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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) RE-ELECTION OF RETIRING DIRECTORS
(3) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
(4) FINAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice of the annual general meeting of Home Control International Limited to 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 is set out on pages 17 to 22 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong 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 2:00 p.m. on Wednesday, 24 June 2020 (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 meeting or any adjourned meeting (as the case may be) should you so wish.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to 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 or any adjournment thereof, notice of which is set out in Appendix III to this circular
“Articles of Association”	the articles of association of the Company as amended and restated from time to time
“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 Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“core connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and “cents” respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	Monday, 20 April 2020, 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“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”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“US\$” and “cents”	United States dollars and “cents” respectively, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



HOME CONTROL INTERNATIONAL LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1747)

Executive Director:

Mr. Alain PERROT (*Chief Executive Officer*)

Non-executive Directors:

Mr. Yu GAO (高煜) (*Chairman*)

Mr. Kwok King Kingsley CHAN (陳國勁)

Independent Non-executive Directors:

Mr. Werner Peter VAN ECK

Mr. Shou Kang CHEN (陳壽康)

Mr. Edmond Ming Siang JAUW

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

29 April 2020

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
(4) FINAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding the proposals for (i) granting of general mandates to the Directors to issue and repurchase Shares; (ii) re-election of retiring Directors; (iii) amendments to Memorandum and Articles of Association and (iv) final dividend, 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 14 October 2019, 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 501,633,663 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 100,326,732 Shares under the Issue Mandate and to repurchase 50,163,366 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; or (ii) 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 Repurchase Mandate, the Issue Mandate and the Extension (together, 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 the Appendix 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.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 16.19 of the Articles of Association, Mr. Alain PERROT (“**Mr. Perrot**”), Mr. Yu GAO (“**Mr. Gao**”), Mr. Kwok King Kingsley CHAN (“**Mr. Chan**”) and Mr. Werner Peter VAN ECK (“**Mr. Van Eck**”) will retire from office by rotation. All of them being eligible have offered themselves for re-election at the Annual General Meeting.

Mr. Van Eck, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company and the Board have assessed the independence of Mr. Van Eck and are satisfied that he has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider him to be independent. The Board is of the view that Mr. Van Eck will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The nomination committee of the Company and the Board have 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 Mr. Perrot, Mr. Gao, Mr. Chan and Mr. Van Eck as a Director is in the interest of the Company and the Shareholders, and with the recommendation of the nomination committee of the Company, the Board recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

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

4. AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Directors propose to seek approval from the Shareholders at the Annual General Meeting for amendments to the Memorandum and Articles of Association to update the registered office address of the Company, and the adoption of the amended and restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

The followings are the proposed amendments to the existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and numbers referred herein are clause, paragraphs and numbers of the amended and restated memorandum and articles of association proposed to be adopted at the Annual General Meeting:

<u>Memorandum number</u>	<u>Provisions in the amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting (showing changes to the existing Memorandum and Articles of Association of the Company)</u>
2	The Registered Office of the Company shall be at the offices of Sertus Incorporations (Cayman) Limited, Sertus Chambers, P.O. Box 2547, Cassia Court, Camana Bay, Grand Cayman, Governors Square, Suite # 5-204, 23 Lime Tree Bay Avenue, P.O. Box 2547, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.

5. FINAL DIVIDEND

The Board has recommended a payment of final dividend of US0.27 cents per Share (equivalent to approximately HK2.13 cents per Share) for the year ended 31 December 2019 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 14 July 2020. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on or around Friday, 31 July 2020. The resolution for approval of the declaration and payment of the final dividend is set out in resolution numbered 2 of the notice of the Annual General Meeting.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 10 July 2020 to Tuesday, 14 July 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfer of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 July 2020.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed, inter alia, to approve (i) the grant of General Mandates, (ii) the re-election of retiring Directors, (iii) amendments to the Memorandum and Articles of Association and (iv) proposed payment of final dividend.

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.

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon 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 2:00 p.m. on Wednesday, 24 June 2020 (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 Directors' 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.

