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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)

**REQUISITION BY SHAREHOLDER
FOR PROPOSED REMOVAL OF DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Morris Home Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has received a notice (the “**Requisition Notice**”) dated 21 May 2024 issued by Century Icon Holdings Limited (“**Century Icon**”), requiring the Board to proceed to convene an extraordinary general meeting of the Company for the transaction of the following resolution:

“**THAT** in accordance with Article 83(5) of the Articles, Ms. Wu Xiangfei be removed as a director of the Company with effect from the date of this resolution.”

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the date of the Requisition Notice, Century Icon held 1,300,038,000 shares of the Company, representing approximately 47.27% of the total issued share capital of the Company.

According to Article 58 of the articles of association of the Company (the “**Articles**”), any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

According to Article 83(5) of the Articles, the members may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

It is stated in the Requisition Notice that in view of the issues between Mr. Zou Gebing and the Group, Century Icon considers that Ms. Wu Xiangfei's continuing participation in the Board may adversely affect the effectiveness of the Company's discussion, deliberation and approval process.

As disclosed in the announcements of the Company dated 9 February 2024 and 19 March 2024, the Company has been having bona fide discussions with Mr. Zou Gebing and companies controlled by him (including but not limited to 慕容集團有限公司 (“**Morris PRC**”, Morris Group Company Limited*)) with a view to the recovery of amount due from them (amounting to approximately RMB176 million as disclosed in the 2023 annual report of the Company). Up to the date of this announcement, no substantive progress has been made due to differences between the Group and Mr. Zou Gebing as to the balance, composition and nature of the amounts due. In the meantime, the Company is gathering and organising historical information on the circumstances giving rise to as well as the obligations or responsibilities in relation to the amount due. In view of the gravity of the amount due and the material conflict of interest that Ms. Wu Xiangfei may have given her direct shareholding interest in, amongst others, Morris PRC and her spousal relationship with Mr. Zou Gebing; the Board considers that it would be in the interests of the Company and its shareholders as a whole to remove Ms. Wu Xiangfei from the office of a Director pursuant to the Articles. In view of the issues between Mr. Zou Gebing and the Group, the Board also considers that Ms. Wu Xiangfei's continuing participation in the Board may be prejudicial to the effective discharge of the Board's duties in the discussion, deliberation and approval of the Company's affairs.

The Board, having considered the details of the requisition as contained in the Requisition Notice, has resolved to put forward an ordinary resolution at the forthcoming annual general meeting to be held by the Company for considering, and if thought fit, approving the resolution stated in the Requisition Notice.

Further announcement(s) and/or circular in relation to the matters raised in the Requisition Notice, including the proposed removal of Ms. Wu Xiangfei as a Director, will be made by the Company in due course.

By order of the Board
Morris Home Holdings Limited
Tse Kam Pang
Chairman and Executive Director

Hong Kong, 22 May 2024

As at the date of this announcement, the executive Directors are Mr. Tse Kam Pang and Mr. Chong Tsz Ngai; the non-executive Directors are Mr. Tse Hok Kan and Ms. Wu Xiangfei; and the independent non-executive Directors are Professor Alfred Sit Wing Hang, Professor Lee Chack Fan, Professor Kwan Pun Fong Vincent and Ms. Chen Jianhua.

* *For identification purpose only*