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If you are in any doubt as to any aspect of this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 AMENDMENTS
TO THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF
THE AMENDED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

**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 Unit 2451, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 22 May 2023 at 2:00 p.m. is set out on pages 26 to 30 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.

26 April 2023

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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 Unit 2451, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 22 May 2023 at 2:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 26 to 30 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“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
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2023, 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
“Memorandum and Articles of Association”	the amended and restated Memorandum and Articles of Association of the Company conditionally adopted by special resolution passed on 5 June 2019 and effective on 4 July 2019
“Nomination Committee”	the nomination committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice

DEFINITIONS

“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. 6 of the AGM Notice
“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
“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, details of which are set out in Ordinary Resolution no. 7 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Special Resolution”	the proposed special resolution as referred to in the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

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. Jiang Mingkuan
Mr. Su Bo
Mr. Guo Shunshun
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:*

Unit 2451, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

26 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS
TO THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF
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**PROPOSED GRANT OF GENERAL MANDATES
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PROPOSED PAYMENT OF FINAL DIVIDENDS

PROPOSED RE-ELECTION OF DIRECTORS

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

At the forthcoming AGM, the following resolutions will be proposed to seek Shareholders' approval for, among other things, (i) the amendments to the existing Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association; (ii) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; (iii) the payment of final dividends for the year ended 31 December 2022; and (iv) the re-election of the Directors.

The purpose of this circular is to provide you with information regarding the proposed amendments to the existing Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association, 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.

AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has resolved at a meeting on 30 March 2023 to propose (i) to make certain amendments (the "**Proposed Amendments**") to the amended and restated Memorandum and Articles of Association of the Company (the "**Existing M&A**") in order to bring them in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) to adopt the second amended and restated Memorandum and Articles of Association of the Company (the "**Amended M&A**") incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

Please refer to Appendix II to this circular for the full particulars of the Proposed Amendments. The Proposed Amendments are prepared in the English and the Chinese translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

The Proposed Amendments and the proposed adoption of the Amended M&A are subject to the consideration and approval by the Shareholders by way of a special resolution at the AGM and shall be effective thereupon.

LETTER FROM THE BOARD

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 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. 6 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 of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Share Issue Mandate.

An Ordinary Resolution will also be proposed to authorize the extension of the Share Issue Mandate by an 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.

LETTER FROM THE BOARD

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 7 and 8 of the AGM Notice, respectively.

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.

PAYMENT OF FINAL DIVIDENDS

Reference is made to the annual results announcement of the Company dated 30 March 2023.

The Board proposed the payment of a final dividend of HK\$0.14 (equivalent to RMB0.12) per ordinary share, in an aggregate amount of HK\$179,676,490 (equivalent to RMB157,177,400), for the year ended 31 December 2022 (2021: nil), subject to the approval of the Shareholders at the AGM. The proposed dividends will be distributed on Friday, 16 June 2023 to Shareholders whose names appear on the register of members of the Company on Monday, 5 June 2023.

RE-ELECTION OF DIRECTORS

In accordance with article 16.19 of the Articles, Mr. Su Bo, Mr. Jiang Mingkuan and Mr. Hu Yangyang shall retire by rotation at the AGM. Mr. Hu Yangyang, being eligible, offered himself for re-election at the AGM. Mr. Jiang Mingkuan and Mr. Su Bo, will not seek for re-election at the AGM and will retire as the executive Directors after the conclusion of the AGM.

Reference is made to the announcement of the Company dated 30 March 2023 in relation to the appointment of executive Directors. In accordance with article 16.2 of the articles, Mr. Ding Chunlong and Mr. Tang Yinghao shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the AGM. Mr. Ding Chunlong and Mr. Tang Yinghao, being eligible, offered themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the skills, experience, professional knowledge, 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.

LETTER FROM THE BOARD

Mr. Hu Yangyang, being the independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Mr. Hu Yangyang has demonstrated the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules.

