

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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## **HOME CONTROL INTERNATIONAL LIMITED**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1747)**

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**(3) RE-ELECTION OF RETIRING DIRECTORS**

**(4) RE-APPOINTMENT OF AUDITOR**

**AND**

**(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the annual general meeting of Home Control International Limited to be held at 3:00 p.m. on Friday, 21 June 2024 (Hong Kong time) with a combination of an in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and an online virtual meeting is set out on pages 19 to 31 of this circular. Whether or not you are able to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submit the form of proxy electronically at <https://spot-meeting.tricor.hk/#/441> in accordance with the instructions printed on the accompanying notification letter, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting (i.e. at or before 3:00 p.m. on Wednesday, 19 June 2024 (Hong Kong Time)), 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 or via online (if applicable) at the meeting or any adjourned meeting (as the case may be) should you so wish.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 21 June 2024 (Hong Kong Time) with a combination of an in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and an online virtual meeting or any adjournment thereof, notice of which is set out in Appendix IV to this circular
“Articles of Association”	the articles of association of the Company as amended and restated from time to time
“Auditor”	the auditor of the Company from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Home Control International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension”	has the meaning given to it under the section headed “2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES” in the Letter from the Board in this circular
“General Mandates”	the Repurchase Mandate, the Issue Mandate and the Extension

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INEDs”	the independent non-executive Directors
“Issue Mandate”	has the meaning given to it under the section headed “2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES” in the Letter from the Board in this circular
“Latest Practicable Date”	Friday, 12 April 2024 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	14 November 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended and restated from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	has the meaning given to it under the section headed “2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES” in the Letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“SGD”	Singapore dollars, the lawful currency of the Republic of Singapore

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## DEFINITIONS

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“Share(s)”	ordinary share(s) with nominal value of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time
“US\$” and “cents”	United States dollars and cents, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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**HOME CONTROL INTERNATIONAL LIMITED**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1747)**

*Executive Director:*

Mr. Kwok Hoong SIU  
(Chief Executive Officer) (蕭國雄)

*Non-executive Directors:*

Mr. Alain PERROT (Chairman of the Board)  
Mr. Wei ZHOU (周巍)  
Mr. Ewing FANG (方又圓)

*Independent Non-executive Directors:*

Mr. Werner Peter VAN ECK  
Dr. Shou Kang CHEN (陳壽康)  
Ms. Keet Yee LAI

*Registered Office:*

Sertus Chambers, Governors Square  
Suite #5-204, 23 Lime Tree Bay Avenue  
P.O. Box 2547  
Grand Cayman, KY1-1104  
Cayman Islands

*Headquarters and principal place of  
business in Singapore:*

151 Lorong Chuan  
#04-03A  
New Tech Park  
Singapore 556741

*Principal Place of Business in  
Hong Kong Registered under  
Part 16 of the Companies Ordinance:*

Room 1901, 19/F Lee  
Garden One 33  
Hysan Avenue  
Causeway Bay  
Hong Kong

19 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF**  
**ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**(3) RE-ELECTION OF RETIRING DIRECTORS**  
**(4) RE-APPOINTMENT OF AUDITOR**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding the proposals for (i) grant of the General Mandates to the Directors to issue and repurchase Shares; (ii) amendments to the Memorandum and Articles of Association and adoption of amended and restated memorandum and articles of association; (iii) re-election of retiring Directors; and (iv) re-appointment of Auditor, and to give the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On 23 June 2023, ordinary resolutions were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandate will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to extend the number of Shares which can be allotted, issued and dealt with under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the “**Extension**”).

Based on 506,650,000 Shares in issue as at the Latest Practicable Date and assuming that there is no change to the number of Shares in issue prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorised to allot, issue and deal with up to a limit of 101,330,000 Shares under the Issue Mandate and to repurchase 50,665,000 Shares under the Repurchase Mandate.

