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

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KIDDIELAND

Kiddieland International Limited

童園國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3830)

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

A notice convening the annual general meeting of Kiddieland International Limited to be held at Hennessy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 12 October 2018 at 9:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy, which is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kiddieland.com.hk), in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, 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 appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish.

20 August 2018

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Hennessy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 12 October 2018 at 9:30 a.m., notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Kiddieland International Limited, an exempt company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to KLH Capital Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	10 August 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended or supplemented from time to time
“Notice”	notice of the Annual General Meeting as set out on pages 14 to 18 of this circular
“Proposed Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted and issued under the Proposed General Mandate

DEFINITIONS

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

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(Incorporated in the Cayman Islands with limited liability)

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Executive Directors:

Mr. LO Shiu Kee Kenneth (*Chief Executive Officer*)
Ms. LO Shiu Shan Suzanne
Ms. SIN LO Siu Wai Sylvia
Mr. LO Hung (*Chairman*)
Ms. LEUNG Siu Lin Esther

Registered Office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Independent Non-Executive Directors:

Ms. TSE Yuen Shan
Mr. MAN Ka Ho Donald
Mr. CHENG Dominic

*Headquarters and Principal Place of
Business in Hong Kong:*

14/F, Bank of America Tower
12 Harcourt Road
Central
Hong Kong

20 August 2018

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

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

2. RE-ELECTION OF RETIRING DIRECTORS

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

LETTER FROM THE BOARD

years. Accordingly, Ms. LEUNG Siu Lin Esther, Ms. LO Shiu Shan Suzanne and Ms. SIN LO Siu Wai Sylvia shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, Mr. CHENG Dominic who has been appointed by the Board to fill a casual vacancy, shall hold office until the next following annual general meeting of the Company and be eligible for re-election.

The Board has received from Mr. CHENG Dominic a letter confirming his independence pursuant to Rule 3.13 of the Listing Rules. The Board and the nomination committee had also assessed Mr. CHENG Dominic's independence based on the independence criteria set out in Rule 3.13 of the Listing Rules.

The Board considers that the re-election of Ms. LEUNG Siu Lin Esther, Ms. LO Shiu Shan Suzanne, Ms. SIN LO Siu Wai Sylvia and Mr. CHENG Dominic as Directors is in the interests of the Company and the Shareholders as a whole.

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

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

3. PROPOSED GENERAL MANDATE TO ISSUE SHARES

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

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

4. PROPOSED MANDATE TO REPURCHASE SHARES

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

LETTER FROM THE BOARD

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

5. PROPOSED EXTENSION MANDATE

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

6. ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 14 to 18 of this circular.

The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Friday, 12 October 2018. Shareholders whose names appear on the register of members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. For determining Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 10 October 2018 to Friday, 12 October 2018, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 9 October 2018.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.kiddieland.com.hk). Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instruction printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

7. VOTING BY POLL

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

8. RECOMMENDATION

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

Yours faithfully
By order of the Board
Kiddieland International Limited
LO Hung
Chairman

The following are the particulars of Ms. LEUNG Siu Lin Esther, Ms. LO Shiu Shan Suzanne, Ms. SIN LO Siu Wai Sylvia and Mr. CHENG Dominic, all of whom will retire at the Annual General Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election.

The information of the retiring Directors

(1) Ms. LEUNG Siu Lin Esther

Executive Director

Ms. LEUNG Siu Lin Esther (“**Ms. Esther Leung**”), aged 72, is an executive Director of our Company primarily responsible for managing the overall financials of our Group and monitoring the monthly shipments and inventory levels of our Group’s production factory in Dongguan, the PRC. She was appointed as a Director on 3 June 2016. She has been a director of each of Kiddieland Toys Limited, Kiddieland Industrial Limited and Innotech & Associates Limited since 29 May 2002 and a director of each of Kiddieland Group Limited, Kiddieland Trading Limited and Kiddieland Manufacturing Limited since 30 May 2016. She joined our Group on 29 May 2002 and has over 47 years of experience in the toy industry. She graduated from the Nursing School of the Medical and Health Department in December 1967 and became a registered nurse and midwife in Hong Kong in March 1967 and March 1969, respectively. She is also a director and shareholder of KLH Capital Limited.

