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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

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

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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: 01575)**

**(1) GENERAL MANDATES FOR THE REPURCHASE OF SHARES  
AND THE ISSUE OF SHARES  
(2) RE-ELECTION OF DIRECTOR  
(3) DECLARATION AND PAYMENT OF  
FINAL DIVIDEND AND  
SPECIAL DIVIDEND  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “Annual General Meeting”) of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2017 at 3:00 p.m. is set out on pages Appendix III of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Company ([www.morrisholdings.com.hk](http://www.morrisholdings.com.hk)) and on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). If you intend to appoint proxy(ies) to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

27 April 2017

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2017 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on Appendix III of this circular
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Board”	the board of Directors
“Company”	Morris Holdings Limited (慕容控股有限公司) (formerly known as Teagle Holdings Limited (天鷹控股有限公司)), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 18 December 2013 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 17 March 2016, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of the relevant resolutions granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, excluding (except where the context requires) Hong Kong, Macau and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the share capital of the Company of US\$0.001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shares Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase such number of Shares as will represent up to 10% of the aggregate of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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## LETTER FROM THE BOARD

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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: 01575)

***Executive Directors:***

Mr. Zou Gebing (*Chairman and Chief Executive Officer*)  
Mr. Chen Guohua  
Mr. Zeng Jin  
Mr. Wang Ming

***Independent Non-Executive Directors:***

Ms. Zhang Bingbing  
Mr. Huang Wenli  
Mr. Shao Shaomin

***Registered Office:***

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

***Headquarters in PRC:***

No. 500 Youquan Road  
Haining Economic  
Development Zone  
Zhejiang Province, PRC

***Principal place of business  
in Hong Kong:***

Unit 6707, 67/F, The Center  
99 Queen's Road Central  
Hong Kong

27 April 2017

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES FOR THE REPURCHASE OF SHARES  
AND THE ISSUE OF SHARES  
(2) RE-ELECTION OF DIRECTOR  
(3) DECLARATION AND PAYMENT OF  
FINAL DIVIDEND AND  
SPECIAL DIVIDEND  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting, and information on matters to be dealt at the Annual General Meeting, inter alia:

- (a) the grant to the Directors the General Mandate and the Shares Repurchase Mandate;

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## LETTER FROM THE BOARD

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- (b) the re-election of the Director; and
- (c) the declaration and payment of final dividend and special dividend.

### 2. GENERAL MANDATES

Pursuant to the written resolutions passed by the then Shareholder on 10 December 2016, a general mandate and an extended mandate were granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to Directors to repurchase Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to seek approval of the Shareholders to:

- (i) grant to the Directors the General Mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the proposed ordinary resolution at the Annual General Meeting;
- (ii) grant to the Directors the Shares Repurchase Mandate to repurchase such number of Shares as will represent up to 10% of the aggregate of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution at the Annual General Meeting; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the general mandate by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate referred in to paragraph (ii) above provided such extended amount shall not exceed 10% of the number of the Shares in issue as at the date of passing of the proposed ordinary resolution at the Annual General Meeting.

Such mandates will continue in force until whichever is the earlier of:

- (i) The conclusion of the next annual general meeting of the Company;
- (ii) The expiration of the period within which the next annual general meeting of the Company is required by Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) The revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.

On the basis of 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the General Mandate and the Shares Repurchase Mandate are passed at the Annual General Meeting, and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting,

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## LETTER FROM THE BOARD

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the Company would be allowed to allot and issue a maximum of 200,000,000 Shares under the General Mandate and repurchase a maximum of 100,000,000 Shares under the Shares Repurchase Mandate. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Shares Repurchase Mandate.

Pursuant to the Listing Rules, the Company is required to provide you with the requisite information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Shares Repurchase Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

### 3. RE-ELECTION OF DIRECTOR

As at the Latest Practicable Date, the Board consisted of four executive Directors, namely Mr. Zou Gebing, Mr. Chen Guohua, Mr. Zeng Jin and Mr. Wang Ming, and three independent non-executive Directors, namely Ms. Zhang Bingbing, Mr. Shao Shaomin and Mr. Huang Wenli.

According to Article 84 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the nearest number to but not less than one-third shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment, and so that as between persons who became or were re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to Article 83(3) of the Articles of Association, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Mr. Zou Gebing will retire by rotation in accordance with Article 84 of the Articles of Association at the Annual General Meeting. Being eligible, he will offer himself for re-election. Particulars of the aforesaid Director is set out in Appendix II to this circular.

