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 you should take, you should 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 **Kidsland International Holdings Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Kidsland International Holdings Limited
凱知樂國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2122)

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

Capitalised terms used in the lower portion of this cover page and the contents page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kidslandholdings.com). If you are not able or do not intend to attend the AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the AGM or any adjourned meeting should you so wish. If you attend, speak and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked. For the avoidance of doubt, holder of treasury shares (if any) shall abstain from voting at the AGM.

28 April 2026

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English version of this circular will prevail.

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m. or any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"Audited Financial Statements"	the audited consolidated financial statements of the Group for the Year
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Act"	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Kidsland International Holdings Limited, a limited liability company incorporated under the laws of the Cayman Islands and whose Shares are listed and traded on the Main Board of the Stock Exchange (stock code: 2122)
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Executive Director(s)"	the executive Director(s)
"Group" or "Kidsland"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	the nomination committee of the Board
"Non-executive Director(s)"	the non-executive Director(s)
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"Retiring Directors"	Mr. Du Ping and Mr. Huang Lester Garson
"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission in Hong Kong

"SFO"	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of nominal or par value of HK$0.01 each in the issued capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"Year"	the year ended 31 December 2025
"%"	per cent

Kidsland International Holdings Limited
凱知樂國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2122)

Executive Directors:
Mr. Lee Ching Yiu *(Chairman)*
Ms. Zhong Mei

Non-Executive Director:
Mr. Du Ping

Independent Non-Executive Directors:
Mr. Cheng Yuk Wo
Mr. Huang Lester Garson
Mr. Albert Thomas da Rosa, Junior

Registered Office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Headquarters and Principal Place of Business in the PRC:
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Anjialou Road
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Beijing, The PRC

Principal Place of Business in Hong Kong:
28/F, Times Tower
391–407 Jaffe Road
Wan Chai, Hong Kong

28 April 2026

To the Shareholders

Dear Sirs,

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

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to be held on Friday, 12 June 2026 to enable you to make an informed decision on whether to vote for or against those resolutions, and to give you notice of the AGM. Resolutions to be proposed at the AGM include ordinary resolutions on, among other matters, (a) the grant of the Issue Mandate and the Repurchase Mandate; (b) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (c) the re-election of the Retiring Directors and the granting of the authority to the Board to fix the Directors' remuneration.

ISSUE MANDATE

Pursuant to the resolutions passed by the Shareholders at the annual general meeting of the Company held on 13 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM unless renewed at that meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM that the Issue Mandate be granted for the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the resolution.

Pursuant to Rule 10.06(5) of the Listing Rules, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company buys back any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate as set out in resolution no. 4 in the notice of the AGM are set out on pages 18 to 23 of this circular and made in accordance with the Listing Rules and the applicable laws and regulations.

As at the Latest Practicable Date, a total of 1,355,914,286 Shares were in issue (excluding treasury shares, if any). Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued, repurchased or cancelled by the Company prior to the AGM, the Directors will be authorised under the Issue Mandate to allot, issue and deal with up to a maximum of 271,182,857 Shares. The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issue Mandate other than the Shares which may fall to be issued under any of the share option schemes of the Company. The Company did not hold any treasury shares as at the Latest Practicable Date.

REPURCHASE MANDATE

Pursuant to the resolutions passed by the Shareholders at the annual general meeting of the Company held on 13 June 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM unless renewed at that meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM that the Repurchase Mandate be granted for the Directors to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution. Details of the Repurchase Mandate as set out in resolution no. 5 in the notice of the AGM are set out on pages 18 to 23 of this circular. As at the Latest Practicable Date, a total of 1,355,914,286 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued, repurchased or cancelled by the Company prior to the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase up to a maximum of 135,591,428 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

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.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Retirement of Directors

As at the Latest Practicable Date, the Board comprised (i) Mr. Lee Ching Yiu and Ms. Zhong Mei as Executive Directors; (ii) Mr. Du Ping as Non-executive Director; and (iii) Mr. Cheng Yuk Wo, Mr. Huang Lester Garson and Mr. Albert Thomas da Rosa, Junior as INEDs.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) 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.

In accordance with article 84(2) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Du Ping and Mr. Huang Lester Garson will retire from office as Directors by rotation and, being eligible, will offer themselves for re-election as Directors at the AGM.