If approved by the Shareholders at the Annual General Meeting, the Issue Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate by an ordinary resolution of the Shareholders in general meeting.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the General Mandates at the Annual General Meeting. With reference to these resolutions, the Directors currently have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix

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## LETTER FROM THE BOARD

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I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

### 3. AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 March 2024. The Board proposes to seek approval from the Shareholders at the Annual General Meeting for amendments to the Memorandum and Articles of Association for the purpose of updating and bringing the existing Memorandum and Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards, as well as other housekeeping changes (the “**Proposed Amendments**”). The Proposed Amendments will permit the Company and the Board to serve notices or documents to members without obtaining their prior written consent or deemed consent. Details of the Proposed Amendments are set out in Appendix II to this circular. The Board also proposes to authorise the Directors of the Company to make relevant arrangements regarding the registration of changes with the Registrar of Companies of the Cayman Islands.

The Company has been advised by its legal advisers that the Proposed Amendments conform to the requirements of the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments to the articles of association for a company listed on the Stock Exchange.

The Board is of the view that the Proposed Amendments and the adoption of the amended and restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. The Proposed Amendments and the adoption of the amended and restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM. The Proposed Amendments and the amended and restated Memorandum and Articles of Association shall come into effect upon the passing of the relevant special resolution at the AGM. Prior to the passing of the relevant special resolution at the AGM, the prevailing Memorandum and Articles of Association shall remain valid. After the Proposed Amendments and the amended and restated Memorandum and Articles of Association come into effect, the full text of the amended and restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

### 4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board had seven Directors, comprising one executive Director, namely Mr. Kwok Hoong SIU (譚國雄) (“**Mr. Siu**”), three non-executive Directors, namely Mr. Alain PERROT (“**Mr. Perrot**”), Mr. Wei ZHOU (周巍) (“**Mr. Zhou**”) and Mr. Ewing FANG (方又圓) (“**Mr. Fang**”); and three INEDs, namely Mr. Werner Peter VAN ECK, Dr. Shou Kang CHEN (陳壽康) (“**Dr. Chen**”) and Ms. Keet Yee LAI.



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## LETTER FROM THE BOARD

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In accordance with article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting. As each of Mr. Siu and Mr. Fang was appointed by the Board as Director with effect from 1 April 2024 and 24 October 2023, respectively, each of Mr. Siu and Mr. Fang will retire from office and, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with article 16.19 of the Articles of Association, at every annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to article 16.2 of the Articles of Association shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Perrot, Mr. Zhou and Dr. Chen will retire from office by rotation. Both of them being eligible and having offered themselves for re-election at the Annual General Meeting.

When considering the re-election of Mr. Siu, Mr. Perrot, Mr. Zhou, Mr. Fang and Dr. Chen (the “**Retiring Directors**”), the Nomination Committee and the Board have considered the structure, size, diversity of the Board, as well as the Listing Rules and selection criteria for Directors. The Nomination Committee and the Board have also reviewed the overall contribution and service to the Company of the Retiring Directors and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of the Retiring Directors as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting. The Retiring Directors abstained from voting on the recommendation on his/her own re-election throughout the nomination process.

The biographical details of the Retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix III to this circular.

The Nomination Committee has assessed and reviewed each of the INEDs’ annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their tenure as INEDs, they have not been involved in the daily management of the Company and in any relationship or circumstances which would materially interfere with their exercise of independent judgement. The Nomination Committee and the Board have assessed the independence of each of the INEDs and are satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of an INED and consider each of them to be independent.

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## LETTER FROM THE BOARD

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### 5. RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year were audited by PricewaterhouseCoopers LLP whose term of office will expire upon the Annual General Meeting.

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint PricewaterhouseCoopers LLP as the Auditor to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2024.