Set out below are companies which were dissolved or struck off during the period when Ms. Esther Leung was a director:

Name of company	Place of incorporation/ establishment	Principal business activity before dissolution/ striking off	Means of dissolution/ striking off	Date of dissolution/ striking off
Ridgeway Investments Limited	Hong Kong	Investment holding	Struck off under section 291 of the Predecessor Companies Ordinance	24 May 2002
Dorcas Holdings Limited	Hong Kong	Investment holding	Struck off under section 291 of the Predecessor Companies Ordinance	24 May 2002
Merit Asset International Limited	BVI	Investment holding	Struck off from the BVI Government Register	1 November 2013

As confirmed by Ms. Esther Leung, each of the above companies was solvent at the time of dissolution or striking off, and such companies were dissolved or struck off for reason that they were no longer in use. So far as she is aware, there was no wrongful act on her part leading to the dissolutions or striking off of the above companies, and such dissolutions or striking off had not resulted in any liability or obligation imposed against her.

Ms. Esther Leung is the spouse of Mr. LO Hung, chairman and executive Director, and mother of Mr. LO Shiu Kee Kenneth, Ms. LO Shiu Shan Suzanne and Ms. SIN LO Siu Wai Sylvia, executive Directors.

Ms. Esther Leung has entered into a service agreement with the Company for a term of three years commencing from 21 September 2017 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. She is entitled to a monthly salary of HK\$60,000 for the first year and such salary is to be reviewed annually and a discretionary performance bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Board.

As at the Latest Practicable Date, each of Mr. LO Hung and Ms. Esther Leung holds 1,250 shares in KLH Capital Limited (“**KLH Capital**”), an associated corporation (within the meaning of Part XV of the SFO), representing 12.5% of the issued share capital of KLH Capital. As each of them is the spouse of the other of them, each of them is deemed under the SFO to be interested in such 1,250 shares in KLH Capital held by the other of them. Ms. Esther Leung is deemed to have 25% personal and family interests in the shares of KLH Capital. Further details of Ms. Esther Leung’s interests as above mentioned are disclosed on page 19 of the Annual Report for the year ended 30 April 2018.

As at the Latest Practicable Date, KLH Capital, the Controlling Shareholder, is holding 75% of the issued Shares.

(2) Ms. LO Shiu Shan Suzanne

Executive Director

Ms. LO Shiu Shan Suzanne (“**Ms. Suzanne Lo**”), aged 46, is one of the founders of our Group, an executive Director of our Company and is responsible for determining the cost calculation and pricing of our products, handling factory audits and overseeing of purchase activities of raw materials for our Group’s production factory in Dongguan, Guangdong Province, the PRC. She was appointed as a Director on 3 June 2016. She has been a director of each of Kiddieland Toy, Inc., Kiddieland Toys Limited, Kiddieland Industrial Limited and W. Great Worth Limited since 1999, 2001, 1998 and 2001 respectively and a director of each of Kiddieland Group Limited, Kiddieland Trading Limited and Kiddieland Manufacturing Limited since 30 May 2016. She became a director of Kiddieland Industrial Limited in May 1998 and became actively involved in the daily operations of our Group since 15 April 2002. Ms. Suzanne Lo has over 15 years

of experience in the toy industry. During the period from July 1999 to March 2002, she was a Senior Associate of the Assurance and Business Advisory Services Department at PricewaterhouseCoopers. She obtained a Bachelor of Commerce from McGill University in May 1995. She is also a director and shareholder of KLH Capital.

Ms. Suzanne Lo was a director of Harvest Will Corporation Limited, which was an investment holding company incorporated in Hong Kong and dissolved by deregistration on 7 March 2008 pursuant to section 291AA of the Predecessor Companies Ordinance. As confirmed by Ms. Suzanne Lo, the said company was solvent at the time of deregistration and was deregistered for reason that it was no longer in use. So far as she is aware, there was no wrongful act on her part leading to the deregistration of the said company, and such deregistration had not resulted in any liability or obligation imposed against her.

Ms. Suzanne Lo is daughter of Mr. LO Hung, chairman and executive Director, and Ms. Esther Leung, executive Director. Ms. Suzanne Lo is also sister of Mr. LO Shiu Kee Kenneth and Ms. SIN LO Siu Wai Sylvia, executive Directors.

Ms. Suzanne Lo has entered into a service agreement with the Company for a term of three years commencing from 21 September 2017 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. She is entitled to a monthly salary of HK\$100,000 for the first year and such salary is to be reviewed annually, an end-of-year bonus and a discretionary performance bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Board.

As at the Latest Practicable Date, Ms. Suzanne Lo holds 2,500 shares representing 25% personal interest of the issued share capital of KLH Capital. Further details of Ms. Suzanne Lo's interests as above mentioned are disclosed on page 19 of the Annual Report for the year ended 30 April 2018.