Procedure and Process for Nomination of Directors

When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board including an INED, the Nomination Committee shall consider a variety of factors including but not limited to the following in assessing the suitability of the proposed candidate:

(a) character, experience and integrity;

(b) accomplishment in the business and other relevant sectors relating to the Group's business or development and reputation;

(c) commitment in respect of sufficient time and attention in the Company's affairs;

(d) ability to assist and support management and make significant contributions to the Company's success;

(e) the needs of the Board and the respective committees of the Board and the current size and composition of the Board;

(f) understanding of and ability to fulfill a Director's fiduciary responsibilities towards the Company and the commitment of time and energy necessary to diligently carry out these responsibilities;

(g) in accordance with the Group's board diversity policy, diversity in all aspects, including but not limited to skills, experience, knowledge, expertise, culture, independence (for INEDs), age and gender; and

(h) any other factors as the Nomination Committee or Board deems fit to consider in the best interests of the Company and the Shareholders.

Once the Nomination Committee determines that an additional or replacement Director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its evaluation of a candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nomination Committee, the Board or management.

Where the Board proposes a resolution to elect or re-elect a candidate as Director at the following general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

Recommendation of the Nomination Committee

The Nomination Committee (with Mr. Huang Lester Garson abstaining from the assessment and review in relation to himself) had assessed and reviewed each of the INED's written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Huang Lester Garson, remain independent. In addition, the Nomination Committee (with Mr. Huang Lester Garson abstaining from the evaluation in relation to himself) had evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory.

During the evaluation process, the Nomination Committee noted that Mr. Huang Lester Garson has been serving as an INED since 20 October 2017 and, pursuant to code provision B.2.3 in Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, his re-election will be subject to a separate resolution to be approved by Shareholders at the AGM. Mr. Huang Lester Garson also serves as the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee. Since his appointment in 2017, the management of the Company and the Board have been able to benefit from his ability to provide support and guidance and at times, constructive challenge and these are fundamental attributes of an effective INED that are greatly valued by the management of the Company. In view of the aforesaid, the Nomination Committee and the Board consider that Mr. Huang Lester Garson would continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Mr. Du Ping and Mr. Huang Lester Garson stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Brief biographical details of the Retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular in accordance with relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 18 to 23 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kidslandholdings.com). If you are not able or do not intend to attend the AGM but wish to exercise your right as a Shareholder, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending, speaking and voting in person at the AGM or any adjourned meeting should you so wish. If the Shareholder attends, speaks and votes at the AGM, the instrument appointing the proxy will be deemed to have been revoked.

Treasury shares, if any and registered under the name of the Company, shall not be voted, directly or indirectly, at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

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.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the AGM and as set out in the notice of the AGM for approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors 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 such resolutions.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Kidsland International Holdings Limited
LEE Ching Yiu
Chairman, Chief Executive Officer and Executive Director

The brief biographical details of all the Retiring Directors eligible for re-election at the AGM are set out below:

MR. DU PING (NON-EXECUTIVE DIRECTOR)

Mr. Du Ping, aged 55, was appointed as Non-executive Director in 2017. He has been the financial controller of Lovable Holdings Limited since July 2005, overseeing financial reporting and management. Mr. Du received his Bachelor of Accounting degree from the Capital University of Economics and Business in July 1993, and his Master's degree in Business Administration from the National University of Singapore in August 2000. Mr. Du was admitted as a certified public accountant in China in November 1993 and recognised by the Ministry of Personnel and the Ministry of Finance as a Chinese Accountant in the Mainland in October 1994.

Mr. Du has entered into a letter of appointment with the Company for a term of three years commencing from 10 November 2017 which shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. The Company has renewed the letter of appointment with Mr. Du on 10 November 2020 and 10 November 2023, respectively. Mr. Du is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. His emoluments comprise a Director's fee to be determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition. Pursuant to his letter of appointment, he is entitled to a Director's fee of approximately RMB92,000 per annum. For the Year, Mr. Du elected to waive part of his Director's fee, as a result, his emoluments comprise Director's fee of approximately RMB38,000. In addition, Mr. Du has further elected to waive his Director's fee for the financial year ending 31 December 2026.

As at the Latest Practicable Date, Mr. Du was (i) deemed to be interested in a long position of 5,999,910 Shares held by Merits Forest Global Limited as the legal owner of the entire issued share capital of Merits Forest Global Limited; and (ii) granted share options to subscribe for 1,500,000 Shares.

