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

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Homeland Interactive Technology Ltd.

家鄉互動科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3798)

**PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE AND TO ISSUE SHARES**

PROPOSED PAYMENT OF FINAL DIVIDENDS

PROPOSED RE-ELECTION OF DIRECTORS

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at LM8, 5/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong on 6 June 2024 at 2:00 p.m. is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general 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 adjourned meeting should you so wish.

13 May 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at LM8, 5/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong on 6 June 2024 at 2:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Homeland Interactive Technology Ltd., a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in Ordinary Resolution no. 5 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the Main Board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of the Treasury Shares of the Company after the Rule Amendments has come into effect), details of which are set out in Ordinary Resolution no. 6 of the AGM Notice

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules, which will come into effect on 11 June 2024, and as amended from time to time

LETTER FROM THE BOARD



Homeland Interactive Technology Ltd.

家鄉互動科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3798)

Executive Directors:

Mr. Wu Chengze (Chairman)
Mr. Su Bo
Mr. Ding Chunlong
Mr. Tang Yinghao

Independent Non-executive Directors:

Mr. Zhang Yuguo
Mr. Hu Yangyang
Ms. Guo Ying

Registered Office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Principal Place of Business
in Hong Kong:*

LM8, 5/F
Lee & Man Commercial Center
169 Electric Road
North Point
Hong Kong

13 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE AND TO ISSUE SHARES**

PROPOSED PAYMENT OF FINAL DIVIDENDS

PROPOSED RE-ELECTION OF DIRECTORS

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, the following resolutions will be proposed to seek Shareholders' approval for, among other things, (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; (ii) the payment of final dividends for the year ended 31 December 2023; and (iii) re-election of the Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed payment of final dividends, the proposed re-election of the Directors, and the AGM Notice.

REPURCHASE MANDATE AND SHARE ISSUE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate.

Repurchase Mandate

At the AGM, an Ordinary Resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital (excluding Treasury Shares, if any) of the Company as at the date of approval of the Repurchase Mandate. Details of the Repurchase Mandate are set out in Ordinary Resolution no. 5 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 1,283,403,500 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 128,340,350 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

Share Issue Mandate

At the AGM, an Ordinary Resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares (including any sale or transfer of the Treasury Shares after the Rule Amendments has come into effect) of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital (excluding Treasury Shares, if any) of the Company as at the date of approval of the Share Issue Mandate.

LETTER FROM THE BOARD

An Ordinary Resolution will also be proposed to authorize the extension of the Share Issue Mandate by addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Subject to the passing of the Ordinary Resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 256,680,700 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 6 and 7 of the AGM Notice, respectively.

Under the existing Listing Rules as at the Latest Practicable Date, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such repurchase. The Board notes that with effect from 11 June 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of the Treasury Shares (the “**Rule Amendments**”). Following the Rule Amendments to the Listing Rules, if the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in agenda item no. 6 of the AGM Notice and made only after the Rule Amendments has come into effect and in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Repurchase Mandate and the Share Issue Mandate shall continue to be in force during the period from the date of passing of the Ordinary Resolutions for the approval of the Repurchase Mandate and the Share Issue Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

PAYMENT OF FINAL DIVIDENDS

Reference is made to the annual results announcement of the Company dated 28 March 2024.

The Board proposed the payment of a final dividend of HK\$0.1 (equivalent to RMB0.09) (2022: HK\$0.14) per ordinary share, in an aggregate amount of HK\$128,340,350 (equivalent to RMB118,073,122), for the year ended 31 December 2023, subject to the approval of the Shareholders at the AGM. The proposed dividends will be distributed on Thursday, 11 July 2024 to Shareholders whose names appear on the register of members of the Company on Wednesday, 19 June 2024.

RE-ELECTION OF DIRECTORS

In accordance with article 16.19 of the Articles, Ms. Guo Ying and Mr. Zhang Yuguo shall retire by rotation at the AGM. Ms. Guo Ying and Mr. Zhang Yuguo, both being eligible, offered themselves for re-election at the AGM.

