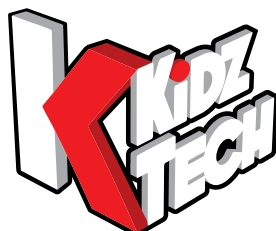

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 bank, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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**

A notice convening the annual general meeting of the Company to be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 24 June 2022 at 10:00 a.m. is set out on pages 19 to 24 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 and transfer office of the Company, Tricor Investor Services Limited, at Level 54, 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 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.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC.

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the AGM, including but not limited to (i) compulsory body temperature checks, (ii) wearing of surgical face mask throughout the AGM, (iii) physical distancing through seating arrangement, (iv) no provision of refreshments or drinks and (v) no distribution of corporate gifts.

The Company particularly reminds the Shareholders and participants who intend to attend the AGM on site to continue to pay attention to the latest development of the epidemic, abide by the relevant requirements on epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC) at the meeting venue, cooperate with the preparation of temperature checking and take effective personal protective measures. To the extent permitted by law, participants who do not comply with the above precautions are not allowed to enter the meeting venue by the Company.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

13 May 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 24 June 2022 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 24 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 Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Kidztech Holdings Limited, an exempted company incorporated in the 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
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“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

DEFINITIONS

“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Issue Mandate”	a general and 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
“Latest Practicable Date”	Friday, 6 May 2022, 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
“Repurchase Mandate”	a general and 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
“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
“Shareholders”	the holders of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

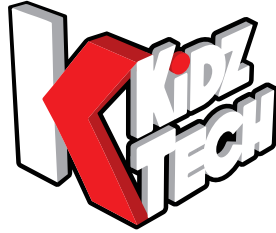
DEFINITIONS

“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.

LETTER FROM THE BOARD



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. Zhu Qiang
Ms. He Minhua

Non-executive Director:

Ms. Zheng Jingyun

Independent non-executive Directors:

Mr. He Weidong
Ms. Wang Shiling
Mr. Gong Lan

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

13 May 2022

To the Shareholders

Dear Sir or Madam,

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

LETTER FROM THE BOARD

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 the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) re-elect the retiring Directors. The proposals will be put to the AGM and are included in the AGM Notice contained in this circular.

2. PROPOSED RESOLUTIONS TO GRANT ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 27 May 2021, the Directors were given a general mandate to allot, issue and deal with the Shares and a general mandate to repurchase the Shares.

These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and Extension Mandate to the Directors.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with a maximum of 104,177,200 additional Shares under the Issue Mandate, representing 20% of the aggregate number of issued Shares (i.e. 520,886,000 Shares) as at the date of the AGM.

Each of the Issue Mandate, the Repurchase Mandate and the Extension mandate will, if granted, remain in effect until 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.

Under the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises seven Directors, of which Mr. Yu Huang, Mr. Zhu Qiang and Ms. He Minhua are executive Directors; Ms. Zheng Jingyun is a non-executive Director; and Mr. He Weidong, Ms. Wang Shiling and Mr. Gong Lan are independent non-executive Directors.

Pursuant to Article 83(3) of the Articles, Mr. Zhu Qiang, Ms. He Minhua, Ms. Wang Shiling and Mr. Gong Lan will retire from office at the AGM and being eligible, will offer themselves for re-election.

Pursuant to Article 84(1) of the Articles, Mr. Yu Huang will retire from office by rotation at the AGM and being eligible, will offer himself for re-election.

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 reviews based on written confirmations of independence provided by Ms. Wang Shiling and Mr. Gong Lan to the Company pursuant to the independence standard contained in Rule 3.13 of the Listing Rules. Ms. Wang Shiling and Mr. Gong Lan are not 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 Ms. Wang Shiling and Mr. Gong Lan 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 2021.

LETTER FROM THE BOARD

4. AGM

A notice convening the AGM for considering the resolutions to, among others, grant the Directors the Issue Mandate and the Repurchase Mandate, the Extension Mandate and re-elect retiring Directors is set out on pages 19 to 24 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 Tuesday, 21 June 2022 to Friday, 24 June 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

5. 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) and the Company (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 Level 54, 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 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.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

LETTER FROM THE BOARD

7. 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.

8. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the 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*

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the SFC 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 the proposed resolution granting the Repurchase Mandate 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. REASONS 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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 Act, 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 2021) 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. SHARE PRICES RECORD

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	2.46	1.45
May	1.85	1.10
June	1.73	1.20
July	1.64	1.29
August	1.81	1.40
September	1.55	1.28
October	1.41	1.11
November	1.54	1.11
December	1.28	0.91
2022		
January	1.07	0.70
February	0.98	0.76
March	0.90	0.70
April	0.97	0.76
May (up to the Latest Practicable Date)	1.00	0.91

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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 THE 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 obligation being triggered under the Takeovers Code. The Directors have no intention to repurchase Shares which may result in possible mandatory offer obligation being triggered 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

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

Mr. Yu Huang (余煌) (“**Mr. Yu**”), aged 41, founded the Group through the establishment of Shantou Chenghai Jinjun Toys Co., Ltd.* (汕頭市澄海區錦駿玩具有限公司) in June 2009. Mr. Yu is the chairman, executive Director, chief executive officer and controlling shareholder of the Company. He is also a member of the Nomination Committee of the Company. He was appointed as a Director in October 2019 and was re-designated as an executive Director in November 2019.

