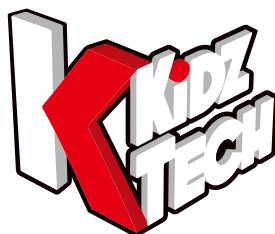

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



Kidztech Holdings Limited **奇士達控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6918)

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

A notice convening the annual general meeting of the Company to be held at Conference Room, 2/F, Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), Yongxin Industrial Estate, Lianshang Town, Chenghai District, Shantou City, Guangdong, PRC on Thursday, 27 May 2021 at 2:00 p.m. is set out on pages 16 to 20 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. In such case, the form of proxy submitted previously will be deemed to be withdrawn.

In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC. The Company particularly reminds the Shareholders and participants who intend to attend the AGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Shantou City, Guangdong, PRC) for their health and safety.

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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 Thursday, 27 May 2021 at 2:00 p.m.
“AGM Notice “	the notice convening the AGM as set out on pages 16 to 20 of this circular
“Articles”	the Articles of Association of the Company as amended and/or restated from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Kidztech Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares are listed on the Main Board of the Stock Exchange (stock code: 6918)
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong

DEFINITIONS

“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 up to 20% of the total number of Shares in issue of the Company as at the date of the passing of the related resolution at the AGM granting the Issue Mandate
“Kidztech HK”	Kidztech Toys Manufacturing Limited, a company incorporated under the laws of Hong Kong with limited liability on 18 July 2011 and an indirect wholly-owned subsidiary of the Company
“Kidztech Intelligent”	Kidztech (Guangdong) Intelligent Technology Co., Ltd. (奇士達(廣東)智能科技有限公司), formerly known as Kidztech Intelligent Technology Co. Ltd. (奇士達智能科技股份有限公司), a limited liability company established under the laws of the PRC on 30 May 2001 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	Friday, 16 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“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
“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 as at the date of the passing of the related resolution at the AGM granting the Repurchase Mandate

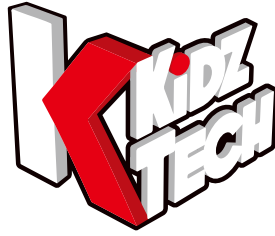
DEFINITIONS

“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)
“%”	per cent

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

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

LETTER FROM THE BOARD



Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6918)

Executive Directors:

Mr. Yu Huang (*Chairman and Chief Executive Officer*)

Mr. Pui Lik Leung Kenny

Mr. Ni Yanlong

Non-executive Director:

Ms. Zheng Jingyun

Independent non-executive Directors:

Mr. He Weidong

Ms. Liu Man

Ms. Zhao Weiwei

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in the PRC:*

Chengyanggang Road

Ancheng Highway

Lianxia Town

Chenghai District

Shantou City

Guangdong

PRC

*Principal place of business
in Hong Kong:*

Room 802, 8/F

Inter-Continental Plaza

94 Granville Road

Tsim Sha Tsui East

Kowloon

Hong Kong

26 April 2021

To the Shareholders

Dear Sir or Madam,

LETTER FROM THE BOARD

PROPOSALS FOR (I) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, (II) RE-ELECTION OF DIRECTORS 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; and (ii) re-elect the retiring Directors. The proposals will be put to the AGM and are included in the AGM Notice contained in this circular.

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

At the annual general meeting of the Company held on 29 May 2020, the Directors were given a general mandate to allot, issue and deal with the Shares and a general mandate to repurchase the Shares.

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

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

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

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

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises seven Directors, of which Mr. Yu Huang, Mr. Pui Lik Leung Kenny and Mr. Ni Yanlong are executive Directors; Ms. Zheng Jingyun is a non-executive Director; and Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei are independent non-executive Directors.

Pursuant to Article 84(1), Mr. Ni Yanlong, Ms. Zheng Jingyun and Ms. Zhao Weiwei will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election.