### 6. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix IV to this circular. At the Annual General Meeting, resolutions will be proposed, inter alia, to approve (i) grant of the General Mandates to the Directors to issue and repurchase Shares; (ii) amendments to the Memorandum and Articles of Association and adoption of amended and restated memorandum and articles of association; (iii) re-election of Retiring Directors; and (iv) re-appointment of Auditor.

The Company will conduct the AGM with a combination of an in-room meeting and an online virtual meeting. Shareholders will have the option of joining the AGM either (a) through the in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong; or (b) online through internet by using their smartphones, tablets or computer devices. Through the online virtual meeting, registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk/#/441>) by using the username and password provided on the notification letter sent by the Company. CCASS beneficial owners whose Shares are held through banks, brokers, custodians or HKSCC can also attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to registered CCASS beneficial owners or non-registered holders by email upon receipt of the information through their respective bank, broker, custodian or HKSCC.

In accordance with the requirements of the Listing Rules, all votes at the Annual 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 by a show of hands. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

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## LETTER FROM THE BOARD

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in accordance with the instructions printed thereon, or submit the form of proxy electronically at <https://spot-meeting.tricor.hk/#/441> in accordance with the instructions printed on the accompanying notification letter as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 3:00 p.m. on Wednesday, 19 June 2024 (Hong Kong Time)), 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 or via online at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

### 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 proposals for (i) grant of the General Mandates to the Directors to issue and repurchase Shares; (ii) amendments to the Memorandum and Articles of Association and adoption of amended and restated memorandum and articles of association; (iii) re-election of Retiring Directors; and (iv) re-appointment of Auditor 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 relevant resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,  
On behalf of the Board  
**Home Control International Limited**  
**Kwok Hoong SIU**  
*Chief Executive Officer and Executive Director*

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

## **1. SHAREHOLDERS APPROVAL**

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

## **2. SHARE CAPITAL**

- As at the Latest Practicable Date, there were in issue a total of 506,650,000 Shares of nominal value of US\$0.01 each, all of which are fully paid.
- Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date the resolution granting the Repurchase Mandate is passed. Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the Annual General Meeting, there will be 506,650,000 Shares in issue, and exercise in full of the Repurchase Mandate would result in up to a maximum of 50,665,000 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 7(b) of the notice of the Annual General Meeting.

## **3. REASONS FOR THE REPURCHASE**

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

## **4. FUNDING OF REPURCHASE**

Repurchase of Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. A listed company may not repurchase its own securities 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.

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 accounts for the year ended 31 December 2023 (being the date to which the latest published audited accounts were made up) in the event the Repurchase Mandate was exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

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

To the best knowledge of the Directors, as at the Latest Practicable Date, NHPEA IV Home Control Netherlands B.V. ("NHPEA") was beneficially interested in 375,000,000 Shares, representing approximately 74.01% of the total issued Shares. NHPEA is ultimately wholly-owned by Morgan Stanley, which is deemed to be interested in the Shares in which NHPEA is interested under Part XV of the SFO. In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming there is no other change in the total number of issued Shares between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of NHPEA would be increased to approximately 82.24%. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

## 6. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company or its subsidiaries.
- (b) The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

- (c) No core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person of the Company has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.
- (d) The Directors have no present intention to exercise the Repurchase Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued share capital of the Company as required under Rule 8.08 of the Listing Rules.
- (e) During the six months preceding the Latest Practicable Date, the Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

## 7. SHARE PRICE

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

	Share Prices (per Share)	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
April	0.69	0.67
May	0.69	0.59
June	0.60	0.58
July	0.60	0.58
August	0.61	0.435
September	0.68	0.45
October	0.52	0.27
November	0.50	0.345
December	0.50	0.241
<b>2024</b>		
January	0.39	0.30
February	0.44	0.315
March	0.45	0.31
April (up to and include the Latest Practicable Date)	0.315	0.26

*The following are the Proposed Amendments (showing changes to the relevant provisions of the Articles).*

THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

HOME CONTROL INTERNATIONAL LIMITED

(adopted by special resolution passed on ~~24 June 2022~~[●] 2024)

THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARESAMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
HOME CONTROL INTERNATIONAL LIMITED

(adopted by special resolution passed on ~~24 June 2022~~[●] 2024)

.....

