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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 obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kiddieland International Limited, you should at once hand this circular and the accompanying form of proxy and, if applicable, the annual report to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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KIDDIELAND

Kiddieland International Limited

童園國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3830)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual general meeting of Kiddieland International Limited to be held at Suites 1416 to 1420, 14/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 26 September 2025 at 9:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the Annual general meeting, you are requested to complete and return the enclosed form of proxy, which is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kiddieland.com.hk), in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual general meeting or any adjournment thereof (as the case may be) should you so wish.

25 August 2025

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In this circular and the appendices to it, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting"	the annual general meeting of the Company to be held at Suites 1416 to 1420, 14/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 26 September 2025 at 9:00 a.m., notice of which is set out on pages 13 to 17 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors of the Company
"Company"	Kiddieland International Limited, an exempt company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
"Controlling Shareholder(s)"	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to KLH Capital Limited
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	18 August 2025, 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 Hong Kong Stock Exchange, as amended or supplemented from time to time
"Notice"	notice of the Annual General Meeting as set out on pages 13 to 17 of this circular
"Proposed Extension Mandate"	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted and issued under the Proposed General Mandate

"Proposed General Mandate"	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and/or deal with new Shares of not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
"Proposed Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors to repurchase Shares of not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended or supplemented from time to time
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Takeovers Code"	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended or supplemented from time to time

Kiddieland International Limited
童園國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3830)

Executive Directors:
Ms. LO Shiu Shan Suzanne *(Chairwoman)*
Ms. SIN LO Siu Wai Sylvia *(Chief Executive Officer)*
Mr. LO Hung
Ms. LEUNG Siu Lin Esther

Independent Non-Executive Directors:
Mr. MAN Ka Ho Donald
Mr. CHENG Dominic
Mr. SIT Hon Wing

Registered Office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place of Business in Hong Kong:
14/F, Bank of America Tower
12 Harcourt Road
Central
Hong Kong

22 August 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; (ii) the granting to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate; and (iii) the Notice.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three

years. Accordingly, Ms. LO Shiu Shan Suzanne, Mr. CHENG Dominic and Mr. SIT Hon Wing shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The Board considers that the re-election of Ms. LO Shiu Shan Suzanne, Mr. CHENG Dominic and Mr. SIT Hon Wing as Directors is in the interests of the Company and the Shareholders as a whole.

Details of retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Under the resolution numbered 2(A) as set out in the Notice, the re-election of the retiring Directors will be individually voted on by Shareholders.

3. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Proposed General Mandate to the Directors to exercise all the powers of the Company to allot, issue and/or deal with additional Shares of not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the ordinary resolution numbered 4 as set out in the Notice and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 200,000,000 Shares.

4. PROPOSED MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant of the Proposed Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares of not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. On the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum number of 100,000,000 Shares which are fully paid-up.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

Subject to the approval of the above proposals by the Shareholders at the AGM, the Issue Mandate and the Repurchase Mandate will be effective until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Act, the Articles of Association or applicable Cayman Islands law to hold its next annual general meeting; or (c) revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

5. PROPOSED EXTENSION MANDATE

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and Proposed Repurchase Mandate, an ordinary resolution will be proposed to grant the Proposed Extension Mandate to the Directors to the effect that the number of Shares repurchased by the Company under the Proposed Repurchase Mandate will also be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the Proposed General Mandate.

6. ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 13 to 17 of this circular.

The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Friday, 26 September 2025. Shareholders whose names appear on the register of members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. For determining Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 24 September 2025 to Friday, 26 September 2025, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 23 September 2025.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.kiddieland.com.hk). Whether or not you intend to attend the Annual General Meeting, you are required 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, a resolution put to vote at a general meeting is to be decided by way of a poll. The Chairwoman of the forthcoming Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.kiddieland.com.hk).

8. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of retiring Directors, the granting of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Kiddieland International Limited
LO Shiu Shan Suzanne
Chairwoman

The following are the particulars of Ms. LO Shiu Shan Suzanne, Mr. CHENG Dominic and Mr. SIT Hon Wing, all of whom will retire at the Annual General Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election.