The nomination committee of the Company identifies candidates according to the objective criteria (including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity and term of service) contained in the nomination policy adopted by the Company, and conducts assessment and review based on written confirmations of independence provided by Ms. Zhao Weiwei to the Company pursuant to the independence standard contained in Rule 3.13 of the Listing Rules. Ms. Zhao Weiwei 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. Zhao Weiwei 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 her to be independent and beneficial to the diversity of the Board with her professional experience that allows her to contribute to the Board with invaluable expertise.

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

Further information on the Directors' performance and attendance at Board or committee meetings and/or time commitment to other office is disclosed in the corporate governance report included in the annual report of the Company for the year ended 31 December 2020.

4. AGM

A notice convening the AGM for considering the resolutions to, among others, grant the Directors the Issue Mandate and the Repurchase Mandate, the Extension Mandate and re-elect retiring Directors is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 May 2021.

LETTER FROM THE BOARD

5. ACTION TO BE TAKEN

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

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

6. VOTING BY WAY OF POLL

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

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

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

Yours faithfully
By order of the Board of
Kidztech Holdings Limited
Yu Huang
*Chairman, Chief Executive Officer and
Executive Director*

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

1. LISTING RULES

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

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

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

2. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of issued and paid-up Shares was 520,886,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased and/or cancelled prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 52,088,600 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such a repurchase may, depending on market conditions and 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 Law, 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 2020) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.99	0.88
May	1.10	0.88
June	0.97	0.89
July	0.97	0.90
August	1.15	0.91
September	1.10	0.90
October	1.10	1.00
November	1.09	1.00
December	1.16	1.02
2021		
January	1.65	0.99
February	1.89	1.39
March	2.64	1.71
April (up to the Latest Practicable Date)	2.46	1.76

7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws and regulations of the Cayman Islands in force from time to time.

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

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

8. EFFECTS OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Yu Huang and Ms. Chen Cheng were deemed to be interested in 206,946,667 Shares representing approximately 39.73% of the total number of Shares in issue through a controlled corporation. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then, such interests would be increased to approximately 44.14% of the total number of Shares in issue, resulting in a mandatory offer obligation being triggered under the Takeovers Code. The Directors have no intention to repurchase Shares which may result in possible mandatory offer obligation being triggered under the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

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

9. SHARE REPURCHASE MADE BY THE COMPANY

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

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

Mr. Ni Yanlong (倪彥龍), aged 45, was appointed as an executive Director on 1 November 2019. Mr. Ni is a deputy general manager of the Group mainly responsible for managing the administrative, public relations and human resources functions of the Group. He joined Kidztech Intelligent as a deputy general manager in August 2017 and was one of its directors from September 2017 to October 2020.

Mr. Ni served as an assistant to the directors of the Pengzhong Village Committee of Waisha Town, Changhai District, Shantou (汕頭市澄海區外砂鎮蓬中村委會) from February 1999 to June 2000. He worked in the legal department of the Shantou Federation of Trade Unions (汕頭市總工會) as a legal clerk and then a deputy director from June 2000 to February 2006. Subsequently, he joined the legal aid department of Shantou Justice Bureau as a deputy director from February 2006 to June 2015. He then became the Secretary General of the Shantou Law Society from June 2015 to July 2017.

Mr. Ni obtained a legal professional practising certificate in the PRC in September 2002 and obtained a lawyer's certificate in June 2016. Mr. Ni obtained a Bachelor degree in International Economic Law from the Guangdong University of Finance and Economics (廣東財經大學) (formerly known as the Guangdong School of Business (廣東商學院)) in the PRC in June 1998.

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

Mr. Ni has entered into a service agreement with the Company for a term of three years commencing on 18 March 2020 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. Ni is entitled to receive a basic annual salary of RMB200,000 and is entitled to other additional benefits. In addition, Mr. Ni is entitled to a year end management bonus and performance reward of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2020, Mr. Ni received total emoluments of RMB197,000 from the Company.

Ms. Zheng Jingyun (鄭靜雲), aged 46, 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 2020. Ms. Zheng is the spouse of Mr. Cai Fenguang.

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.

As at the Latest Practicable Date, Ms. Zheng was deemed to have a spouse interest in 35,966,667 Shares, representing approximately 6.90% of the Shares in issue within the meaning of Part XV of the SFO.