## 2 Interpretation

- 2.1 The marginal notes to these Articles shall not affect the interpretation hereof.
- 2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:

.....

“Corporate Communication” has the same meaning as in the Listing Rules.

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## 4 Register of Members and Share Certificates

- 4.8 The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article and the Listing Rules.

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## 6 Calls on Shares

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Copy of notice to  
be sent

6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein provided in~~ Article 30.1.

.....

Notice of call  
may be published  
in newspapers or  
given by  
electronic means

6.5 ~~In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~

When call  
deemed to have  
been made

6.5 ~~6.6~~A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

Liability of joint  
holders

6.6 ~~6.7~~The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.

Board may  
extend time fixed  
for call

6.7 ~~6.8~~The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.

Interest on calls

6.8 ~~6.9~~If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

Suspension of  
privileges while  
call in arrears

6.9 ~~6.10~~No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

Evidence in  
action for call

6.10 ~~6.11~~ At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.

Sums payable on  
allotment or in  
future deemed a  
call

6.11 ~~6.12~~ Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment of calls  
in advance

6.12 ~~6.13~~ The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

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## 9 Forfeiture of Shares

9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6.10~~ 6.9, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

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## 30 Notices

Service of notices

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company ~~and any notices may be served by the Board on any member either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) ~~by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;~~
- (d) by placing it on the Company's Website and the Exchange's website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under in the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

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Members out of  
Hong Kong

30.4 ~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have~~

~~been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and
- (e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

30.5 ~~Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the~~

When notice  
deemed to be  
served

When notice  
deemed to be  
served

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APPENDIX II                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION

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~~envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.~~

~~30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

~~30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~

~~30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

30.5 ~~30.9~~ A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

30.6 ~~30.10~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

30.7 ~~30.11~~ Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

30.8 ~~30.12~~ The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

Service of notice to persons entitled on death, mental disorder or bankruptcy of a member

Transferee bound by prior notices

Notice valid though member deceased

How notice to be signed

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The following are the particulars of the Retiring Directors proposed to be re-elected at the Annual General Meeting:

**Executive Director**

***Mr. Kwok Hoong SIU (蕭國雄)***

Mr. Siu, aged 56, is an executive Director and the chief executive officer of the Company. He is also the chief operating officer and the head of marketing and innovation of the Group responsible for leading the research and development and product marketing teams of the Group to generate innovations, intellectual properties and support the sales team in presales marketing and commercial negotiation activities. Mr. Siu joined the Group in September 1999. Mr. Siu obtained a bachelor's degree in engineering from National University of Singapore in July 1991.

Mr. Siu has entered into a service contract as an executive Director with the Company for a term of one year and renewable automatically thereafter for successive terms of one year each commencing from the date next after the expiry of the then current term of office, subject to the rotation, removal, vacation or termination of such office and re-election at general meetings as set out in the Articles of Association and the Listing Rules. Mr. Siu is not entitled to any remuneration and benefits as an executive Director but will receive an annual remuneration of SGD292,500.00 for his appointment as the chief executive officer.

As at the Latest Practicable Date, Mr. Siu beneficially holds 501,634 Shares granted to him and vested in accordance with the share award scheme of the Company adopted on 20 August 2020.