Reference is made to the announcement of the Company dated 5 April 2024 in relation to the appointment of an executive Director. In accordance with article 16.2 of the Articles, Mr. Su Bo shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at the AGM. Mr. Su Bo, being eligible, offered himself for re-election at the AGM.

The Nomination Committee, after reviewing the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the skills, experience, expertise, time commitments and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director's nomination policy, as well as the Company's corporate strategies, determines and makes a nomination of the Directors proposed to be re-elected to the Board in accordance with the diversity policy and the terms of reference of the Nomination Committee,

Ms. Guo Ying and Mr. Zhang Yuguo, being the independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Ms. Guo Ying and Mr. Zhang Yuguo have demonstrated the ability to provide independent, balanced and objective views regarding the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules.

LETTER FROM THE BOARD

In light of the background and work experience of the Directors, in particular, Ms. Guo Ying's experience in recruitment and human resources, Mr. Zhang Yuguo's expertise in the field of law and Mr. Su Bo's experience in the field of investment and game industry, the Nomination Committee and the Board believed that they will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the above Directors, including the independent non-executive Directors, who are eligible and have offered themselves for re-election at the AGM.

The biographies of Ms. Guo Ying, Mr. Zhang Yuguo and Mr. Su Bo are set out below:

Ms. GUO Ying (郭瑩) (“**Ms. Guo**”), aged 62, was appointed as an independent non-executive director of the Company on 29 December 2020 for a fixed term of three years commenced from 29 December 2020 and was renewed for another three years commencing from 29 December 2023, and is responsible for providing independent advice to the Board. Ms. Guo worked as a project assistant in the engineering department at Jilin Cogeneration Plant from March 1983 to April 1999. She was a training manager of human resources department at Changchun Noble Hotel (currently known as Hainan Airline Hotel Noble Changchun) from May 1999 to October 2005. From November 2005 to December 2016, Ms. Guo served as the recruitment manager of human resources department at Jilin Electric Power Research Institute Co., Ltd.

Ms. Guo obtained her bachelor's degree in thermal power engineering from Northeast Electric Power College (東北電力學院) (currently known as Northeast Electric Power University (東北電力大學)) in the PRC in 1998.

Ms. Guo has entered into a letter of appointment with the Company for a term of three years commencing from 29 December 2023 and subject to renewal in accordance with the Articles and the applicable Listing Rules.

Ms. Guo is entitled to a director's emolument of RMB150,000 per annum, which is determined with reference to her duties, responsibilities and experience, and prevailing market conditions. The letter of appointment entered into between Ms. Guo and the Company does not specify Ms. Guo's remuneration.

As at the Latest Practicable Date, Ms. Guo does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. ZHANG Yuguo (張玉國) (“Mr. Zhang”), aged 53, was appointed as an independent non-executive Director of the Company on 5 June 2019 for a fixed term of three years commenced from 4 July 2019 and was renewed for another three years commencing from 4 July 2022, and is responsible for providing independent advice to the Board. Mr. Zhang has worked in Jilin University since March 1996 and currently serves an Associate Professor of the Northeast Asian Studies College of Jilin University (吉林大學東北亞研究院) in the PRC.

Mr. Zhang obtained his doctor degree in law from the College of Administration of Jilin University (吉林大學行政學院) in June 2008.

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 4 July 2022 and subject to renewal in accordance with the Articles and the applicable Listing Rules.

Mr. Zhang is entitled to a director’s emolument of RMB150,000 per annum, which is determined with reference to his duties, responsibilities and experience, and prevailing market conditions. The letter of appointment entered into between Mr. Zhang and the Company does not specify Mr. Zhang’s remuneration.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Su Bo (蘇波) (“Mr. Su”), aged 39, is a founder and the chief investment officer of the Group. Mr. Su is primarily responsible for overseeing and managing the strategic development and expansion plan of the Group. He was an executive Director from May 2018 to May 2023. He has held various other positions in the Group, including an officer responsible for overseeing the financial, legal and administrative matters of the Group and chief investment officer of the Group since February 2018. Mr. Su has over ten years of experience in the game industry. Prior to founding the Group, Mr. Su worked at Changchun Anxin Power Technology Co., Ltd. (長春安信電力科技有限公司) as a programmer from July 2007 to November 2009. Since September 2017, Mr. Su has also been a mentor of post-graduate students at Changchun University of Technology (長春工業大學). Mr. Su completed his undergraduate degree in computer software from Jilin University (吉林大學) in the PRC through distance learning in June 2007.

