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## **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 at 2:00 p.m. on Friday, 26 June 2020 with a combination of an in-room meeting at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and a virtual meeting online for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. 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 auditors of the Company for the year ended 31 December 2019.
2. To declare a final dividend of US0.27 cents per ordinary share of the Company for the year ended 31 December 2019.
3. To re-elect the following Directors:
  - (i) To re-elect Mr. Alain PERROT as an executive Director;
  - (ii) To re-elect Mr. Yu GAO as a non-executive Director;
  - (iii) To re-elect Mr. Kwok King Kingsley CHAN as a non-executive Director; and
  - (iv) To re-elect Mr. Werner Peter VAN ECK as an independent non-executive Director.
4. To authorize the Board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as auditors of the Company and authorize the Board to fix their remuneration.

6. 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 (as hereinafter defined) 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 6(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 of the Company (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 6(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 of the Cayman Islands 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 6(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 6(b), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

**“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 of the Company 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 6(a) and 6(b), the general mandate referred to in the resolution 6(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 6(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.”

## **SPECIAL RESOLUTION**

7. To consider and approve the amendments to the existing memorandum and articles of association of the Company currently in effect (for details, please refer to pages 5 to 6 of the circular to the shareholders of the Company dated 29 April 2020).
  
8. Subject to the passing of resolution (7) above, to consider and approve the adoption of an amended and restated memorandum and articles of association of the Company in substitution of (incorporating the amendments stated in resolution (7) above, a copy of which has been produced to the Annual General Meeting and marked “A” and initialed by the chairman of the Annual General Meeting for the purpose of identification) and to the exclusion of the existing memorandum and articles of association of the Company and to authorise any officer of the Company to attend to the necessary filings with the Registrar of Companies in the Cayman Islands, the Stock Exchange and the Hong Kong Companies Registry, and uploading of the amended and restated memorandum and articles of association of the Company to the websites of the Stock Exchange and the Company.

By order of the Board  
**Home Control International Limited**  
**Yu GAO**  
*Chairman and Non-executive Director*

Hong Kong, 29 April 2020

*Notes:*

- (i) The Company will conduct the Annual General Meeting with the combination of an in-room meeting and a virtual meeting online. 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. Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online. CCASS non-registered holders can join the Annual General Meeting as observers and will be invited to submit questions online, but will not be able to vote online. The personalized login and access code and/or the user guide will be sent to the registered Shareholders for online voting and to the CCASS non-registered holders for joining the Annual General Meeting as observers under a separate letter around seven business days before the Annual General Meeting.
- (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) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 2:00 p.m. on Wednesday, 24 June 2020) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person or via online at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (vi) The transfer books and register of members of the Company will be closed from Friday, 19 June 2020 to Friday, 26 June 2020, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2020.
- (vii) The record date for the proposed final dividend is Tuesday, 14 July 2020. The transfer books and register of members of the Company will be closed from Friday, 10 July 2020 to Tuesday, 14 July 2020, both days inclusive, to determine the entitlement of shareholders to the proposed final dividend, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 9 July 2020.

- (viii) In respect of the ordinary resolution 3 above, Mr. Alain PERROT, Mr. Yu GAO, Mr. Kwok King Kingsley CHAN and Mr. Werner Peter VAN ECK 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 II to the circular to the shareholders of the Company dated 29 April 2020.
- (ix) In respect of the ordinary resolution 6(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.
- (x) In respect of the ordinary resolution 6(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 29 April 2020.
- (xi) Due to the constantly evolving coronavirus disease 2019 (COVID-19) pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website or the website of the Stock Exchange for future announcements and updates on the Annual General Meeting arrangements.
- (xii) References to time and dates in this notice are to Hong Kong time and dates.
- (xiii) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises Mr. Alain PERROT as an executive Director; Mr. Yu GAO and Mr. Kwok King Kingsley CHAN as non-executive Directors; and Mr. Werner Peter VAN ECK, Mr. Shou Kang CHEN and Mr. Edmond Ming Siang JAUW as independent non-executive Directors.*