shares are converted into a larger or smaller number of Shares of the Company subsequent to the passing of this resolution), and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by Shareholders of the Company in general meeting revoking, varying or renewing the authority given by this resolution.”
6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon the ordinary resolutions nos. 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued Shares in the share capital of the Company pursuant to the ordinary resolution no. 4 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution no. 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the total number is subject to adjustment If all or any of the Company’s Shares are converted into a larger or smaller number of Shares of the Company subsequent to the passing of this resolution).”

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

Hong Kong, 27 April 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. If more than one of the joint registered holders be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the registered of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. not later than 2:00 p.m. on 27 May 2020 (Hong Kong time)) or any adjournment thereof.
4. The register of members of the Company will be closed from Monday, 25 May 2020 to Friday, 29 May 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2020.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to items 2 and 4 to 6 set out in this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase Shares of the Company will be despatched to Shareholders of the Company on 27 April 2020. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 10:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.kidztech.net](http://www.kidztech.net)) to notify Shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

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