Mr. Su has entered into a service agreement with the Company for a term of three years commencing from 5 April 2024.

LETTER FROM THE BOARD

Mr. Su is entitled to an annual emolument (including salary, pension and other benefits) of approximately RMB1.235 million in respect of his role as an executive Director and other duties of the Group, as well as performance-based salary to be determined by the Board and share options and/or share award to be granted by the Company. The emolument of Mr. Su is determined by the Board with reference to the qualifications, experience, duties and responsibilities of Mr. Su with the Group, as well as the Group's performance and the prevailing market conditions, and will be reviewed annually. The service agreement entered into between Mr. Su and the Company does not specify Mr. Su's remuneration.

As at the Latest Practicable Date, Mr. Su directly holds 698,338 Shares and indirectly holds 119,885,000 shares of the Company through his 100% equity interest in Su Bo Network Limited. Save as aforesaid, Mr. Su does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, none of the abovementioned Directors has any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor has any of them held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save as disclosed above, none of the Directors has a service contract with the Company or any its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters concerning the abovementioned Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to them that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

AGM

A notice convening the AGM to be held at LM8, 5/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong on 6 June 2024 at 2:00 p.m. is set out on pages 18 to 22 of this circular. At the AGM, Ordinary Resolutions will be proposed to approve, among other things, the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed payment of final dividends and the re-election of the Directors.

Shareholders attending the AGM will be able to raise questions relevant to the proposed resolutions during the AGM. Shareholders can send their questions regarding the AGM by email before the AGM at ir@weile.com.

LETTER FROM THE BOARD

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, the Company may respond to any unanswered questions after the AGM as appropriate.

CLOSURE OF REGISTER OF MEMBERS

To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, 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, 31 May 2024.

For determining the entitlement to the payment of final dividend, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024 (both days inclusive), during which no transfer of shares of the Company will be registered. The final dividend is payable to the Company's Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 19 June 2024. In order to qualify for the payment of final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 pm on Thursday, 13 June 2024.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed payment of final dividends and the re-election of the Directors are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant Ordinary Resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully
For and on behalf of the Board
Homeland Interactive Technology Ltd.
Wu Chengze
Chairman

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LISTING RULES

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Repurchase Mandate granted to them if the Ordinary Resolution set out as Ordinary Resolution no. 5 of the AGM Notice is passed would be beneficial to the Company and its Shareholders as a whole. It is proposed that up to 10 per cent of the issued and outstanding Shares (excluding Treasury Shares (if any)) on the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 1,283,403,500 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorized to repurchase up to 128,340,350 Shares during the period up to the date of the next annual general meeting in 2025, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these three events occurs first.

REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles, the Listing Rules, and the laws of the Cayman Islands.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to do so, if the Repurchase Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Company's memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date.

TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares by the Company, 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. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of its or their shareholding, 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. The Directors are aware of the consequences arising under the Takeovers Code of any repurchase.

As at the Latest Practicable Date, Mr. Wu Chengze, a controlling Shareholder, was recorded in the register required to be kept by the Company under sections 336 and 352 of the SFO as having an interest in 433,842,000 Shares, representing approximately 33.8% of the issued and outstanding share capital of the Company as at that date. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held directly or indirectly by Mr. Wu Chengze, the interest of Mr. Wu Chengze in the Company will be increased to approximately 37.6% of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate and will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

MARKET PRICES

The highest and lowest trading prices of the Shares during each of the previous twelve months immediately before the Latest Practicable Date were:

	Traded Market Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	1.870	1.600
June	1.850	1.530
July	1.890	1.650
August	1.830	1.550
September	2.090	1.900
October	2.250	1.840
November	2.280	2.000
December	2.350	1.970
2024		
January	2.860	2.100
February	2.800	2.190
March	2.800	2.440
April	2.310	1.800
May (up to and including the Latest Practicable Date)	2.090	1.840

INTENTION STATEMENT REGARDING REPURCHASED SHARES

Under the existing Listing Rules as at the Latest Practicable Date, the Company is required to cancel any Shares repurchased by the Company as soon as reasonably practicable following such repurchase. Following the Rules Amendments to the Listing Rules, if the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in Ordinary Resolution no. 7 of the AGM Notice will also be proposed at the AGM authorizing the Directors to increase the maximum number of new Shares which may be issued under the general mandate for the issuance and allotment of Shares by adding to it the nominal amount of any Shares repurchased pursuant to the Repurchase Mandate.

NOTICE OF AGM



Homeland Interactive Technology Ltd.

家鄉互動科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3798)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Homeland Interactive Technology Ltd. (the “**Company**”) will be held on 6 June 2024 at 2:00 p.m. at LM8, 5/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong to consider and, if thought fit, to pass the following resolutions:

Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 13 May 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended 31 December 2023.
2. (a) To re-elect the following directors:
 - (A) To re-elect Ms. Guo Ying as an independent non-executive director of the Company.
 - (B) To re-elect Mr. Zhang Yuguo as an independent non-executive director of the Company.
 - (C) To re-elect Mr. Su Bo as an executive director of the Company.
- (b) To authorize the board of directors to fix the directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorize the directors to fix their remuneration.

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4. To consider and approve the payment of final dividends for the year ended 31 December 2023.

5. **“THAT:**

(a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period of all the powers of the Company to purchase shares of US\$0.000005 each in the capital of the Company (the **“Shares”**) be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the aggregate nominal amount of the share capital (excluding Treasury Shares (if any)) of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

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

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT:** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of the Treasury Shares after the Rule Amendments has come into effect) in the Company (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company; (iii) the exercise of options granted under any share option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the aggregate nominal amount of the shares allotted shall not exceed the aggregate of:
- (a) 20 per cent. of the aggregate nominal amount of the share capital (excluding Treasury Shares (if any)) of the Company in issue as at the date of the passing of this resolution, plus
 - (b) (if the directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the 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 (excluding Treasury Shares (if any)) of the Company in issue as at the date of the passing of ordinary resolution no. 5).

Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”

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7. “**THAT:** subject to ordinary resolutions nos. 5 and 6 being duly passed, the general mandate granted to the directors to exercise the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of the Treasury Shares after the Rule Amendments has come into effect) in the Company pursuant to ordinary resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital (excluding Treasury Shares (if any)) of the Company as at the date of the passing of this resolution.”

By Order of the Board
Homeland Interactive Technology Ltd.
Wu Chengze
Chairman

Hong Kong, 13 May 2024

Registered office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business

in Hong Kong:
LM8, 5/F
Lee & Man Commercial Center
169 Electric Road
North Point
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the above Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

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4. In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above Meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Shareholders, will alone be entitled to vote in respect of such shares.
5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
6. To ascertain shareholders' eligibility to attend and vote at the annual general meeting, the register of members of the Company will be closed from 3 June 2024 to 6 June 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 31 May 2024.

For determining the entitlement to the payment of final dividend, the register of members of the Company will be closed from 14 June 2024 to 19 June 2024 (both days inclusive), during which no transfer of shares of the Company will be registered. The final dividend is payable to the Company's shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 19 June 2024. In order to qualify for the payment of final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 pm on Thursday, 13 June 2024.

7. Concerning Ordinary Resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 13 May 2024.

As at the date of this notice, the executive Directors are Mr. Wu Chengze, Mr. Su Bo, Mr. Ding Chunlong and Mr. Tang Yinghao; and the independent non-executive Directors are, Mr. Zhang Yuguo, Mr. Hu Yangyang and Ms. Guo Ying.