Save as disclosed above, (i) Mr. Siu does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. Siu does not hold any other positions in the Company and other members of the Group; (iii) Mr. Siu is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) Mr. Siu is not interested or deemed to be interested in any shares or underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the re-election of Mr. Siu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

**Non-executive Directors*****Mr. Alain PERROT***

Mr. Perrot, aged 67, is a non-executive Director of the Company and has been serving as chairman of the Board (the “**Chairman**”) and a member of the Nomination Committee each since 18 March 2022. Mr. Perrot stepped from his role as the chief executive officer of the Company and has been redesignated from an executive Director to a non-executive Director with effect from 1 April 2024. He joined the Group in May 2015 and has been a director of Home Control Singapore Pte. Ltd., Home Control Europe NV and the Company since September 2015, May 2015 and November 2015, respectively. He is also the director of other Group companies, namely, Home Control Singapore Private Limited, Omni Remotes Do Brasil LTDA, HCS (Suzhou) Limited and Home Control Solutions (Suzhou) Limited and the president of Premium Home Control LLC. Prior to joining the Company, from April 2012 to December 2013, Mr. Perrot was the chief commercial officer and a director of TP Vision Holding BV, a company then owned by Philips and TPV Technology Limited (“**TPV**”), a monitor and TV manufacturer listed on both the Stock Exchange (stock code: 903) and Singapore Exchange Limited (stock code: T18), and principally engaged in TV business under the Philips brand. Mr. Perrot worked as the general manager of the branded TV business unit and vice president of TPV, from November 2010 to April 2012. Mr. Perrot served various positions within Philips group from October 1979 to September 2009 and worked as the chief executive officer of Philips Lighting Asia Pacific Region from January 2008 to September 2009. Mr. Perrot obtained an engineering master degree in aeronautics and space from École Nationale Supérieure de l’Aéronautique et de l’Espace in August 1979.

Mr. Perrot has entered into a letter of appointment as the non-executive Director with the Company for a term of one year and renewable automatically thereafter for successive terms of one year each commencing from the date next after the expiry of the then current term of office, subject to the rotation, removal, vacation or termination of such office and re-election at general meetings as set out in the Articles of Association and the Listing Rules. Mr. Perrot is entitled to an annual remuneration of US\$50,000 and shall be subject to review by the remuneration committee of the Board with reference to his duties, responsibility and expected time commitment to the Company’s affairs.

As at the Latest Practicable Date, Mr. Perrot beneficially holds 1,254,084 ordinary shares of the Company granted to him and vested in accordance with the share award scheme of the Company adopted on 20 August 2020. Mr. Perrot also beneficially holds 1% shareholding of Omni Remotes Do Brasil LTDA, which is a subsidiary of the Company.

Save as disclosed above, (i) Mr. Perrot does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. Perrot does not hold any other positions in the Company and other members of the Group; (iii) Mr. Perrot is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) Mr. Perrot is not interested or deemed to be interested in any

shares or underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the re-election of Mr. Perrot that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

*Mr. Wei ZHOU (周巍)*

Mr. Zhou, aged 40, is a non-executive Director. Mr. Zhou joined the Group in July 2022 and is responsible for advising on the overall strategic planning of the Group. Mr. Zhou has been working for Morgan Stanley Asia Limited since July 2008 and is currently a managing director focusing on private equity transactions in the PRC. Mr. Zhou has been a director of China Kang Fu International Leasing Co. Ltd. (NEEQ: 833499) since November 2015.

Mr. Zhou received his bachelor of engineering in chemical engineering in 2006 and his master's degree in business administration in 2008 from Tsinghua University.

Mr. Zhou has entered into a letter of appointment as a non-executive Director with the Company for a term of one year and renewable automatically thereafter for successive terms of one year each commencing from the date next after the expiry of the then current term of office, subject to the rotation, removal, vacation or termination of such office as set out in the Articles of Association and the Listing Rules. Mr. Zhou is not entitled to any remuneration and benefits as a non-executive Director.

As at the Latest Practicable Date, Mr. Zhou is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Zhou does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. Zhou does not hold any other positions in the Company and other members of the Group; and (iii) Mr. Zhou is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. Zhou that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.