The information of the retiring Directors

(1) Ms. LO Shiu Shan Suzanne

Chairwoman and Executive Director

Ms. LO Shiu Shan Suzanne ("**Ms. Suzanne Lo**"), aged 53, was appointed as the Chairwoman with effect from 28 June 2025. She is one of the founders of our Group, an executive Director of our Company and is responsible for determining the cost calculation and pricing of our products, handling factory audits and overseeing of purchase activities of our Group. She was appointed as a Director on 3 June 2016. She has been a director of each of Kiddieland Toy, Inc., Kiddieland Toys Limited, Kiddieland Industrial Limited and W. Great Worth Limited since 1999, 2001, 1998 and 2001 respectively and a director of each of Kiddieland Group Limited, Kiddieland Trading Limited and Kiddieland Manufacturing Limited since 30 May 2016. She became a director of Kiddieland Industrial Limited in May 1998 and became actively involved in the daily operations of our Group since 15 April 2002. She has over 22 years of experience in the toy industry. During the period from July 1999 to March 2002, she was a Senior Associate of the Assurance and Business Advisory Services Department at PricewaterhouseCoopers. She obtained a Bachelor of Commerce from McGill University in May 1995. She is also a director of KLH Capital.

Ms. Suzanne Lo is daughter of Mr. Lo Hung and Ms. Esther Leung, executive Directors. She is also sister of Ms. Sin Lo Siu Wai Sylvia, executive Director.

Ms. Suzanne Lo has entered into a renewal service agreement with the Company for a term of three years commencing from 21 September 2023 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. She is entitled to a monthly salary of HK$60,690 and such salary is to be reviewed annually, an end-of-year bonus and a discretionary performance bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Board.

As at the Latest Practicable Date, KLH Capital Limited, the Controlling Shareholder, is holding 75% of the issued Shares. Ms. Sin Lo Siu Wai Sylvia holds 10,000 shares representing 100% personal interest of the issued share capital of KLH Capital Limited. Further details of Ms. Sin Lo Siu Wai Sylvia's interest as above mentioned are disclosed on page 18 of the Annual Report for the year ended 30 April 2025.

(2) Mr. CHENG Dominic

Independent non-executive Director, the chairman of the Remuneration Committee and the member of each of the Audit Committee and the Nomination Committee

Mr. CHENG Dominic ("**Mr. Dominic Cheng**"), aged 53, was appointed as an independent non-executive Director on 19 July 2018. He is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee of our Company. He worked in Ernst & Young as Management Consultant before joining Airline Mechanical Co., Ltd. in 1998 as Vice President of Operations. Currently, he is the general manager of AMC Technology Company Limited. He obtained a Bachelor of Mathematics from The University of Waterloo in May 1994 and completed the certificate programme on production management held by The Hong Kong Management Association in July 1997.

Mr. Dominic Cheng has signed a renewal service agreements with the Company as an independent non-executive Director for a term of three years commencing from 16 July 2024 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. He is entitled to an annual director's fee of HK$60,000 which is approved by the Board, under the recommendation from the remuneration committee, with reference to his duties and experience.

(3) Mr. SIT Hon Wing

Independent Non-executive Director, the chairman of the Audit Committee and the member of each of the Remuneration Committee and the Nomination Committee

Mr. SIT Hon Wing ("**Mr. Ray Sit**"), aged 48, was appointed as an independent non-executive Director on 3 January 2023. He is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee of our Company. He is currently a director of Xi Zhou Enterprises Hong Kong Limited ("**Xi Zhou**") and executive director of Skyfame Realty (Holdings) Limited (stock code: 0059). He was appointed as the company secretary of CT Environmental Group Limited ("**CTEG**") (a company formerly listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with stock code: 1363, and a former parent company of Xi Zhou) on September 2017. Between 2008 and 2015, Mr. Ray Sit was one of the management team members in the finance function, company secretarial function and investor relations function of CTEG. He had worked in the audit and assurance department of PricewaterhouseCoopers in Hong Kong and had also served as the financial controller and/or company secretary of various listed companies in Hong Kong for over 22 years, including CTEG, Hao Tian Development Group Limited (the company name currently has been changed to Aceso Life Science Group Limited, stock code: 474), Hao Tian International Construction Investment Group Limited (stock code: 1341) and Sau San Tong Holdings Limited (stock code: 8200). He received a Bachelor's degree in Accountancy from The Hong Kong Polytechnic University and is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He currently also serves as a director of Fujian Nuoqi Co., Ltd. (a company formerly listed on the Stock Exchange with stock code: 1353).