MR. HUANG LESTER GARSON (INED)

Mr. Huang Lester Garson, aged 66, was appointed as INED on 20 October 2017. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Huang is a practicing solicitor and managing partner at P.C. Woo & Co., where he oversees its probate and trust administration practice and was appointed as co-chairman in January 2016. He became a qualified solicitor of Hong Kong in March 1985, a notary public in 1997, and Civil Celebrant of Marriages in 2006. Also, a qualified solicitor of England and Wales since 1990, a solicitor and barrister in Australia since 1991 and in Singapore

since 1995. Mr. Huang has acquired over 30 years of post-qualification experience as a solicitor. Mr. Huang graduated from the University of Hong Kong in 1982 with a Bachelor of Laws degree and in 1983 with a Postgraduate Certificate in Laws and graduated from the Chinese University of Hong Kong in 2006 with a Master of Education degree.

The Government of the Hong Kong Special Administrative Region appointed Mr. Huang as a Justice of the Peace in 2002 and awarded him a Silver Bauhinia Star in 2018 for serving the public. He has been the chairman of the Council of the City University of Hong Kong since January 2018. He is the chairman of the Standing Committee on Language Education and Research. He has also been the director of each of Faithful Servant Charitable Foundation Limited since August 2019 and Pacific Basin Economic Council Limited since May 2022. Mr. Huang served as a member of the Hospital Authority from December 2012 to December 2018 and a non-executive director of the Securities and Futures Commission from November 2015 to November 2021. He was the president of the Law Society of Hong Kong from 2007 to 2009 and has been a fellow of The Hong Kong Institute of Directors since January 2000.

Mr. Huang is an independent non-executive director of Guoco Group Limited (stock code: 53). Mr. Huang has been appointed as a Steward of the Hong Kong Jockey Club (a company incorporated) and has taken up directorships in The Hong Kong Jockey Club (Charities) Limited, The Hong Kong Jockey Club Membership Services Limited, The Jockey Club Kau Sai Chau Public Golf Course Limited and The Hong Kong Jockey Club Equine Welfare Research Foundation Limited since April 2020. He is also a director of each of The Jockey Club CPS Limited since August 2021, HKJC Horse Race Betting Limited and HKJC Lotteries Limited since September 2022, Institute of Philanthropy Limited since January 2024 and The Equestrian Federation of Hong Kong, China since September 2025. Mr. Huang resigned as an independent non-executive director of Lam Soon (Hong Kong) Limited (stock code: 411) on 12 November 2025.

Mr. Huang has entered into a letter of appointment with the Company for a term of three years commencing from 10 November 2017 which shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. The Company has renewed the letter of appointment with Mr. Huang on 10 November 2020 and 10 November 2023, respectively. Mr. Huang is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. His emoluments comprise a Director's fee to be determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition. Pursuant to his letter of appointment, he is entitled to a Director's fee of approximately RMB256,000 per annum. For the Year, his emoluments comprise Director's fee of approximately RMB256,000.

Mr. Huang has confirmed (a) he has met the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or

other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the Latest Practicable Date.

GENERAL

Save as disclosed above, each of the Retiring Directors confirmed that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing 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. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,355,914,286 Shares in issue.

Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued, repurchased or cancelled prior to the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase a maximum of 135,591,428 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM.

4. REASONS FOR THE REPURCHASE

The Directors have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when

appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. FUNDING OF REPURCHASES AND IMPACT ON WORKING CAPITAL OR GEARING POSITION

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2025, being the date of the Audited Financial Statements were made up) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

Month	**Highest** *HK$*	**Lowest** *HK$*
2025		
April	0.069	0.048
May	0.072	0.050
June	0.075	0.055
July	0.077	0.057
August	0.099	0.062
September	0.395	0.075
October	0.285	0.200
November	0.320	0.217
December	0.320	0.225
2026		
January	0.305	0.240
February	0.255	0.230
March	0.260	0.175
April (up to the Latest Practicable Date)	0.194	0.111

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Asian Glory Holdings Ltd. ("**Asian Glory**") was directly or indirectly interested in 876,138,809 Shares representing approximately 64.62% of the issued share capital of the Company. If the Repurchase Mandate is exercised in full, which is considered to be unlikely in the current circumstances, Asian Glory will (assuming that there is no change in the relevant facts and circumstances) hold approximately 71.80% of the issued share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would cause less than 25% (or such or prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital to be in public hands. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

8. SHARE REPURCHASE MADE BY THE COMPANY

In the twelve months immediately preceding the Latest Practicable Date, the Company had not repurchased its Shares.