*Mr. Ewing FANG (方又圓)*

Mr. Fang, aged 32, is a non-executive Director of the Company. He is the Vice President of Morgan Stanley focusing on private equity transactions in the PRC and has nine years of experience in this industry. Mr. Fang is also currently serving as a director of Home Control Singapore Pte. Ltd. and HCIL Master Option Limited, each a direct wholly-owned subsidiary of the Company as at the Latest Practicable Date. Mr. Fang obtained his Bachelor of Arts in Financial Economics from Columbia University in 2014.

Mr. Fang has entered into a letter of appointment as a non-executive Director with the Company for a term of one year and renewable automatically thereafter for successive terms of one year each commencing from the date next after the expiry of the then current term of office, subject to the rotation, removal, vacation or termination of such office and re-election at general meetings as set out in the Articles of Association and the Listing Rules. Mr. Fang is not entitled to any remuneration and benefits as the non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Fang is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Fang does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. Fang does not hold any other positions in the Company and other members of the Group; and (iii) Mr. Fang is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Fang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

**Independent Non-executive Directors***Dr. Shou Kang CHEN (陳壽康)*

Dr. Chen, aged 61, is an independent non-executive Director of the Company and the chairman of the Audit Committee and the Remuneration Committee of the Company. Dr. Chen is responsible for supervising and providing independent advice to the Board. Dr. Chen joined the Company in October 2019.

Dr. Chen worked as the chief financial officer and senior vice president of King Yuan Electronics Co., Ltd. (京元電子股份有限公司), a company principally engaged in the business of design, manufacturing and selling, testing and assembly service of integrated circuits and listed on the Taiwan Stock Exchange (stock code: 2449), from May 2018 to

August 2019. Dr. Chen worked as the chief financial officer and the vice president of the finance and accounting management centre of ChipMOS TECHNOLOGIES INC. (南茂科技股份有限公司) (“**ChipMOS Taiwan**”), a company principally engaged in providing testing and assembly services for liquid crystal display and other display panel driver semiconductors and advanced memory and logic/mixed-signal products in Taiwan and listed on Taiwan Stock Exchange (stock code: 8150) and the NASDAQ Stock Market (stock code: IMOS), from October 2002 to October 2017. Prior to that, Dr. Chen served as the chief financial officer and a director of ChipMOS TECHNOLOGIES (Bermuda) LTD., the then holding company of ChipMOS Taiwan and listed on the NASDAQ Stock Market prior to its merger with and into ChipMOS Taiwan in October 2016, from October 2002 to October 2016 and June 2005 to October 2016, respectively.

Dr. Chen obtained a Ph.D. degree in material science, a master’s degree in material science from the graduate school of mining, metallurgy and material science and a bachelor’s degree in mining and petroleum engineering from National Cheng Kung University (國立成功大學) in Taiwan in January 1994, June 1986 and June 1983, respectively.

Dr. Chen has entered into a letter of appointment with the Company for a fixed term of one year commencing from the Listing Date and renewable automatically thereafter for successive terms of one year each commencing from the date next after the expiry of the then current term of office, subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the letter of appointment, Dr. Chen is entitled to a remuneration of HK\$120,000 per annum. His remuneration was determined with reference to the prevailing market conditions, salary paid by comparable companies, the duties and responsibilities of the Directors, and is subject to review by the Remuneration Committee and the Board from time to time.

As at the Latest Practicable Date, Dr. Chen is not interested or deemed to be interested in any Shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Dr. Chen does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Dr. Chen does not hold any other positions in the Company and other members of the Group; and (iii) Dr. Chen is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the re-election of Dr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.



## HOME CONTROL INTERNATIONAL LIMITED

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1747)**

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Home Control International Limited (the “**Company**”) will be held with a combination of an in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and an online virtual meeting, on Friday, 21 June 2024 at 3:00 p.m. for the following purposes:

#### SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the memorandum and articles of association of the Company, the details of which are set out in Appendix II to the Circular dated 19 April 2024 issued by the Company (the “**Proposed Amendments**”) be approved.
2. Subject to the passing of special resolution 1 above, to consider and approve the amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, be and are hereby adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.