Mr. Wang Ming will retire as an executive Director in accordance with Article 84 of the Articles of Association at the Annual General Meeting and will not offer himself for re-election.

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## LETTER FROM THE BOARD

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Ms. Zhang Bingbing will retire as an independent non-executive Director at the Annual General Meeting and will not offer herself for re-election. Following Ms. Zhang's retirement as an independent non-executive Director, she will cease to act as the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee.

Upon the retirement of Ms. Zhang, the number of independent non-executive Directors of the Board and the members of the Audit Committee will fall below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. The Company will make its best endeavours to identify a suitable candidate with relevant professional qualification and experience to fill in the vacancy of independent non-executive Director as soon as practicable within three months from the effective date of Ms. Zhang's retirement as required under Rules 3.11 and 3.23 of the Listing Rules.

Both Mr. Wang Ming and Ms. Zhang Bingbing have confirmed that they have no disagreement with the Board and there are no other matters related to their retirement that should be brought to the attention of the Shareholders.

Save as disclosed in this circular, there is no other matters in relation to the proposed re-election of Director that need to be brought to the attention of the Shareholder.

#### **4. FINAL DIVIDEND**

The Board recommends the payment of a final dividend of HK\$0.018 per Share for the year ended 31 December 2016. The proposed final dividend amounts to approximately HK\$18,000,000.

Subject to the approval by the Shareholders at the Annual General Meeting, the proposed final dividend is expected to be paid on Thursday, 15 June 2017 to the Shareholders whose names are on the registers of members of the Company on Wednesday, 7 June 2017.

#### **5. SPECIAL DIVIDEND**

The Board recommends the payment of a special dividend of HK\$0.087 per Share for the year ended 31 December 2016. The proposed special dividend amounts to approximately HK\$87,000,000.

Subject to the approval by the Shareholders at the Annual General Meeting, the proposed special dividend is expected to be paid on Thursday, 15 June 2017 to the Shareholders whose names are on the registers of members of the Company on Wednesday, 7 June 2017.



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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out in Appendix III to this circular. Shareholders are advised to read the notice of the Annual General Meeting and to complete and return the enclosed form of proxy, which is also published on the website of the Company ([www.morrisholdings.com.hk](http://www.morrisholdings.com.hk)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)), for use at the Annual General Meeting in accordance with the instructions printed thereon and deposit the same with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Annual General Meeting notice will be decided by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement of the poll results will be made after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 7. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on 31 May 2017, will be eligible to attend and vote at the Annual General Meeting. The transfer books and register of members will be closed from 24 May 2017 to 31 May 2017, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of shareholders who are entitled to attend and vote at the forthcoming Annual General Meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 May 2017.

Shareholders whose names appear on the Company's register of members on 7 June 2017, will qualify for the proposed final dividend and the proposed special dividend. The Company's transfer books and register of members will be closed from 6 June 2017 to 7 June 2017 (both days inclusive) for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend and the proposed special dividend. In order to qualify for the proposed final dividend and the proposed special dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 5 June 2017. The proposed final dividend and the proposed special dividend (the payment of which is subject to the Shareholders' approval at the forthcoming Annual General Meeting of the Company) is to be payable on 15 June 2017.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATIONS

The Directors are of the opinion that the proposed resolutions referred to in this circular and the notice of Annual General Meeting are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions set out in the notice of the Annual General Meeting.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
By order of the Board  
**Morris Holdings Limited**  
**Zou Gebing**  
*Chairman*

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Shares Repurchase Mandate.

**EXERCISE OF THE SHARES REPURCHASE MANDATE**

As at the Latest Practicable Date, a total of 1,000,000,000 Shares were issued. Subject to the passing of the resolution granting the Shares Repurchase Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the Annual General Meeting, the Company will be allowed under the Shares Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, being 10% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution at the Annual General Meeting.

**REASONS FOR REPURCHASES**

Whilst the Directors do not at present intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Shares Repurchase Mandate granted to them if the relevant ordinary resolution to approve the same is passed would be beneficial to the Company.

