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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Asia Pacific Securities Limited

Reference is made to the announcement of Kidztech Holdings Limited (the "**Company**") dated 6 August 2025 in relation to the placing of up to 124,912,800 new shares under general mandate (the "**Announcement**"). Unless defined otherwise, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that the condition set out in the Placing Agreement had been fulfilled and Completion took place on 29 August 2025. All the 124,912,800 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK$0.133 per Placing Share.

The 124,912,800 Placing Shares represent (i) 20.00% of the issued share capital of the Company immediately upon Completion; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owner(s) (if applicable) is an Independent Third Party; and (ii) none of the Placees has become a Substantial Shareholder upon Completion.

USE OF NET PROCEEDS

As all the Placing Shares have been successfully placed in full, the gross proceeds and net proceeds from the Placing amounted to approximately HK$16.6 million and approximately HK$16.1 million, respectively. Based on the net proceeds of approximately HK$16.1 million under the Placing, the net issue price per Placing Share is approximately HK$0.1292.

The net proceeds from the Placing are intended to be applied by the Company as to (i) HK$10.0 million (or approximately 61.9%) for the repayment of debts of the Group (comprising outstanding non-interest bearing other payables of approximately (a) HK$5.4 million in aggregate since September 2022 and up to 31 July 2025 due to an independent company A; (b) HK$0.4 million due in December 2024 to an independent company B; (c) HK$0.2 million due on demand to an independent individual; and (d) HK$4 million due on demand to an independent company C); and (ii) approximately HK$6.1 million (or approximately 38.1%) for general working capital, including payroll, rental and other operating expenses of the Group. It is expected that the net proceeds will be fully utilised by the end of 2025.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion:

Shareholders	Immediately before Completion		Immediately upon Completion	
	Number of Shares	Approx. % *(Note 3)*	Number of Shares	Approx. % *(Note 3)*
Controlling/Substantial Shareholder				
Top Synergy Y&C Limited ("**Top Synergy**") *(Note 1)*	194,784,667	31.19	194,784,667	25.99
Gold-Face Finance Limited ("**Gold-Face**") *(Note 2)*	119,300,000	19.10	119,300,000	15.92
Public Shareholders				
The Placees	—	—	124,912,800	16.67
Other public Shareholders	310,479,333	49.71	310,479,333	41.43
Sub-total:	310,479,333	49.71	435,392,133	58.09
Total	**624,564,000**	**100.00**	**749,476,800**	**100.00**

Notes:

1. As at the date of this announcement, Top Synergy is legally, beneficially and wholly owned as to approximately 94.79% by Mr. Yu Huang ("**Mr. Yu**") (an executive Director and the chairman of the Board) and as to approximately 5.21% by Ms. Chen Cheng, who is the spouse of Mr. Yu.

2. As at the date of this announcement, as security for a loan provided by Gold-Face to the Company, Top Synergy as chargor has charged 119,300,000 Shares in favour of Gold-Face. Gold-Face is an indirect wholly-owned subsidiary of Upbest Group Limited (Stock Code: 335).

3. The percentage figures shown in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By order of the Board
Kidztech Holdings Limited
Yu Huang
Chairman

Hong Kong, 29 August 2025

As at the date of this announcement, the Board comprises Mr. Yu Huang, Mr. Zhu Qiang and Mr. Hong Kun as executive Directors, Ms. Zheng Jingyun as the non-executive Director, and Ms. Wang Shiling, Mr. Gong Lan and Ms. Huang Chunlian as independent non-executive Directors.