#### ORDINARY RESOLUTIONS

3. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of Directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2023.
4. To re-elect the following Directors:
  - (i) to re-elect Mr. Kwok Hoong SIU (蕭國雄) as an executive Director;
  - (ii) to re-elect Mr. Alain PERROT as a non-executive Director;

- (iii) to re-elect Mr. Wei ZHOU (周巍) as a non-executive Director;
  - (iv) to re-elect Mr. Ewing FANG (方又圓) as a non-executive Director; and
  - (v) to re-elect Dr. Shou Kang CHEN (陳壽康) as an independent non-executive Director.
5. To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
6. To re-appoint PricewaterhouseCoopers LLP as the Auditor and to authorize the Board to fix its remuneration.
7. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
- (a) “**THAT:**
    - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the “**Shares**”), and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
    - (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) or (ii) of this resolution 7(a) above, otherwise than pursuant to:

- (1) a Rights Issue (as hereinafter defined);
- (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (3) 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 in force from time to time; or
- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of the issued share capital of the Company as at the date of passing this resolution and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution 7(a):

- (1) **“Relevant Period”** means the period from the passing of this resolution until whichever is 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 any applicable laws or the Articles of Association to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(2) **“Rights Issue”** means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a 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 on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-Backs and The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 7(b) during the Relevant Period shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing of this resolution 7(b), and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution 7(b):

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
  - (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (c) “**THAT** conditional upon the passing of the resolutions 7(a) and 7(b), the general mandate referred to in the resolution 7(a) be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 7(b), provided that such extended amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board  
**Home Control International Limited**  
**Kwok Hoong SIU**  
*Chief Executive Officer and Executive Director*

Hong Kong, 19 April 2024

*Notes:*

- (i) The Company will conduct the Annual General Meeting with a combination of an in-room meeting and an online virtual meeting. Shareholders will have the option of joining the Annual General Meeting either (a) through the in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong; or (b) online through internet by using their smartphones, tablets or computer devices. Through the online virtual meeting, registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online via the designated URL (<https://spot-meeting.tricor.hk/#/441>) by using the username and password provided on the notification letter sent by the Company. CCASS beneficial owners whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“HKSCC”) can also attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to registered CCASS beneficial owners or non-registered holders by email upon receipt of the information through their respective bank, broker, custodian or HKSCC.
- (ii) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (iii) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iv) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
- (v) Shareholders may submit the form of proxy electronically at <https://spot-meeting.tricor.hk/#/441> by entering the username and the password printed on the notification letter sent to the shareholders by post on Friday, 19 April 2024. Alternatively, shareholders may send the completed form of proxy to the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Shareholders who have submitted the proxy appointment electronically shall not lodge the physical form of proxy to Tricor Investor Services Limited.
- In order to be valid, the completed form of proxy (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof) must be deposited by 3:00 p.m. (Hong Kong time) on Wednesday, 19 June 2024, or not less than 48 hours before the time of the holding of any adjourned meeting, at Tricor Investor Services Limited at the above address. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.
- (vi) The transfer books and register of members of the Company will be closed from Monday, 17 June 2024 to Friday, 21 June 2024, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 14 June 2024.



- (vii) In respect of the ordinary resolution 4 above, each of Mr. Kwok Hoong SIU (譚國雄), Mr. Alain PERROT, Mr. Wei ZHOU (周巍), Mr. Ewing FANG (方又圓) and Dr. Shou Kang CHEN (陳壽康) will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above retiring Directors standing for re-election are set out in Appendix III to the circular to the shareholders of the Company dated 19 April 2024.
- (viii) In respect of the ordinary resolution 7(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of the ordinary resolution 7(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated 19 April 2024.
- (x) References to time and dates in this notice are to Hong Kong time and dates.
- (xi) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.