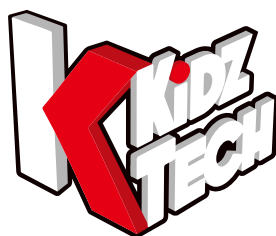

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6918)

PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) RE-APPOINTMENT OF AUDITOR;
(IV) CHANGE OF COMPANY NAME;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Changhai District, Shantou City, Guangdong, PRC on Monday, 29 June 2026 at 11:00 a.m. is set out on pages 20 to 25 of this circular, with which a form of proxy for use at the AGM is enclosed.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar, Tricor Investor Services Limited, at 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 for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish. In such case, the form of proxy submitted previously will be deemed to be withdrawn. For the avoidance of doubt, holders of Treasury Shares (if any) shall abstain from voting at the Company's general meeting.

2 June 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Monday, 29 June 2026 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 20 to 25 of this circular
“Articles”	the Articles of Association of the Company as amended and/or restated from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Kidztech Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares are listed on the Main Board of the Stock Exchange (stock code: 6918)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to issue, allot and deal with Shares (including any sale or transfer of Treasury Shares out of treasury) up to 20% of the total number of Shares in issue of the Company (excluding any Treasury Shares) as at the date of the passing of the related resolution at the AGM granting the Issue Mandate
“Issue Price”	in respect of a Share Award, is the price per share a Grantee is required to pay to subscribe for the Shares comprising the Share Award
“Latest Practicable Date”	Friday, 29 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China

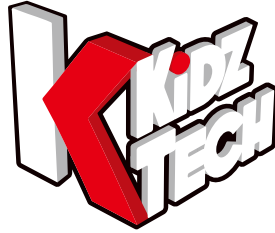
DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of Shares in issue of the Company (excluding any Treasury Shares) as at the date of the passing of the related resolution at the AGM granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company which include Treasury Share(s), if any (for the avoidance of doubt, the holders of Treasury Shares have no voting rights at the AGM)
“Shareholders”	the holders of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong (as amended from time to time)
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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

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

LETTER FROM THE BOARD



Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6918)

Executive Directors:

Mr. Yu Huang

(Chairman and Chief Executive Officer)

Mr. Zhu Qiang

Mr. Hong Kun

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Ms. Zheng Jingyun

Principal place of business in the PRC:

Chengyanggang Road

Ancheng Highway

Lianxia Town

Chenghai District

Shantou City

Guangdong

PRC

Independent non-executive Directors:

Ms. Wang Shiling

Mr. Gong Lan

Ms. Huang Chunlian

Principal place of business in Hong Kong:

Unit 2202, 22/F

Causeway Bay Plaza I

489 Hennessy Road

Causeway Bay

Hong Kong

2 June 2026

LETTER FROM THE BOARD

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) RE-APPOINTMENT OF AUDITOR;
(IV) CHANGE OF COMPANY NAME;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in connection with the proposals at the AGM to (i) grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) re-elect the retiring Directors; (iii) re-appointment of Auditor; and (iv) the change of the Company's name. The proposals will be put to the AGM and are included in the AGM Notice contained in this circular.

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

At the annual general meeting of the Company held on 30 June 2025, the Directors were given a general mandate to allot, issue and deal with the Shares and a general mandate to repurchase the Shares.

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

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with a maximum of 174,877,360 additional Shares (including any sale or transfer of Treasury Shares out of treasury) under the Issue Mandate, representing 20% of the aggregate number of issued Shares (excluding any Treasury Shares) (i.e. 874,386,800 Shares) as at the date of the AGM.

LETTER FROM THE BOARD

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

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

3. PROPOSED RE-ELECTION OF DIRECTORS

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

Pursuant to Article 84(1) of the Articles, Mr. Zhu Qiang, Ms. Zheng Jingyun and Ms. Wang Shiling will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election.

The Nomination Committee identifies candidates according to the objective criteria (including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity and term of service) contained in the nomination policy adopted by the Company, and conducts assessment and reviews based on written confirmations of independence provided by Ms. Wang Shiling to the Company pursuant to the independence standard contained in Rule 3.13 of the Listing Rules. Ms. Wang Shiling is not related to any Director, senior management of the Company or substantial or controlling Shareholders. The Board is also not aware of any circumstance that might influence Ms. Wang Shiling in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and she will be able to maintain an independent view of the Group's affairs. The Board considers Ms. Wang Shiling to be independent and beneficial to the diversity of the Board with his professional experience that allows them to contribute to the Board with invaluable expertise.

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

LETTER FROM THE BOARD

Further information on the Directors' performance and attendance at Board or committee meetings and/or time commitment to other office is disclosed in the corporate governance report included in the annual report of the Company for the year ended 31 December 2025.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as the auditor of the Company at the AGM. An ordinary resolution will be proposed at the AGM to approve the re-appointment of McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company for the year ending 31 December 2026, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration.