LETTER FROM THE BOARD

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) granting of the General Mandates to the Directors to issue and repurchase Shares; (ii) re-election of retiring Directors; (iii) amendments to Memorandum and Articles of Association and (iv) final dividend 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
Yu GAO
Chairman and Non-executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholder 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 501,633,663 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 501,633,663 Shares in issue, and exercise in full of the Repurchase Mandate would result in up to a maximum of 50,163,366 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 6(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 the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of 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.

The exercise in full of the Repurchase Mandate might have 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 2019 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.

5. 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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands.
- (c) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person 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) 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 could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with 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.
- (e) 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.
- (f) 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).

6. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the calendar months during the period commencing from the Listing Date and up to and including the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
November (commencing from the Listing Date)	1.050	0.690
December	1.010	0.810
2020		
January	0.900	0.760
February	0.800	0.700
March	0.840	0.475
April (up to and include the Latest Practicable Date)	0.700	0.510

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

(1) Mr. Alain PERROT

Mr. Alain PERROT, aged 63, is the chief executive officer and the executive Director of the Company. Mr. Perrot is responsible for overseeing overall business development and day-to-day operations of the Group. Mr. Perrot 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.

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 Koninklijke Philips N.V (“**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 service contract with the Company for an initial 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 expiry of the current term of office, until terminated by not less than three months’ notice in writing served by either party on the other; and is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association of the Company. According to the terms of the service contract, Mr. Perrot is not entitled to any director’s fee or emoluments for his directorship in the Company.

As at the Latest Practicable Date, Mr. Perrot was granted the options to subscribe for 5,717,822 Shares, representing approximately 1.14% of the issued Shares. Save as disclosed, Mr. Perrot did not have any interest in the Shares or the underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Perrot (i) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; (ii) has not held any position with the Company, or any other member of the Group, (iii) has no other directorships in other listed companies in the past three years; or (iv) has no other major appointments and professional qualifications. There is no other matter regarding the re-election of Mr. Perrot that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

(2) Mr. Yu GAO

Mr. Yu GAO (高煜), aged 46, is the chairman of the Board, a non-executive Director of the Company and the chairman of the nomination committee of the Company. Mr. Gao is responsible for advising on the overall strategic planning of the Group. Mr. Gao joined the Group in April 2015 and has been a director of Home Control Singapore Pte. Ltd. and the Company since April 2015 and November 2015, respectively.

Mr. Gao is a managing director in the Private Credit & Equity Division of Morgan Stanley Asia Limited. Mr. Gao joined Morgan Stanley Asia Limited in August 2005 and is responsible for the private equity investment business in China. Mr. Gao has been serving as a non-executive director of Sparkle Roll Group Ltd (stock code: 970), a company listed on the Main Board of the Stock Exchange, since September 2010. From September 2007 to May 2013, he was a non-executive director of China Dongxiang (Group) Co., Ltd. (stock code: 3818), a company listed on the Main Board of the Stock Exchange, and has been re-designated as an independent non-executive director and appointed as a member of its audit committee and nomination committee since May 2013. Mr. Gao is a non-executive director and a member of audit committee of China Feihe Limited (stock code: 6186), a company listed on the Main Board of the Stock Exchange on 13 November 2019. Mr. Gao was an independent non-executive director of Belle International Holdings Limited, a company delisted from the Main Board of the Stock Exchange in July 2017, from August 2014 to July 2017. He is a director of Shandong Buchang Pharmaceuticals Co. Ltd (stock code: 603858), a company listed on Shanghai Stock Exchange in November 2016, since March 2012. He currently serves as an independent director of AMTD International Inc. (stock code: HKIB), a company listed on the New York Stock Exchange on 2 August 2019.

Mr. Gao obtained a master's degree in engineering-economic systems and operations research from Stanford University in September 1999. He obtained dual bachelor's degrees in engineering and economics from Tsinghua University in July 1997.

Mr. Gao 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 until terminated in accordance with terms of the letter of appointment, and is 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, Mr. Gao is not entitled to any director's fee or emoluments for his directorship in the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Gao does not have any interest in the Shares.

