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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Kiddieland International Limited (the "**Company**") will be held at Room 1405, 14/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 8 November 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**

(a) the Disposal (as defined in the circular of the Company dated 23 October 2019, a copy of which is produced to the meeting marked "**A**" and initialed by the chairman of the meeting for identification purpose), the sale and purchase agreement dated 5 August 2019 (the "**Agreement**", a copy of which is produced to the meeting marked "**B**" and initialed by the chairman of the meeting for identification purpose) entered into between Kiddieland Industrial Limited (the "**Vendor**") as vendor and 東莞市盛托投資股份有限公司 (Dongguan Shengtuo Investment Co., Ltd.) (the "**Purchaser**") as purchaser pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, 100% equity interest in東莞童園實業有限公司 (Dongguan Kiddieland Industrial Co., Ltd.) and all transactions contemplated under the Agreement and any other agreements or documents in connection therewith be and are hereby approved, confirmed and ratified, and noted that conditional on completion of the Disposal, the payment of a special cash dividend of approximately HK$150 million to shareholders in the manner and on such date as the directors of the Company considered appropriate will be effected; and

(b) any director of the Company ("**Director**"), or if affixation of the common seal is necessary, any two Directors, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents under common seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Agreement or any of the transactions contemplated thereunder and all matters incidental thereto or in connection therewith."

By order of the Board
Kiddieland International Limited
LO Hung
Chairman

Hong Kong, 23 October 2019

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

As at the date of this notice, the Board of Directors of the Company comprises Mr. LO Shiu Kee Kenneth, Ms. LO Shiu Shan Suzanne, Ms. SIN LO Siu Wai Sylvia, Mr. LO Hung and Ms. LEUNG Siu Lin Esther as the Executive Directors and Ms. TSE Yuen Shan, Mr. MAN Ka Ho Donald and Mr. CHENG Dominic as the Independent Non-executive Directors.