9. GENERAL

None of the Director or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

No core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised. The Directors confirm that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Share to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

The Directors also confirm that neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For so long as the Company holds treasury Shares, the Company shall be entered in the register of members as holding those Shares. For the avoidance of doubt, the Company shall abstain from voting at the Company's general meeting for its holding of any treasury Shares.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong Branch Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

The Company did not hold any treasury shares as at the Latest Practicable Date.

Kidsland International Holdings Limited
凱知樂國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2122)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Kidsland International Holdings Limited ("**Company**" and the "**AGM**", respectively) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements and the reports of the directors and the report of the independent auditor of the Company for the year ended 31 December 2025;

2. To re-elect directors of the Company and authorise the board of directors of the Company ("**Board**") to fix their remuneration, including:

   (a) To re-elect Mr. Du Ping as a non-executive director of the Company;

   (b) To re-elect Mr. Huang Lester Garson as an independent non-executive director of the Company; and

   (c) To authorize the Board to fix the remuneration of the directors of the Company.

3. To re-appoint Moore CPA Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration;

4. To consider and, if thought fit, pass with or without modification, the following resolution as ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a "**Share**") of HK$0.01 each (including any sale or transfer of treasury shares (having the meaning ascribed to it under the Listing Rules)) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options 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 any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend 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 ("**Articles**") in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:

i. 20% of the aggregate number of the shares of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution; and

ii. (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company ("**Shareholders**")) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 to be held by the Articles, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; or

iii. the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

"Rights Issue" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company's register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

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

"**THAT**:

(a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares (each, a "**Share**") of HK$0.01 each in the capital of the Company on The Stock Exchange of the Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**Commission**") and the Stock Exchange for such purpose, subject to and in accordance with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate number of issued shares (excluding treasury shares, if any) of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution, "Relevant Period" means the period from the date of 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, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; or

iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. To consider and if thought fit, pass with or without modification, the following resolution as ordinary resolution:

"**THAT** conditional upon Resolutions no. 4 and 5 set out in the notice convening this meeting (the "**Notice**") being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 4 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the "**Shares**") repurchased under the authority granted pursuant to Resolution no. 5 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing this Resolution."

By order of the Board
Kidsland International Holdings Limited
LEE Ching Yiu
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 April 2026

Registered Office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:
28/F, Times Tower
391–407 Jaffe Road
Wan Chai, Hong Kong

Notes:

1. A member of the Company (the "**Member**" or "**Shareholder**") entitled to attend, speak and vote at the AGM (or at any adjournment thereof) convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company (the "**Articles**"), vote in his/her/its stead. A Shareholder who is the holder of two or more shares of the Company (the "**Shares**") may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the above meeting. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed. For the avoidance of doubt, the Company shall abstain from voting at the AGM for its holding of any treasury Shares.

2. Completion and return of the form of proxy will not preclude a Member from attending, speaking and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.

3. 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 certified copy of such power or authority must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Fast East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the above meeting or any adjourned meeting.

4. Closure of register of Members

   The register of Members will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of Shares shall be effected. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM will be Friday, 12 June 2026. In order to qualify for attending, speaking and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must by lodged with the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Fast East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2026.

5. In relation to proposed Resolution no. 2, Mr. Du Ping and Mr. Huang Lester Garson will retire from their office of directors of the Company (the "**Directors**") at the AGM pursuant to the Articles and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 28 April 2026 (the "**Circular**").

6. In relation to proposed Resolution no. 3 above, the board of Directors (the "**Board**") concurs with the views of the audit committee of the Board and has recommended that Moore CPA Limited be re-appointed independent auditor of the Company.

7. In relation to proposed Resolution no. 4 above, approval is being sought from the Shareholders for granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**" and the "**Listing Rules**", respectively). The Directors have no immediate plans to issue any new Shares.

8. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.

9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

10. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.

11. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or an announcement of "extreme conditions" by the government of Hong Kong or a Black Rainstorm Warning Signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. (or the time fixed for holding the AGM, if earlier) on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

    (b) If a tropical cyclone warning signal No. 8 or above or an announcement of "extreme conditions" by the government of Hong Kong or a Black Rainstorm Warning Signal is lowered or cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.

    (c) The AGM will be held as scheduled when an amber or red thunderstorm warning signal or tropical cyclone warning signal No. 3 or below is in force.

    (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Lee Ching Yiu and Ms. Zhong Mei as executive Directors; Mr. Du Ping as non-executive Director; and Mr. Cheng Yuk Wo, Mr. Huang Lester Garson and Mr. Albert Thomas da Rosa, Junior as independent non-executive Directors.