In light of the background and work experience of the Directors, 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 Directors, including the independent non-executive Director, who are due to retire, eligible, have offered themselves for re-election at the AGM.

The biographies of Mr. Hu Yangyang, Mr. Ding Chunlong and Mr. Tang Yinghao are set out below:

Mr. HU Yangyang (胡洋洋) (“**Mr. Hu**”), aged 34, was appointed as an independent non-executive Director on 5 June 2019 and is responsible for providing independent advice to the Board. Mr. Hu serves as an associate of the Investment Banking Division of Ping An Securities Co., Ltd. since July 2015, primarily advising on initial public offerings and other corporate finance related matters. Prior to joining Ping An Securities Co., Ltd., Mr. Hu worked at the Financial Services Organization of Ernst & Young Hua Ming LLP Shanghai Branch from October 2012 to March 2015 and was mainly responsible for conducting financial audits.

Mr. Hu received his bachelor's degree in business administration from Shanghai Jiao Tong University (上海交通大學) in the PRC in June 2012 and obtained his master's degree in economics from Shanghai University of Finance and Economics (上海財經大學) in June 2018. Mr. Hu has been a non-practising member of The Chinese Institute of Certified Public Accountants (CICPA) since March 2017 and became a member of The Association of Chartered Certified Accountants (ACCA) since March 2017.

Mr. Hu has entered into a letter of appointment with the Company for a term of three years commencing from 8 June 2022 and subject to renewal in accordance with the Memorandums of Articles of Association and the applicable Listing Rules, unless terminated in certain circumstances in accordance with the terms of the letter of appointment.

Mr. Hu is entitled to a director's emolument of RMB200,000 per annum, which is determined with reference to his duties, responsibilities and experience, and prevailing market conditions.

LETTER FROM THE BOARD

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

Mr. DING Chunlong (丁春龍) (“**Mr. Ding**”), aged 35, was appointed as an executive Director on 30 March 2023. He obtained his certificate of specialization from Changchun University of Technology (長春理工大學) in the PRC. Mr. Ding has over 6 years of experience in game operation and new media marketing and has served as a consultant of the Group. From March 2017 to June 2022, Mr. Ding worked with Jilin Yuke Network Technology Company Limited as a consultant, and was responsible for the company’s overall operation. Since July 2022, Mr. Ding has been a consultant at Yutai (Shenzhen) Network Technology Co., Ltd. (豫泰(深圳)網路科技有限公司), primarily responsible for the application and research of the Group’s new media operation, live entertainment and infomercial short video production business.

Mr. Ding has entered into a service agreement with the Company for a term of three years commencing from 30 March 2023 unless terminated in certain circumstances in accordance with the terms of the service agreement.

Mr. Ding is entitled to a director’s emolument of RMB720,000 per annum (which is subject to annual review by the Board and the Remuneration Committee) and he is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of his duties and the Company’s earnings. The remuneration of Mr. Ding has been determined with reference to his qualifications, experience, duties and responsibilities with the Group, as well as the Group’s performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Ding directly held 2,890,343 Shares and indirectly held 60,222,000 Shares through his 100% shareholding of Ding Chun Long Network Limited, within the meaning of Part XV of the SFO. Saved as aforesaid, Mr. Ding does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. TANG Yinghao (湯英浩) (“**Mr. Tang**”), aged 36, was appointed as an executive Director on 30 March 2023. He obtained the Bachelor’s degree in Commerce (Accounting and Finance) as well as Master’s degrees in Business and Government and Commercial Law from the Australian National University in 2008, 2009 and 2010, respectively. Mr. Tang served at the National Australian Bank Financial Planning as Head of Operations from 2011 to 2016 and worked with National Australian Bank Business as Asian Investment Lead from 2015 to 2018. He later joined Homeland Interactive Technology Ltd. as the financial director and has been appointed as the Chief Financial Officer on 28 September 2020. Mr. Tang assisted the Group to complete the listing on the Main Board of the Stock Exchange on 4 July 2019. Since then, the Board has successively

LETTER FROM THE BOARD

appointed Mr. Tang as a director of two Hong Kong subsidiaries of the Group, namely Homeland Entertainment & Technology Limited (家鄉互娛有限公司) and Homeland Interactive Entertainment & Technology Limited (家鄉互動互娛有限公司).