Mr. Yu has over 12 years of experience in the toy manufacturing and sale industry. Prior to the establishment of the Group, Mr. Yu worked as the deputy general manager of Shantou Chenghai Changxing Paper Foil Co., Ltd.* (汕頭市澄海區昌興紙箔有限公司) 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) in the PRC and was awarded a professional diploma in law.

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 Shareholders 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. Mr. Yu's remuneration will be subject to annual review by the Remuneration Committee of the Company and the Board from time to time with reference to the prevailing market level and his responsibilities and performance.

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. Zhu Qiang (朱強) ("Mr. Zhu"), aged 34, was appointed as an executive Director, a member of each of the Nomination Committee and the Remuneration Committee of the Company on 23 March 2022. Mr. Zhu is majoring in information security and management at The Open University of China. Mr. Zhu has extensive experience in financial leasing and industrial investment and financing management, and is experienced in employing financial tools in combination with traditional businesses. Mr. Zhu was the deputy general manager of Zhongyue International Financial Leasing (Shenzhen) Co., Ltd.* (中粵國際融資租賃(深圳)有限公司) from July 2016 to September 2018, primarily responsible for risk management of finance lease assets, and the general manager of Wing Hang International Capital Holdings (Shenzhen) Co., Ltd.* (永亨國際資本控股(深圳)有限公司) from October 2018 to January 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhu 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. Zhu had no interest in any Shares within the meaning of Part XV of the SFO.

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

Mr. Zhu has entered into a service contract with the Company for an initial term of three years from 23 March 2022 and the appointment shall continue thereafter unless and until terminated by either the Company or Mr. Zhu giving to the other not less than three months' notice in writing to determine the same. According to the service contract, he is entitled to a salary of HK\$180,000 per year which was determined with reference to his background and qualifications, his time commitment and responsibilities, salaries paid by comparable companies and employment

condition elsewhere in the Group. Mr. Zhu's remuneration will be subject to annual review by the Remuneration Committee of the Company and the Board from time to time with reference to the prevailing market level and his responsibilities and performance.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Mr. Zhu'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. He Minhua (何敏華) ("Ms. He"), aged 33, was appointed as an executive Director on 31 August 2021. She has over 6 years of management, consulting and execution experience in corporate strategic planning, organisation management, public relations, policy execution and project development. She is currently the vice general manager of Kidztech (Guangdong) Intelligent Technology Co., Ltd., the Group's operating subsidiary in the PRC. Prior to joining the Group, she had worked in the Industry Promotion Division (Headquarters Service Office) of Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen from May 2011 to March 2017, with her last position being senior supervisor.

Ms. He obtained a degree of Bachelor of Science in Economics from the London School of Economics and Political Science in the United Kingdom in July 2010 and a Master of Business Administration degree from the Chinese University of Hong Kong in November 2014. Ms. He also completed a postgraduate course in finance in the Graduate School of Tsinghua University in December 2014. She was awarded a diploma of graduate gemologist from the Gemological Institute of America ("GIA") in February 2021 and subsequently obtained a certificate in jewelry design from the GIA in May 2021.

Save as disclosed above, as at the Latest Practicable Date, Ms. 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, Ms. He had no interest in any Shares within the meaning of Part XV of the SFO.

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

Ms. He has entered into a service contract with the Company for an initial term of three years from 31 August 2021 and the appointment shall continue thereafter unless and until terminated by either the Company or Ms. He giving to the other not less than three months' notice in writing to determine the same. According to the service contract, she is entitled to a Director's fee of HK\$360,000 per year, which was determined with reference to her background and qualifications, her time commitment and responsibilities, salaries paid by comparable companies and employment conditions elsewhere in the Group. Ms. He's remuneration will be subject to annual review by the Remuneration Committee of the Company and the Board from time to time with reference to the prevailing market level and her responsibilities and performance.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Ms. 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.

Mr. Gong Lan (龔瀾) ("Mr. Gong"), aged 53, was appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee of the Company on 23 March 2022. Mr. Gong graduated from Shanghai Lixin University of Accounting and Finance (formerly known as Lixin Accounting College) in 1994, majoring in foreign-related accounting, and obtained the qualification of Chinese certified public accountant in 1999.

