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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)**

### **PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors(s)**”) of Morris Home Holdings Limited (the “**Company**”) proposes to make certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “**Amended and Restated M&A**”) by adopting a second amended and restated memorandum of association and second amended and restated articles of association of the Company (the “**Second Amended and Restated M&A**”) in substitution for, and to the exclusion of, the Amended and Restated M&A in order to (i) conform to the Core Standards for shareholder protection as set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) bring the Amended and Restated M&A in line with applicable laws in the Cayman Islands; and (iii) incorporate certain consequential and housekeeping changes.

A summary of the areas under the Amended and Restated M&A which will be subject to material change is set out below:

1. to reflect the change of the English name and the dual foreign name in Chinese of the Company from “Morris Holdings Limited 慕容控股有限公司” to “Morris Home Holdings Limited 慕容家居控股有限公司”;
2. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);
3. to provide that the Board may accept the surrender for no consideration of any fully paid share;

4. to provide that the quorum requirement (i.e. two persons (or in the case of a member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class) would also apply to an adjourned meeting at which a special resolution for the variation, modification or abrogation of all or any of the special rights for the time being attached to the shares or any class of shares;
5. to provide that the period of thirty (30) days for which any overseas or local or other branch register of members may be closed, after notice has been given by advertisement in newspapers in accordance with the requirements of any designated stock exchange or by any electronic means in such manner as may be accepted by the designated stock exchange to that effect, may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the shareholders of the Company (the “**Shareholders**”) by ordinary resolution;
6. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”));
7. to provide that any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting;
8. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding 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, includes the right for such Shareholder to specify the resolution to be transacted in its requisition;
9. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days, but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed under the circumstances set out in the Second Amended and Restated M&A;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
11. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;

12. to clarify that the Shareholders shall at the annual general meeting or at a subsequent extraordinary general meeting in each year by ordinary resolution appoint an auditor and such auditor shall hold office until the next annual general meeting;
13. to provide that Shareholders may at any general meeting by ordinary resolution remove the auditor of the Company at any time before the expiration of his term of office;
14. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
15. to add the definition of “financial year” and provide that , the financial year of the Company shall end on the 31st day of December in each year, unless otherwise determined by the Directors; and
16. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments and adoption of the Second Amended and Restated M&A are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the adoption of the Second Amended and Restated M&A, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 22 May 2023

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