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CENTURY ICON HOLDINGS LIMITED

(Incorporated in the British Virgin Islands with limited liability)



MORRIS
HOME HOLDINGS LIMITED

MORRIS HOME HOLDINGS LIMITED

慕容家居控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT
RELATING TO POSSIBLE UNCONDITIONAL MANDATORY CASH
OFFER BY ASTRUM FOR AND ON BEHALF OF CENTURY ICON
HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES
AND ALL THE OUTSTANDING CONVERTIBLE LOANS OF
MORRIS HOME HOLDINGS LIMITED (OTHER THAN THOSE
ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE
OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror

MESSIS  **大有融資**

Offer Agent to the Offeror



Placing Agent for the Placing



Independent Financial Adviser to the Independent Board Committee



Reference is made to the announcement jointly issued by the Offeror and the Company dated 5 August 2022 in relation to, among others, the Share Subscription, the Placing and the Offers (the “**Joint Announcement**”). Unless the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

In accordance with Rule 8.2 of the Takeovers Code, the Composite Document, together with the relevant forms of acceptance and transfer, are required to be despatched to the Independent Shareholders and the Convertible Loan Creditor(s) within 21 days of the date of the Joint Announcement or such later date as the Executive may approve.

As the making of the Offers is subject to the Share Subscription Completion, which in turn is subject to the satisfaction (or waiver) of the conditions precedent to the Share Subscription Completion (including but not limited to the simultaneous Placing Completion and Shareholders’ approval of the Share Subscription, the Placing and the Specific Mandate at the EGM), pursuant to Rule 8.2 of the Takeovers Code, an application has been made by the Offeror to the Executive for, and the Executive has indicated that it is minded to grant, its consent to extend the deadline for despatch of the Composite Document (together with accompanying forms of acceptance and transfer) to a date not later than a date falling within seven (7) days of the Share Subscription Completion or 30 September 2022, whichever is earlier.

WARNING

Shareholders should note that the Share Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder are subject to the fulfillment and/or waiver, as applicable, of the conditions precedent under the Share Subscription Agreement and the Placing Agreement. As such, the Share Subscription and the Placing may or may not proceed.

The Offers will be made only if the Share Subscription Completion and the Placing Completion take place. Accordingly, the Offers may or may not be made. The issue of this joint announcement does not in any way imply that the Offers will be made.

The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement, and strongly recommend the Independent Shareholders and the Convertible Loan Creditor(s) not to form a view on the Offers unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offers and the letter of advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the Convertible Loan Creditor(s) in respect of the Offers.

Shareholders and potential investors of the Company are (i) reminded to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Offers; and (ii) advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

For and on behalf of
Century Icon Holdings Limited
Tse Kam Pang
Sole Director

By order of the Board
Morris Home Holdings Limited
Zou Gebing
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 25 August 2022

As at the date of this joint announcement, the executive Directors are Mr. Zou Gebing, Mr. Shen Zhidong and Mr. Wu Yueming; and the independent non-executive Directors are Ms. Wu Weixia, Mr. Tan Tianhong and Ms. Zhao Hongyan.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Tse Kam Pang.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration, and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.