The estimated audit fee for audit services for the year ending 31 December 2026 shall be approximately HK\$0.7-0.8 million (exclusive of out-of-pocket expenses), which was determined between the Company and McMillan Woods (Hong Kong) CPA Limited having regard to, among other matters, the business development of the Company, the expected audit scope, audit timetable, and auditor's resources. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year.

As McMillan Woods (Hong Kong) CPA Limited is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by McMillan Woods (Hong Kong) CPA Limited, which is in the best interests of the Company and the Shareholders as a whole. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the aforesaid amount. In the event of any material change, the Company will make further disclosure as appropriate.

5. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "KIDZTECH HOLDINGS LIMITED" to "JIUTAI DIGITAL TECHNOLOGY HOLDINGS LIMITED" and to change the dual foreign name in Chinese of the Company from "奇士達控股有限公司" to "九泰數智科技控股有限公司" (the "**Proposed Change of Company Name**").

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

LETTER FROM THE BOARD

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the annual general meeting; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval of the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will provide a new corporate image of the Company which will enable the Group to better identify itself and capture potential business opportunities for its future development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders and the trading of the Shares on the Stock Exchange or the daily business operations of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be effective and as evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificate of the Company will be issued in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will be changed after the Proposed Change of Company Name becomes effective.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the annual general meeting, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange, and other relevant information as and when appropriate.

LETTER FROM THE BOARD

6. AGM

A notice convening the AGM is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is enclosed with this circular, a copy of which can also be downloaded from the website of the Company at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date for determining the entitlement of the members to attend and vote at the AGM is Monday, June 29, 2026. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.

7. ACTION TO BE TAKEN

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

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 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 for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

8. VOTING BY WAY OF POLL

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

Holders of Treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

LETTER FROM THE BOARD

The results of the poll on all the resolutions as set out in the notice of the AGM in both English and Chinese will be published on the website of the Company at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk later on the date of the AGM.

9. 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.

10. RECOMMENDATION

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

Yours faithfully

By order of the Board of

Kidztech Holdings Limited

Yu Huang

Chairman, Chief Executive Officer and Executive Director

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

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions, the most important of which are summarised below:

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

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

2. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of issued and paid-up Shares was 874,386,800 Shares. As at the Latest Practicable Date, the number of Treasury Shares held by the Company is nil.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased and/or cancelled prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 87,438,680 Shares, which represents 10% of the total number of Shares in issue of the Company (excluding any Treasury Shares) as at the date of the passing such resolution.

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 any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

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

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

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchases pursuant to the Repurchase Mandate would be made where such repurchases would have a material adverse impact on the working capital or gearing positions of the Company unless the Directors consider such repurchases were in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES RECORD

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

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
June	0.158	0.112
July	0.137	0.111
August	0.310	0.125
September	0.246	0.170
October	0.237	0.180
November	0.198	0.155
December	0.180	0.151
2026		
January	0.172	0.151
February	0.167	0.153
March	0.160	0.150
April	0.160	0.140
May (<i>up to the Latest Practicable Date</i>)	0.160	0.140

7. GENERAL

The Directors confirmed that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws and regulations of the Cayman Islands in force from time to time. The Directors confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

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

8. EFFECTS OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Yu Huang and Ms. Chen Cheng were deemed to be interested in 179,784,667 Shares representing approximately 20.56% of the total number of Shares in issue through a controlled corporation. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then, such interests would be increased to approximately 22.85% of the total number of Shares in issue, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to repurchase Shares which may result in possible mandatory offer obligation being triggered under the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

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

The public float at as the Latest Practicable Date and before the exercise of the Repurchase Mandate is approximately 79.44% of the total number of Shares in issue. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then, the public float would be decreased to approximately 77.15% of the total number of Shares in issue. The Directors confirm that they do not propose to repurchase Shares which would result in a situation that the public float will be less than the prescribed minimum percentage of Shares in public hands.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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

Mr. Zhu Qiang (朱強), aged 38, was appointed as an executive Director, a member of each of the Nomination Committee and the Remuneration Committee on 23 March 2022, and also served as a chief legal and compliance officer since 1 April 2026. Mr. Zhu is majoring in information security and management at The Open University of China, and obtained a master's degree in business administration from the Anglia Ruskin University in the United Kingdom in October 2023. Mr. Zhu has extensive experience in financial leasing and industrial investment and financing management, and is experienced in employing financial tools in combination with traditional businesses. Mr. Zhu was the deputy general manager of Zhongyue International Financial Leasing (Shenzhen) Co., Ltd.* (中粵國際融資租賃(深圳)有限公司) from July 2016 to September 2018, primarily responsible for risk management of finance lease assets, and the general manager of Wing Hang International Capital Holdings (Shenzhen) Co., Ltd.* (永亨國際資本控股(深圳)有限公司) from October 2018 to January 2022.