Mr. Tang has entered into a service agreement with the Company for a term of three years commencing from 30 March 2023 unless terminated in certain circumstances in accordance with the terms of the service agreement.

Mr. Tang's current annual salary is RMB996,000 per annum (which is subject to annual review by the Board and the Remuneration Committee) and he is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of his duties and the Company's earnings. The remuneration of Mr. Tang has been determined with reference to his qualifications, experience, duties and responsibilities with the Group, as well as the Group's performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Tang has interests in 2,754,596 Shares, within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Tang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, none of the 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 Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the Directors 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 Unit 2451, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 22 May 2023 at 2:00 p.m. is set out on pages 26 to 30 of this circular. At the AGM, a Special Resolution and Ordinary Resolutions will be proposed to approve, among other things, the proposed amendments to the existing Memorandum and Articles of

LETTER FROM THE BOARD

Association and adoption of the amended Memorandum and Articles of Association, the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed payment of final dividends and the proposed 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.

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 Wednesday, 17 May 2023 to Monday, 22 May 2023 (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 Tuesday, 16 May 2023.

For determining the entitlement to the payment of final dividend, the register of members of the Company will be closed on Monday, 5 June 2023, 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 Monday, 5 June 2023. 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 Friday, 2 June 2023.

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.

LETTER FROM THE BOARD

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.

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 amendments to the existing Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association, the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed payment of final dividends and the proposed 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 Special Resolution and Ordinary Resolutions to be proposed at the AGM.

FURTHER INFORMATION

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

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

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. 6 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 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 2024, 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. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

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 2022) 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 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 Company's memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

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>
2022		
April	1.51	1.15
May	1.60	1.26
June	1.48	1.34
July	1.60	1.34
August	1.57	1.27
September	1.68	1.42
October	1.64	1.36
November	1.64	1.41
December	1.53	1.38
2023		
January	1.58	1.35
February	2.40	1.56
March	2.05	1.64
April (up to and including the Latest Practicable Date)	1.75	1.51

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in Ordinary Resolution no. 8 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.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION

Set out below are the Proposed Amendments:

No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
	Memorandum of Association		
	THE COMPANIES LAW (2018 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	THE COMPANIES LAW (2018 REVISION)ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES
	AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (conditionally adopted by special resolution passed on June 5, 2019 and effective on July 4, 2019)	<u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (conditionally adopted by special resolution passed on June 5, 2019 and effective on July 4, 2019 <u>[•] 2023</u>)	SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (adopted by special resolution passed on [•] 2023)
	Articles of Association		
	THE COMPANIES LAW (2018 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	THE COMPANIES LAW (2018 REVISION)ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES
	AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (conditionally adopted by special resolution passed on June 5, 2019 and effective on July 4, 2019)	<u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (conditionally adopted by special resolution passed on June 5, 2019 and effective on July 4, 2019 <u>[•] 2023</u>)	SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Homeland Interactive Technology Ltd. 家鄉 互動科技有限公司 (adopted by special resolution passed on [•] 2023)

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
1.	Exclusion of Table A The regulations contained in Table A in the First Schedule to the Companies Law shall not apply to the Company.	Exclusion of Table A The regulations contained in Table A in the First Schedule to the Companies Law <u>Act</u> shall not apply to the Company.	Exclusion of Table A The regulations contained in Table A in the First Schedule to the Companies Act shall not apply to the Company.
2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:	In these Articles, unless there be something in the subject or context inconsistent therewith:	In these Articles, unless there be something in the subject or context inconsistent therewith:

<u>WORD</u>	<u>MEANING</u>	<u>WORD</u>	<u>MEANING</u>	<u>WORD</u>	<u>MEANING</u>
(Omitted)	(Omitted)	(Omitted)	(Omitted)	(Omitted)	(Omitted)

“Companies Law”	shall mean the Companies Law (2018 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	“Companies Law <u>Act</u> ”	shall mean the Companies Law (2018 Revision), <u>Cap. 22 Act (as Revised)</u> of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	“Companies <u>Act</u> ”	shall mean the Companies Act (as Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
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No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
“Electronic Transactions Law”	shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	“Electronic Transactions Law Act” shall mean the Electronic Transactions Law (2003 Revision) Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	“Electronic Transactions Act” shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
12.1	The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	The Company shall hold a general meeting as its annual general meeting <u>in for each financial year other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange may authorise); after the end of such financial year.</u> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital <u>voting rights</u>, on a one vote per share basis, of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and <u>the resolutions to be added to the meeting agenda</u>, and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition</p>

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
	<p>requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
14.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have <u>(a) the right to speak, (b) one vote on a show of hands, and (c) one vote for each share registered in his name in the register on a poll.</u> On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak, (b) one vote on a show of hands, and (c) one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including <u>the right to speak and</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
16.6	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	The <u>members of the Company</u> may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him <u>under any contract or otherwise</u> in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	The members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him under any contract or otherwise in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

No.	Before Amendment Articles of Association	After Amendment (Revision)	After Amendment (Clean)
29.2	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>The Company shall at every annual general meeting by <u>ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u>, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>
32.1	(not applicable)	<p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>	<p>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</p>

APPENDIX II**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
No.	Articles of Association		
34.	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. <u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.</u>	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.

Expression Adjustment It is proposed to amend all “Companies Law” in the memorandum of association to “Companies Act”.

When articles are added to or deleted from the articles of association, the numbering of the other articles shall be increased or decreased or otherwise adjusted accordingly.

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 22 May 2023 at 2:00 p.m. at Unit 2451, Lee Garden One, 33 Hysan Avenue, Causeway Bay, 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 26 April 2023.

AS SPECIAL RESOLUTION

1. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the amended and restated memorandum and articles of association of the Company currently in effect (the “**Proposed Amendments**”), the details of which are set out in Appendix II to the circular of the Company dated 26 April 2023, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (“**Amended M&A**”), a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the amended and restated memorandum and articles of association of the Company with immediate effect; and

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- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

AS ORDINARY RESOLUTIONS

2. 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 2022.
3. (a) To re-elect the following directors:
 - (A) To re-elect Mr. Hu Yangyang as an independent non-executive director of the Company.
 - (B) To re-elect Mr. Ding Chunlong as an executive director of the Company.
 - (C) To re-elect Mr. Tang Yinghao as an executive director of the Company.
- (b) To authorize the board of directors to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorize the directors to fix their remuneration.
5. To consider and approve the payment of final dividends for the year ended 31 December 2022.
6. **“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;

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- (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 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.”
7. “**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 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 of the Company in issue as at the date of the passing of this resolution, plus

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- (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 of the Company in issue as at the date of the passing of ordinary resolution no. 6).

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.”
8. “**THAT:** subject to ordinary resolutions nos. 6 and 7 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 in the Company pursuant to ordinary resolution no. 7 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. 6, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board
Wu Chengze
Chairman

Hong Kong, 26 April 2023

Registered office:
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Principal place of business
in Hong Kong:*
Unit 2451, Lee Garden One,
33 Hysan Avenue,
Causeway Bay
Hong Kong

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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 17 May 2023 to 22 May 2023 (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 16 May 2023.

For determining the entitlement to the payment of final dividend, the register of members of the Company will be closed on Monday, 5 June 2023, 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 Monday, 5 June 2023. 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 Friday, 2 June 2023.

7. Concerning Ordinary Resolution no. 6 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 26 April 2023.

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