Mr. Gong has over 20 years of financial management experience in various industries including trading, industrial and investment. From 1990 to 2005, he served as the internal audit and taxation officer of Donghao Lansheng Exhibition Group Co., Ltd.* (東浩蘭生會展集團股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code: 600826, formerly known as Shanghai Lansheng Co., Ltd.* (上海蘭生股份有限公司)) and the financial manager of its subsidiary, Datang Lansheng Communication and Navigation Technology Co., Ltd.* (大唐蘭生通信導航技術有限公司). He served as the financial manager of Shanghai Shanshan Xinmingda Industrial Co., Ltd.* (上海杉杉新明達實業有限公司) from January 2006 to May 2012 and the financial manager of Shanghai Ganyuan Trading Co., Ltd.* (上海淦源貿易有限公司) from May 2012 to January 2021. He has been serving as the financial manager of Shanghai Ruiyixiang Industrial Co., Ltd.* (上海睿奕享實業有限公司) (formerly known as Shanghai Ruiyixiang Trading Co., Ltd.* (上海睿奕享貿易有限公司)) since March 2021.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gong 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. Gong had no interest in any Shares within the meaning of Part XV of the SFO.

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

Mr. Gong has entered into an appointment letter with the Company for a term of three years commencing on 23 March 2022 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. Under the appointment letter, Mr. Gong is entitled to receive a remuneration of HK\$120,000 per year, which was determined with reference to his background and qualifications, his time commitment and responsibilities, salaries paid by comparable companies and employment conditions elsewhere in the Group. Mr. Gong's remuneration will be subject to annual review by the Remuneration Committee of the Company and the Board from time to time with reference to the prevailing market level and his responsibilities and performance.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Mr. Gong'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. Wang Shiling (王世鈴) (“**Ms. Wang**”), aged 38, was appointed as an independent non-executive Director, the chairlady of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company on 31 August 2021. She has over 10 years of experience in financial management of risk control. Prior to joining the Group, Ms. Wang has worked in a number of investment and financial industry companies. She has been the director of risk management of Shenzhen City Guoan Yitong Investment Co., Ltd. * (深圳市國安億通投資有限公司) since August 2017.

Ms. Wang obtained a Bachelor's degree in International Trade from the Guangdong University of Foreign Studies in the Guangdong Province of the PRC in December 2007.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang 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. Wang had no interest in any Shares within the meaning of Part XV of the SFO.

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

Ms. Wang has entered into a letter of appointment with the Company for an initial term of three years from 31 August 2021 and the appointment shall continue thereafter unless and until terminated by either the Company or Ms. Wang giving to the other not less than three months' notice in writing to determine the same. According to the letter of appointment, she is entitled to a Director's fee of HK\$120,000 per year, which was determined with reference to her background and qualifications, her time commitment and responsibilities, salaries paid by comparable companies and employment conditions elsewhere in the Group. Ms. Wang's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the prevailing market level and her responsibilities and performance.

As at the Latest Practicable Date, the Board was not aware of any other matter in relation to Ms. Wang'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.

NOTICE OF ANNUAL GENERAL MEETING



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 Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Friday, 24 June 2022 at 10:00 a.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 2021.
2. (a) To re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) To re-elect Mr. Yu Huang as an executive Director;
 - (2) To re-elect Mr. Zhu Qiang as an executive Director;
 - (3) To re-elect Ms. He Minhua as an executive Director;
 - (4) To re-elect Ms. Wang Shiling as an independent non-executive Director; and
 - (5) To re-elect Mr. Gong Lan as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2022.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass, with or without modifications, the following resolutions 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) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the Shares 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 defined in paragraph (d) below); 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; 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 in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) 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

NOTICE OF ANNUAL GENERAL MEETING

any of Shares are converted into a larger or smaller number of Shares subsequent to the passing of this resolution), and the said approval shall be limited accordingly; and

- (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; and
 - (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given by this resolution.

“**Rights Issue**” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 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 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 Shares are converted into a larger or smaller number of Shares subsequent to the passing of this resolution), and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (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;
 - (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; and
 - (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

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 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 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 Shares are converted into a larger or smaller number of Shares 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, 13 May 2022

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its 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 notorially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, 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

NOTICE OF ANNUAL GENERAL MEETING

by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.
6. With regard to items 2 and 4 to 6 set out in this notice, a circular of the Company dated 13 May 2022 giving details of the re-election of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. 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 the meeting is seriously affected by a typhoon or bad weather condition in Shantou, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.kidztech.net) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. 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.
8. Precautionary measures for the Annual General Meeting (“AGM”)

In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC.

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the AGM, including but not limited to (i) compulsory body temperature checks, (ii) wearing of surgical face mask throughout the AGM, (iii) physical distancing through seating arrangement, (iv) no provision of refreshments or drinks and (v) no distribution of corporate gifts.

The Company particularly reminds the Shareholders and participants who intend to attend the AGM on site to continue to pay attention to the latest development of the epidemic, abide by the relevant requirements on epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC) at the meeting venue, cooperate with the preparation of temperature checking and take effective personal protective measures. To the extent permitted by law, participants who do not comply with the above precautions are not allowed to enter the meeting venue by the Company.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Yu Huang, Mr. Zhu Qiang and Ms. He Minhua; one non-executive Director, namely, Ms. Zheng Jingyun; and three independent non-executive Directors, namely, Mr. He Weidong, Mr. Gong Lan and Ms. Wang Shiling.