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MORRIS
HOME HOLDINGS LIMITED

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慕容家居控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Morris Home Holdings Limited (the “**Company**”) will be held at Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 15 September 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the share subscription agreement (the “**Share Subscription Agreement**”, as amended and supplemented by a supplemental share subscription agreement entered into by the Company and the Offeror on 5 August 2022, a copy of which is tabled at the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer, and Century Icon Holdings Limited (the “**Offeror**”) as subscriber on 26 May 2022 in relation to the subscription by the Offeror of an aggregate of 1,300,000,000 shares in the Company (the “**Subscription Share(s)**”) at the subscription price of HK\$0.063 per Subscription and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in his/her/their opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated

by, the Share Subscription Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in his/her/their opinion, in the interests of the Company.”

2. **“THAT:**

(a) the placing agreement (the **“Placing Agreement”**), a copy of which is tabled at the EGM and marked **“B”** and initialed by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer, and Forwin Securities Group Limited (the **“Placing Agent”**) as placing agent on 5 August 2022 in relation to the placing, on a fully underwritten basis, by the Placing Agent of 250,000,000 shares in the Company (the **“Placing Share(s)”**) to placees (the **“Placees”**) at the placing price of HK\$0.11 per Placing Share and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and

(b) any one or more of the Directors be and is/are hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in his/her/their opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in his/her/their opinion, in the interests of the Company.”

3. **“THAT** conditional upon The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares and the Placing Shares, the Directors be and are hereby unconditionally granted a specific mandate (the **“Specific Mandate”**) to allot and issue an aggregate of 1,300,000,000 Subscription Shares and 250,000,000 Placing Shares to the Offeror and the Placees pursuant to the Share Subscription Agreement and the Placing Agreement as fully paid shares of the Company, provided that (i) the Specific Mandate shall be in addition to and shall not prejudice nor revoke the any general or other special mandate(s) which has/have been granted or may from time to time to the Directors by the shareholders of the Company; and (ii) such Subscription Shares and Placing Shares ranking *pari passu* amongst themselves and with all other fully shares of the Company in issue as at the date of allotment and issue thereof in all respects.”

By order of the Board
Morris Home Holdings Limited
Zou Gebing
Chairman

Hong Kong, 29 August 2022

Registered Office:
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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 708–709, Laford Centre
838 Lai Chi Kok Road
Cheung Sha Wan
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the EGM may appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her/it at the EGM. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the EGM is enclosed herewith. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under seal or the hand of an officer, attorney or other person duly authorised.
3. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjournment thereof) if they so wish.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of the Company as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 13 September 2022 to Thursday, 15 September 2022, both days inclusive, during which no share transfers can be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 September 2022.
6. To safeguard the health and safety of the Shareholders and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the EGM: (i) limiting the number of the attendees to avoid over-crowding; (ii) compulsory body temperature screening/checks; (iii) compulsory wearing of face mask; (iv) maintaining an appropriate social distancing between seats; and (v) no provision of food or beverages and no distribution of gifts.

For the health and safety of the Shareholders, the Company strongly encourages shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the EGM in person.

7. If a tropical cyclone warning signal number 8 or above is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in effect any time after 8:00 a.m. on the date of the EGM, the EGM will not be held on that date but will be postponed to a later date. If the EGM is postponed, the Company will post an announcement on the website of the Company and the Stock Exchange to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, 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.