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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)

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.

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.”

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.”

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.

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.