Mr. Ray Sit has signed a letter of appointment with the Company as an independent non-executive Director for a term of three years effective from 3 January 2023 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. He is entitled to an annual director's fee of HK$60,000 which is approved by the Board, under the recommendation from the remuneration committee, with reference to his duties and experience.

Save as disclosed above, each of the Directors who is subject to re-election at the Annual General Meeting (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or its subsidiaries; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) does not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years prior to the Latest Practicable Date; and (v) has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information for their consideration of the Proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the resolution numbered 5 regarding the Proposed Repurchase Mandate as set out in the Notice and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed under the Proposed Repurchase Mandate to repurchase a maximum number of 100,000,000 Shares, representing 10% of the aggregate nominal amount of the Shares in issue, until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by any applicable laws or the Articles of Association to hold its annual general meeting; and (iii) the date on which the authority set out in the resolution is varied or revoked by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Proposed Repurchase Mandate will be financed from the Company's distributable profits and/or available cash flow. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles of Association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited financial statements for the year ended 30 April 2025 (being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Proposed Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DISCLOSURE OF INTERESTS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Proposed Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Proposed Repurchase Mandate is exercised.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
August	0.033	0.025
September	0.028	0.021
October	0.035	0.025
November	0.030	0.025
December	0.031	0.021
2025		
January	0.054	0.026
February	0.035	0.027
March	0.061	0.030
April	0.053	0.032
May	0.047	0.044
June	0.056	0.042
July	0.088	0.050
August (up to and including the Latest Practicable Date)	0.072	0.060

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company pursuant to the Proposed 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. Accordingly, 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 Shareholders' interest, could obtain or consolidate control of the Company and thereby become 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, the Controlling Shareholders acting in concert and together held 750,000,000 Shares representing approximately 75% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Proposed Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 83.33%. Such increase in shareholding would give rise to an obligation on the part of the Controlling Shareholders to make a mandatory offer under the Rule 26 of the Takeovers Code unless a waiver is given.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below 25%, the prescribed minimum percentage required by the Hong Kong Stock Exchange.

8. SHARES REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

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Kiddieland International Limited

童園國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3830)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of Kiddieland International Limited will be held at Suites 1416 to 1420, 14/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 26 September 2025 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and the independent auditor for the year ended 30 April 2025;

2. (A) To re-elect retiring Directors;

   (B) To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company;

3. To re-appoint the independent auditor and to authorise the Board of Directors to fix their remuneration;

4. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and/or deal with additional shares in the share capital of the Company (the "**Shares**") and to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the Shares allotted, issued and/or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (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) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; or (iii) the exercise of subscription rights under options granted under the option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement 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, shall not exceed (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution plus (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum number equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 Company is required by any applicable laws or the articles of association of the Company to hold its annual general meeting; and

(iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting.

"**Rights Issue**" means an offer of Shares or issue of options, warrants, options or other securities giving the rights 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.''

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

''**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in the paragraph (c) below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the ''**Hong Kong Stock Exchange**'') or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the articles of association of the Company and/or the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (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 nominal amount of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

''**Relevant Period**'' means the period from the date of 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 Company is required by any applicable laws or the articles of association of the Company to hold its annual general meeting; and

(iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting.''

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** conditional on passing of the resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of the resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of the resolution numbered 5 above."

By Order of the Board
Kiddieland International Limited
LO Shiu Shan Suzanne
Chairwoman

Hong Kong, 25 August 2025

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and that of the Company (www.kiddieland.com.hk).

2. Any shareholder of the Company entitled to attend, speak and vote at the above meeting is entitled to appoint one or, if he holds two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be completed and lodged at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.

5. Shareholders whose names appear on the register of members of the Company on Friday, 26 September 2025 are entitled to attend and vote at the above meeting. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 24 September 2025 to Friday, 26 September 2025, both days inclusive. In order to qualify for attending and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 23 September 2025.

6. Further details concerning items 2, 4, 5 and 6 are set out in the circular to the shareholders of the Company.

7. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at any time between 7:30 a.m. to 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Hong Kong Government may issue an announcement on "extreme conditions" in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons. The Company will post an announcement on the websites of the Company at www.kiddieland.com.hk and the Hong Kong Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and venue of the adjourned meeting, however, a failure to post such a notice shall not affect the adjournment of the meeting.

   The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

8. The Chinese version of this notice is for reference only. In case of any inconsistencies, the English version shall prevail.