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

**FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with its memorandum of association and Articles of Association, the laws of the Cayman Islands and the Listing Rules. The Company may not repurchase Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

To the extent that repurchase is funded entirely from the available cash flow or working capital facilities of the Company, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2016) in the event that the Shares Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Shares Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time not appropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of the knowledge of the Directors, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, if the Shares Repurchase Mandate is exercised, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, if the Shares Repurchase Mandate is exercised.

#### **DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Shares Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the last 6 months immediately preceding the Latest Practicable Date.

#### **TAKEOVERS CODE**

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Company, and as recorded in the registers required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, Morris Capital Limited, a controlling Shareholder which is owned as to 85% by Mr. Zou Gebing, the chairman and chief executive officer of the Company, and 15% by Ms. Wu Xiangfei, the spouse of Mr. Zou Gebing, have an interest in 750,000,000 Shares, representing approximately 75% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholding Mr. Zou Gebing and his associates would be increased to approximately 83.3% of the then total issued Shares. Such increases will not give rise to any obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if such repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of a company be held by the public. The Directors do not propose to repurchase the Shares which would result in less than the prescribed minimum percentage of the Shares be held by the public.

## MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months since the listing of the Shares before the Latest Practicable Date were as follows:

	Traded Market Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
January	1.8200	1.1900
February	2.0900	1.3100
March	1.8800	1.5800
April (up to the Latest Practicable Date)	1.6800	1.4200

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## APPENDIX II      DETAILS OF THE DIRECTOR TO BE RE-ELECTED

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Set out below are the personal particulars of the Director proposed to be re-elected at the Annual General Meeting:

### **DIRECTOR**

**Zou Gebing (鄒格兵), aged 40**

*Executive Director, Chairman and Chief Executive Officer*

Mr. Zou Gebing (鄒格兵), aged 40, is the Chairman and Chief Executive Officer and was appointed as an executive Director on 18 March 2016. Mr. Zou is responsible for overseeing and mapping the Group's growth strategy and overall management. Mr. Zou is also a director of various members of the Group, namely Morris International Group Limited, Masia Investments Limited, Mstar International Group Limited, Musa International Limited, Mstar Home Furnishings Limited, Masia Industries Co., Ltd., Mstar International Group (HK) Limited, Morris Zou Limited, MorriSofa Hong Kong Limited (formerly known as Mozo Investments Limited), Mstar International Trading (HK) Limited, Haining Gelin Furniture Co., Ltd., Haining Morris International Home Furnishings Co., Ltd., Zhejiang Apollo Leather Products Co., Ltd. and Haining Morris Home Gallery Co., Ltd. Mr. Zou Gebing is also a controlling Shareholder of the Company.

Mr. Zou was involved in several business ventures and has extensive knowledge in the areas of furniture manufacturing, international trading and marketing. Prior to joining the Group, Mr. Zou had been employed as a marketing and development manager in Zhejiang Kasen Industrial Group Co., Ltd. (浙江卡森實業集團有限公司), and a deputy general manager in Hongyang Group Co., Ltd. (海寧宏洋集團有限公司), from July 1997 to March 2000 and from May 2000 to March 2002, respectively, and had been mainly responsible for exploration and development of overseas markets of sofas and other furniture. Mr. Zou joined Morris Group Co., Ltd. ("Morris PRC") as part of its management team in May 2002, served as its vice chairman and general manager since February 2005, and became the chairman of Morris PRC in January 2012. Mr. Zou had also served as a corporate tutor for MBA postgraduates (MBA 研究生企業導師) in the Management School of Zhejiang University (浙江大學管理學院) from April 2007 to March 2012. With over 15 years of industry experience as mentioned above, Mr. Zou is an experienced entrepreneur in furniture manufacturing related businesses. He was appointed as a member of the 6th Jiaying Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議嘉興市第六屆委員會) and the 12th Haining Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議海寧市第十二屆委員會) in May 2007 and February 2012, respectively. He was also appointed as the vice chairman of the 6th Council of the Zhejiang Leather Industry Association (浙江省皮革行業協會第六屆理事會) in March 2012. He became the vice chairman of the Zhejiang Young Entrepreneurs' Association (浙江省青年企業家協會) and the senior vice chairman of the Jiaying Chamber of Commerce, Shanghai (上海嘉興商會) in December 2013. Mr. Zou has obtained a number of awards. In April 2006, Mr. Zou was awarded Zhejiang Youth Wusi Medal (浙江青年五四獎章) by Zhejiang Youth Union (浙江省青年聯合會) and in May 2008, the Chinese Youth Wusi Medal (中國青年五四獎章) by the All-China Youth Federation (中國全國