Save as disclosed above, Mr. Gao (i) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; (ii) has not held any position with the Company, or any other member of the Group; (iii) has no other directorships in other listed companies in the past three years or (iv) has no other major appointments and professional qualifications. There is no other matter regarding the re-election of Mr. Gao that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

(3) Mr. Kwok King Kingsley CHAN

Mr. Kwok King Kingsley CHAN (陳國勁), aged 43, is a non-executive Director of the Company and a member of the remuneration committee of the Company. Mr. Chan is responsible for advising on the overall strategic planning of the Group. Mr. Chan joined the Group in April 2015 and has been a director of Home Control Singapore Pte. Ltd. and the Company since April 2015 and November 2015, respectively.

Mr. Chan is a managing director in the Private Credit & Equity Division of Morgan Stanley Asia Limited. Mr. Chan joined Morgan Stanley Asia Limited in May 2007 and is responsible for the private equity investment business in China. He is an observer on the board of Yirendai Ltd. (stock code: YRD), a company listed on the New York Stock Exchange. He currently serves as the non-executive director of IVD Medical Holding Limited (stock code: 1931), a company listed on the Main Board of the Stock Exchange since July 2019 and China Feihe Limited (stock code: 6186), a company listed on the Main Board of the Stock Exchange on 13 November 2019, respectively. Prior to joining Morgan Stanley Asia Limited, Mr. Chan worked at the Asia Investment Banking Department of Citigroup Global Markets Asia Limited from September 1999 to June 2004 and Investment Banking Division of Credit Suisse (Hong Kong) Limited from July 2004 to April 2007.

Mr. Chan obtained a master's degree from the University of Cambridge in October 1999. He obtained a bachelor's degree in economics from the University of London in July 1998.

Mr. Chan 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 until terminated in accordance with terms of the letter of appointment, and is 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, Mr. Chan is not entitled to any director's fee or emoluments for his directorship in the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chan does not have any interests in the Shares.

Save as disclosed above, Mr. Chan (i) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; (ii) has not held any position with the Company, or any other member of the Group; (iii) has no other directorships in other listed companies in the past three years or (iv) has no other major appointments professional qualifications. There is no other matter regarding the re-election of Mr. Chan that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

(4) Mr. Werner Peter VAN ECK

Mr. Werner Peter VAN ECK, aged 52, is an independent non-executive Director of the Company and a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Van Eck is responsible for supervising and providing independent advice to the Board. Mr. Van Eck joined the Group in July 2015 and has been a director of Home Control Singapore Pte. Ltd. and the Company since November 2015 and July 2015, respectively.

Mr. Van Eck took over Micro Elektronische Producten B.V., a company principally engaged in the engineering activities and related technical consultancy businesses, in July 2015 and has worked as the chief executive officer of Micro Elektronische Producten B.V. since June 2015. He worked as the chief sales and marketing officer of WOOX Innovations Netherlands B.V., a company then owned by Philips and principally engaged in the development and marketing of Philips branded audio and video products, from October 2013 to October 2014. Prior to that, Mr. Van Eck worked in other companies within Philips group from December 1994 to September 2013.

Mr. Van Eck obtained a master's degree in business and economics from the Erasmus University of Rotterdam in December 1991.

Although Mr. Van Eck has previous directorships in the Company and Home Control Singapore Pte. Ltd., the Board considers Mr. Van Eck meets the independence guidelines set out in Rule 3.13 of the Listing Rules. Since his appointment as a Director in July 2015, Mr. Van Eck has performed independent non-executive role, including attending meetings of the Board and providing strategic advice and guidance, comments and opinions as to business matters of the Company, and has not participated in day-to-day management or operation of the Group. Taking into account the independent nature of the roles and duties of Mr. Van Eck since his appointment and his industry experience, professional knowledge, management capabilities and knowledge of the Group's business, the Directors believes that the continuous appointment of Mr. Van Eck as an independent non-executive Director will benefit the Company and the Shareholders as a whole, in particular, the independent Shareholders.

Mr. Van Eck 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 until terminated in accordance with terms of the letter of appointment, and is 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, Mr. Van Eck 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 of the Company and the Board from time to time.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Van Eck does not have any interests in the Shares.

Saved as disclosed above, Mr. Van Eck (i) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; (ii) has not held any position with the Company, or any other member of the Group; (iii) has no other directorships in other listed companies in the past three years or (iv) has no other major appointments professional qualifications. There is no other matter regarding the re-election of Mr. Van Eck that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.



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.