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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Morris Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MORRIS
HOLDINGS LIMITED

MORRIS HOLDINGS LIMITED

慕容控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 1 April 2021 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

To ensure the health and safety of the attendees at the EGM, the Company intends to implement precautionary measures at the meeting including: (a) compulsory temperature checks at the entrance of the venue of the meeting; (b) attendees are required to bring their own surgical masks and those who had high temperature or not wearing surgical masks might be denied access to the venue of the meeting; (c) no corporate gift, refreshments or drinks will be provided at the meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the venue of the meeting to limit the number of attendees at each room.

11 March 2021

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 24 February 2021 in relation to the Proposed Change of Company Name
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Morris Holdings Limited (慕容控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange with stock code: 1575
“COVID-19 Outbreak”	the outbreak of the COVID-19 epidemic, also known as the novel Coronavirus epidemic or SARS-CoV-2, which was declared a pandemic on 11 March 2020
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 1 April 2021 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name
“EGM Notice”	the notice convening the EGM set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Morris Holdings Limited” to “Morris Home Holdings Limited” and the adoption of the Chinese name “慕容家居控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “慕容控股有限公司”
“Share(s)”	ordinary share(s) of the Company having a par value of US\$0.001 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



MORRIS
HOLDINGS LIMITED

MORRIS HOLDINGS LIMITED

慕容控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

Executive Directors:

Mr. Zou Gebing
Mr. Zeng Jin
Mr. Shen Zhidong
Mr. Wu Yueming

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Liu Haifeng
Mr. Chu Guodi
Mr. Qian Jun

*Principal place of business
in Hong Kong:*

Unit 2001, 20/F
Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

11 March 2021

To the Shareholders

Dear Sir or Madam

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

References are made to the Announcement in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the EGM for the Proposed Change of Company Name and to give you the notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Morris Holdings Limited” to “Morris Home Holdings Limited” and to adopt the Chinese name “慕容家居控股有限公司” as the dual foreign name of the Company to replace the existing Chinese name “慕容控股有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the use of proposed new English name and the adoption of the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name. The Company will comply with the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the proposed Change of Company Name will better reflect the focus of Group’s future business plan and development. The Board is of the opinion that the Change of Company Name will provide the Company with a more appropriate and distinctive corporate identity which will benefit the Company’s future business development and is the best interests of the Company and the Shareholders as a whole.

EFFECTS ON THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be valid evidence of the legal title and valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, the shares of the Company will be traded on the Stock Exchange under the new stock short name and any issuance of new share certificates will be under the new name of the Company.

LETTER FROM THE BOARD

THE EGM

The EGM Notice is set out on page EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion of a form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.

The resolution set out in the EGM Notice will be taken by poll at the EGM. Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective dates of the Proposed Change of Company Name, and the new stock short names of the Company under which the Shares will be traded on the Stock Exchange.

RECOMMENDATION

The Board believes that the Proposed Change of Company Name as set out in this circular is in the best interests of the Company and the Shareholders as a whole and accordingly the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully

By order of the Board

Morris Holdings Limited

Zou Gebing

*Chairman, Chief Executive
Officer & Executive Director*

Wu Yueming

Executive Director

NOTICE OF EGM



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Morris Holdings Limited (the “Company”) will be held at Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 1 April 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Morris Holdings Limited” to “Morris Home Holdings Limited”; and the Chinese name of “慕容家居控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “慕容控股有限公司”, and that any one of the directors of the Company be and is hereby authorised to attend to any necessary registration and/or filing for and on behalf of the Company and do all such acts and things and execute all such documents and make such arrangements as he may, in his absolute discretion, consider necessary or expedient in connection with the implementation of or to giving effect to the aforesaid and the transactions contemplated hereunder.”

By order of the Board
Morris Holdings Limited
Wu Yueming
Executive Director

Hong Kong, 11 March 2021

NOTICE OF EGM

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Unit 2001, 20/F
Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the extraordinary general meeting (the “EGM”) is entitled to appoint one or more proxies, if holding two or more shares, to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
3. The register of members of the Company will be closed from Monday, 29 March 2021 to Thursday, 1 April 2021, both days inclusive, during which period no transfer of shares will be effected. As such, all transfers 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. on Friday, 26 March 2021 for the purpose of determining shareholders’ eligibility to attend and vote at the EGM.
4. A form of proxy for use at the EGM is enclosed with the circular to the shareholders. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
5. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolutions set out in this notice will be voted on at the EGM by way of poll.
7. To ensure the health and safety of the attendees at the EGM, the Company intends to implement precautionary measures at the meeting including: (a) compulsory temperature checks at the entrance of the venue of the meeting; (b) attendees are required to bring their own surgical masks and those who had high temperature or not wearing surgical masks might be denied access to the venue of the meeting; (c) no corporate gift, refreshments or drinks will be provided at the meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the venue of the meeting to limit the number of attendees at each room.
8. As at the date of this notice, the executive Directors are Mr. Zou Gebing, Mr. Zeng Jin, Mr. Shen Zhidong and Mr. Wu Yueming; and the independent non-executive Directors are Mr. Liu Haifeng, Mr. Chu Guodi and Mr. Qian Jun.