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## APPENDIX II      DETAILS OF THE DIRECTOR TO BE RE-ELECTED

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青年聯合會)。Meanwhile, Mr. Zou was awarded “Most Influential Person-Touching Jiaxing in 2007” (感動嘉興2007年度最具影響力人物稱號) by the Publicity Department of Jiaxing Municipal Committee of the Communist Party of China (中共嘉興市委宣傳部) in April 2008, and was recognised as a “Talent of Outstanding Contribution to Haining City” (海寧市突出貢獻人才) by the People’s Government of Haining (海寧市人民政府) in May 2007 and a “Private Entrepreneur of Outstanding Contribution in the 30th Anniversary of Establishment of Jiaxing City with Revocation of District” (嘉興撤地建市30周年突出貢獻民營企業家) by the People’s Government of Jiaxing (嘉興市人民政府) in May 2013. Mr. Zou obtained a bachelor’s degree in English from Shanghai International Studies University (上海外國語大學) in the PRC in July 1997 and a master’s degree in business administration for senior management from Zhejiang University (浙江大學) in the PRC in March 2007. Mr. Zou was accredited as a senior economist by the Senior Economist Qualification Committee of Zhejiang Province (浙江省高級經濟師資格評審委員會) in December 2007.

Mr. Zou has entered into a service agreement with the Company for a term of three years commencing from 12 January 2017, which may be terminated by not less than three months’ notice in writing served by either party on the other. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years at the annual general meeting of the Company pursuant to the Articles of Association. The annual salary of Mr. Zou is HK\$2,800,000 plus allowances, share options, contributions to retirement benefits schemes, benefits in kind receivable and discretionary management bonuses as the Board and remuneration committee of the Company deem appropriate. Mr. Zou’s remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

As at Latest Practicable Date, Mr. Zou was interested and deemed to be interested in 750,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Zou did not (i) hold any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) hold any other positions with the Company and its subsidiaries; (iii) have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iv) have any interest in the Shares within the meaning of Part XV of the SFO.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Zou as Director and there is no information relating to Mr. Zou which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



MORRIS  
HOLDINGS LIMITED

**MORRIS HOLDINGS LIMITED**  
**慕容控股有限公司**

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**(Stock Code: 01575)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “Annual General Meeting”) of Morris Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors (the “Director(s)”) and auditors (the “Auditors”) of the Company for the year ended 31 December 2016;
2. To declare a final dividend for the year ended 31 December 2016;
3. To declare a special dividend for the year ended 31 December 2016;
4. To consider the re-election of Mr. Zou Gebing as a Director of the Company;
5. To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
6. To re-appoint Ernst and Young as the Auditors and authorize the Board to fix their remuneration;
7. To consider and, if thought fit, to pass with or without amendments, the following as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant



offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional

entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

8. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and subject to and in accordance with all applicable laws and regulations, and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

9. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 7 and 8 above, the general mandate to the Directors pursuant to resolution no. 7 be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 8, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, 27 April 2017

***Registered Office:***

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

***Principal place of business in Hong Kong:***

Unit 6707, 67/F, The Center  
99 Queen’s Road Central  
Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting. A proxy need not be a shareholder of the Company.
- (ii) A form of proxy for use at the Annual General Meeting 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.
- (iii) 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 Annual General Meeting 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 Annual General Meeting (or any adjournment thereof) if they so wish.
- (iv) Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting 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.
- (v) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 24 May 2017 to 31 May 2017, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 23 May 2017.
- (vi) For determining the entitlement to the proposed final and special dividend for the year ended 31 December 2016, the register of members of the Company will be closed from 6 June 2017 to 7 June 2017, both days inclusive, during which period no share transfers can be registered. In order to be qualified for the entitlement to the proposed final and special dividend upon passing of ordinary resolution no. 2 and no. 3 respectively, 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 in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 5 June 2017.

*As at the date of this notice, the executive Directors are Mr. Zou Gebing, Mr. Chen Guohua, Mr. Zeng Jin and Mr. Wang Ming; and the independent non-executive Directors are Mr. Shao Shaomin, Mr. Huang Wenli and Ms. Zhang Bingbing.*