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 annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, 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 2020, Ms. Zheng did not receive any emolument from the Company.

Ms. Zhao Weiwei (趙衛衛), aged 39, was appointed as an independent non-executive Director and as the chairman of the Audit Committee and a member of the nomination committee of the Company on 13 February 2020 and is mainly responsible for the supervision and provision of independent judgement to the Board. She was an independent director of Kidztech Intelligent from September 2017 to October 2020.

Ms. Zhao worked as an auditor at ShineWing Certified Public Accountants Co. Ltd. (信永中和會計師事務所有限公司) from September 2007 to November 2009. She joined Beijing Horizon Taxation Consulting Co., Ltd. (北京華政稅務師事務所有限公司) as a project manager from February 2010 to June 2012. She worked at Shenzhou Digital Information Technology Co., Ltd (神州數碼信息系統有限公司), which is principally engaged in software and information technology services, from July 2012 to August 2015. She was a manager in the department of tax services of Shenzhou Yitai Information Technology Co., Ltd. (神州易泰信息技術有限公司), which is principally engaged in business management consulting, from August 2015 to November 2017. Since December 2017, she has been a senior manager at Zhongcheng Yinghe Tax Consultant (Beijing) Co., Ltd. (中誠盈禾稅務師事務所(北京)有限公司), which is principally engaged in tax advisory services.

Ms. Zhao has been a certified public accountant and certified tax consultant of the PRC since July 2009 and May 2016, respectively. She obtained the “qualification as an independent director of listed companies” from the Shenzhen Stock Exchange in 2018.

She obtained a Bachelor of Accounting degree from the Minzu University of China (中央民族大學) in the PRC in July 2004, and a Master degree in business administration from the same university in July 2007.

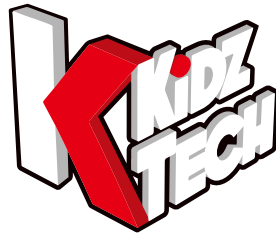
As at the Latest Practicable Date, Ms. Zhao had no interest in any Shares within the meaning of Part XV of the SFO.

Ms. Zhao 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 annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Zhao is entitled to receive Director’s fee of RMB120,000.

Save as disclosed above, as at the Latest Practicable Date, each of the above Directors (i) did not hold other positions in the Group; (ii) had not held any directorship in any other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other positions with the Company and/or other members of the Group or other major appointments and professional qualifications; and (iii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING



Kidztech Holdings Limited

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6918)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Kidztech Holdings Limited (the “**Company**”) will be held 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 Thursday, 27 May 2021 at 2:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2020.
2. To approve declaration of a final dividend for the year ended 31 December 2020 of HK\$0.018 per share.
3. (a) To re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) To re-elect Mr. Ni Yanlong as an executive Director;
 - (2) To re-elect Ms. Zheng Jingyun as a non-executive Director;
 - (3) To re-elect Ms. Zhao Weiwei as an independent non-executive Director; and
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2021.
4. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the total number is subject to adjustment if all or any Shares are converted into a larger or smaller number of Shares subsequent to the passing of this resolution), and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
- 7. 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. 5 and 6 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. 5 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. 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of Shares in issue of the Company at the date of the passing of this resolution (the total number is subject to adjustment if all or any of the Shares are converted into a larger or smaller number of Shares subsequent to the passing of this resolution).”

By order of the Board of
Kidztech Holdings Limited
Yu Huang
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 26 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the meeting 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. A proxy need not be a member of the Company.
2. If more than one of the joint registered holders be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the registered of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 May 2021.
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 Rule 13.39(5) of the Listing Rules.
6. With regard to items 3 and 5 to 7 set out in this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders on 26 April 2021. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. If the meeting is seriously affected by a typhoon or bad weather condition in Shantou, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.kidztech.net) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the Board comprises seven Directors, of which Mr. Yu Huang, Mr. Pui Lik Leung Kenny and Mr. Ni Yanlong are executive Directors; Ms. Zheng Jingyun is a non-executive Director; and Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei are independent non-executive Directors.