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

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

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

Mr. Zhu has entered into a service contract with the Company for an initial term of three years commencing on 23 March 2022 and the appointment shall continue thereafter unless and until terminated by either the Company or Mr. Zhu giving to the other not less than three months' notice in writing to determine the same. According to the service contract, he is entitled to a salary of HK\$180,000 per year which was determined with reference to his background and qualifications, his time commitment and responsibilities, salaries paid by comparable companies and employment condition elsewhere in the Group. Mr. Zhu's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the prevailing market level and his responsibilities and performance.

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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

Ms. Zheng Jingyun (鄭靜雲), aged 52, was appointed as the non-executive Director on 1 November 2019. Ms. Zheng is mainly responsible for advising on business strategy of the Group. She was a director of Kidztech Intelligent from April 2016 to October 2019.

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

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

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

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

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

Ms. Zheng has entered into an appointment letter with the Company for a term of three years commencing on 18 March 2020 subject to termination under certain circumstances set out therein and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company,

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Zheng is entitled to receive Director's fee as determined by the Company from time to time. For the year ended 31 December 2025, Ms. Zheng did not receive any emolument from the Company.

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

Ms. Wang Shiling (王世鈴), aged 42, was appointed as an independent non-executive Director, the chairlady of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 31 August 2021. Ms. Wang has served as an Independent Non-Executive Director of Winto Group (Holdings) Limited (a company listed on the GEM of the Stock Exchange, stock code: 08238.HK) since May 2026. She has over 10 years of experience in financial management and risk control. Prior to joining the Group, Ms. Wang has worked in a number of investment and financial industry companies. She has been the director of risk management of Shenzhen City Guoan Yitong Investment Co., Ltd.* (深圳市國安億通投資有限公司) since August 2017.

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

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

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

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

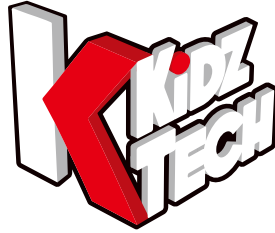
Ms. Wang has entered into a letter of appointment with the Company for an initial term of three years from 31 August 2021 and the appointment shall continue thereafter unless and until terminated by either the Company or Ms. Wang giving to the other not less than three months' notice in writing to determine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

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

companies and employment conditions elsewhere in the Group. Ms. Wang's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the prevailing market level and her responsibilities and performance.

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

NOTICE OF ANNUAL GENERAL MEETING



Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6918)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Kidztech Holdings Limited (the “**Company**”) will be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Changhai District, Shantou City, Guangdong, PRC on Monday, 29 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2025.
2. (a) To re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) To re-elect Mr. Zhu Qiang as an executive Director;
 - (2) To re-elect Ms. Zheng Jingyun as a non-executive Director; and
 - (3) To re-elect Ms. Wang Shiling as an independent non-executive Director;

(b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2026.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

Any reference to an allotment, issue, grant, offer or disposal of Shares of the Company shall include the sale or transfer of treasury shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue of the Company (excluding any treasury shares) at the date of the passing of this resolution (the total number is subject to adjustment if all or any Shares are converted into a larger or smaller number of Shares subsequent to the passing of this resolution), and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

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

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

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as special resolutions of the Company:

“**THAT** subject to and upon the Registrar of Companies in the Cayman Islands issuing the certificate of change of name, the existing English name of the Company shall be changed from “KIDZTECH HOLDINGS LIMITED” to “JIUTAI DIGITAL TECHNOLOGY HOLDINGS LIMITED” and to change the dual foreign name in Chinese of the Company from “奇士達控股有限公司” to “九泰數智科技控股有限公司” (the “**Change of Company Name**”), with effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of change of name. Any director, secretary or registered office service provider or share registrar of the Company is authorised to do all such acts and things, and sign all such documents (including affixing the common seal where appropriate), and make any necessary registrations and/or filings on behalf of the Company, as such person may consider necessary, desirable or expedient for the purpose of giving effect to or implementing the Proposed Change of Company Name or in connection therewith.”

By order of the Board of
Kidztech Holdings Limited

Yu Huang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 2 June 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the AGM. A proxy needs not be a member of the Company.
2. If more than one of the joint registered holders be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
3. The form of proxy for use at the AGM is enclosed with the circular to the shareholders dated 2 June 2026. The form of proxy can also be downloaded from the website of the Company at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof (as the case may be).
4. For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement of the members to attend and vote at the AGM is Monday, June 29, 2026. In order to determine the identity of the Shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
6. With regard to items 2, and 4 to 6 set out in this notice, a circular giving details of the re-election of Directors, the re-appointment of Auditor, general mandates to issue and to repurchase Shares and the change of the Company's name has been published on the website of the Company at www.kidztech.net and the website of the Stock Exchange at www.hkexnews.hk on 2 June 2026. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. If the meeting is seriously affected by a typhoon or bad weather condition in Shantou City, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.kidztech.net) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

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