(3) Ms. SIN LO Siu Wai Sylvia

Executive Director

Ms. SIN LO Siu Wai Sylvia (“**Ms. Sylvia Lo**”), aged 43, is one of the founders of our Group, an executive Director of our Company and is responsible for managing all design-related works in product development from concept to final production as well as liaising with licensors to ensure smooth operation at all stages of product development. She was appointed as a Director on 3 June 2016. She has been a director of each of Kiddieland Toy, Inc., Kiddieland Toys Limited, Kiddieland Industrial Limited and W. Great Worth Limited since 1999, 2001, 1998 and 2001 respectively and a director of each of Kiddieland Group Limited, Kiddieland Trading Limited and Kiddieland Manufacturing Limited since 30 May 2016. She has over 19 years of experience in the toy industry. She obtained a Bachelor of Fine Arts and a Bachelor of Architecture from Rhode Island School of Design in June 1998. She is also a director and shareholder of KLH Capital.

Ms. Sylvia Lo is daughter of Mr. LO Hung, chairman and executive Director, and Ms. Esther Leung, executive Director. Ms. Sylvia Lo is also sister of Mr. LO Shiu Kee Kenneth and Ms. Suzanne Lo, executive Directors.

Ms. Sylvia Lo has entered into a service agreement with the Company for a term of three years commencing from 21 September 2017 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. She is entitled to a monthly salary of HK\$100,000 for the first year and such salary is to be reviewed annually, an end-of-year bonus and a discretionary performance bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Board.

As at the Latest Practicable Date, Ms. Sylvia Lo holds 2,500 shares representing 25% personal interest of the issued share capital of KLH Capital. Further details of Ms. Sylvia Lo's interests as above mentioned are disclosed on page 19 of the Annual Report for the year ended 30 April 2018.

(4) Mr. CHENG Dominic

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

Mr. CHENG Dominic (“**Mr. Cheng**”), aged 46, worked in Ernst & Young as Management Consultant before joining Airline Mechanical Co., Ltd in 1998 as Vice President of Operations. Mr. Cheng obtained a Bachelor of Mathematics from The University of Waterloo in May 1994 and completed the certificate programme on production management held by The Hong Kong Management Association in July 1997.

Mr. Cheng has signed a letter of appointment with the Company as an independent non-executive Director for a term of three years effective from 19 July 2018 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Cheng is entitled to an annual director's fee of HK\$50,000 which is approved by the Board, under the recommendation from the remuneration committee, with reference to his duties and experience.

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

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

1. SHARE CAPITAL

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

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

2. REASONS FOR REPURCHASE

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

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

3. FUNDING OF REPURCHASES

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

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited financial statements for the year ended 30 April 2018 (being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Proposed Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DISCLOSURE OF INTERESTS

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

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

5. DIRECTORS' UNDERTAKING

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

6. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
September	0.820	0.500
October	0.790	0.435
November	0.465	0.320
December	0.420	0.295
2018		
January	0.350	0.295
February	0.315	0.250
March	0.445	0.290
April	0.375	0.280
May	0.345	0.265
June	0.380	0.285
July	0.325	0.260
August (up to and including the Latest Practicable Date)	0.315	0.265

7. TAKEOVERS CODE

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

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

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

8. SHARES REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING

KIDDIELAND

Kiddieland International Limited

童園國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3830)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kiddieland International Limited (the “**Company**”) will be held at Hennessy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 12 October 2018 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and the independent auditor for the year ended 30 April 2018;
2. (A) To re-elect retiring Directors;
(B) To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company.
3. To re-appoint the independent auditor and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of the Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; or (iii) the exercise of subscription rights under options granted under the option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution plus (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 Company is required by any applicable laws or the articles of association of the Company to hold its annual general meeting; and
- (iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting;

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

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

“THAT:

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

“Relevant Period” means the period from the date of 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 Company is required by any applicable laws or the articles of association of the Company to hold its annual general meeting; and
- (iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting.”

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

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

By Order of the Board
Kiddieland International Limited
LO Hung
Chairman

Hong Kong, 20 August 2018

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and that of the Company (www.kiddieland.com.hk).
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he holds two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be completed and lodged at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.
5. Shareholders whose names appear on the register of members of the Company on Friday, 12 October 2018 are entitled to attend and vote at the above meeting. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 10 October 2018 to Friday, 12 October 2018, both days inclusive. In order to qualify for attending and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 9 October 2018.

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6. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2017/18 Annual Report of the Company.
7. The Chinese version of this notice is for reference only. In case of any inconsistency, the English version shall prevail.