
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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).



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)

(1) GENERAL MANDATES FOR THE ISSUE AND BUY-BACK OF SHARES

(2) RE-ELECTION OF DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “Annual General Meeting”) to be held at Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 18 June 2020 at 10:00 a.m. is set out in 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) and on the website of the Stock Exchange (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 54, 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 of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

15 May 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on the Share Buy-back Mandate	8
Appendix II — Details of the Directors to be Re-elected	11
Appendix III — Notice of Annual General Meeting	15

DEFINITIONS

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 Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 18 June 2020 at 10:00 a.m. or any adjournment thereof, the notice of which is set out in Appendix III of this circular
“Articles of Association” or “Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Morris Holdings Limited (慕容控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange with stock code: 1575
“Director(s)”	the director(s) of the Company
“Extended Issue Mandate”	the mandate proposed to be granted to the Directors at the Annual General Meeting to extend the Share Issue Mandate by the addition thereto the number of Shares bought-back by the Company pursuant to the Share Buy-back Mandate
“General Mandates”	collectively, the Share Issue Mandate, the Share Buy-back Mandate and the Extended Issue 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”	8 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Morris PRC”	慕容集團有限公司 (Morris Group Company Limited*) (formerly known as 海寧蒙努集團有限公司 (Haining Mengnu Group Company Limited*)), a company established in the PRC with limited liability and owned as to 85% by Mr. Zou Gebing (鄒格兵) (our chairman, chief executive officer and executive Director) and 15% by his spouse, Ms. Wu Xiangfei (鄔向飛)
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary shares in the share capital of the Company of US\$0.001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Buy-back 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 buy-back such number of Shares up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Share Issue 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 not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolutions granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

* For identification purpose only.

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

(Chairman and Chief Executive Officer)

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. Pang Wing Hong

Mr. Chu Guodi

Headquarters in PRC:

No. 500 Youquan Road

Haining Economic Development Zone

Zhejiang Province, PRC

Principal place of business

in Hong Kong:

Unit 2001, 20/F, Citicorp Centre

18 Whitfield Road, Causeway Bay

Hong Kong

15 May 2020

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES FOR THE ISSUE AND BUY-BACK OF SHARES

(2) RE-ELECTION OF DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

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 of the General Mandates; and
- (b) the re-election of the Directors.

2. GENERAL MANDATES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 10 October 2019, general mandates were granted to the Directors to issue and buy-back Shares and an extended mandate was granted to extend the share issue mandate by the number of shares bought-back under the share buy-back mandate. 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 Share Issue Mandate to allot, issue and deal with Shares not exceeding 20% of the total 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 Share Buy-back Mandate to repurchase such number of Shares up to 10% of the total number of issued Shares 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 Share Issue Mandate by the addition of such number of Shares as are bought-back by the Company pursuant to the Share Buy-back Mandate, provided that this Extended Issue Mandate 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.

LETTER FROM THE BOARD

The General Mandates will continue in force until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company, unless the authority is renewed conditionally or unconditionally at such meeting; or (ii) the revocation or variation by ordinary resolution of the shareholders in general meeting.

On the basis of 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 200,000,000 Shares under the Share Issue Mandate and buy-back a maximum of 100,000,000 Shares under the Share Buy-back Mandate. The Directors wish to state that they have no immediate plan to buy-back any Shares pursuant to the Share Buy-back Mandate.

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

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of four executive Directors, namely Mr. Zou Gebing, Mr. Zeng Jin, Mr. Shen Zhidong and Mr. Wu Yueming, and three independent non-executive Directors, namely Mr. Liu Haifeng, Mr. Pang Wing Hong and Mr. Chu Guodi.

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the next general meeting of the Company 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 in each case the retiring Director shall be eligible for re-election.

Pursuant 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 the number of the Directors is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation.

Mr. Zou Gebing, Mr. Shen Zhidong and Mr. Lau Haifeng will retire from office at the Annual General Meeting, and being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the retiring Directors, having regard to the Board Diversity Policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion. The Nomination Committee recommends all Directors retiring at the upcoming Annual General Meeting to stand for re-election.

Particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. 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) and on the website of the Stock Exchange (www.hkexnews.hk), for use at the Annual General Meeting (or any adjournment thereof) in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar 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 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's 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.

5. CLOSURE OF REGISTER OF MEMBERS

To determine the eligibility to attend and vote at the Annual General Meeting, the Company's transfer books and register of members will be closed from Thursday, 11 June 2020 to Thursday, 18 June 2020, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfers 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2020.

LETTER FROM THE BOARD

6. RECOMMENDATIONS

The Directors are of the opinion that the proposed resolutions referred to in this circular and the notice of Annual General Meeting, including those in relation to the General Mandates and the re-election of retiring Directors, 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.

7. 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.

8. 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 Share Buy-back Mandate.

EXERCISE OF THE SHARE BUY-BACK 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 Share Buy-back 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 Share Buy-back Mandate to buy-back a maximum of 100,000,000 Shares, being 10% of the total number of issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting.

REASONS FOR BUY-BACKS

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

Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders. Such buy-backs 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 BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such buy-backs in accordance with its memorandum of association and the Articles of Association, the laws of the Cayman Islands and the Listing Rules. The Company may not buy-back 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 a buy-back 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 2019) in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent that 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 to sell any Shares to the Company, if and when the Share Buy-back Mandate is exercised.

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 Share Buy-back 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 Share Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the laws of the Cayman Islands.

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs 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. The Company operates a Restricted Share Award Scheme but Shares acquired by the trustee under the scheme are not regarded as buy-backs of Shares by the Company.

TAKEOVERS CODE

If, as a result of a buy-back 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 the chief executive officer of the Company and an executive Director) and 15% by his spouse, Ms. Wu Xiangfei, has an interest in 750,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding of Morris Capital Limited 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 a buy-back on the Stock Exchange if such buy-back 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 buy-back 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 market prices at which the Shares have been traded on the Stock Exchange during the previous 12 months and up to the Latest Practicable Date were as follows:

	Traded Market Price	
	Highest HK\$	Lowest HK\$
2019		
June (<i>Note</i>)	N.A.	N.A.
July (<i>Note</i>)	N.A.	N.A.
August	0.370	0.210
September	0.290	0.175
October	0.200	0.169
November	0.210	0.157
December	0.200	0.152
2020		
January	0.182	0.151
February	0.159	0.120
March	0.137	0.072
April	0.088	0.068
May (up to the Latest Practicable Date)	0.074	0.070

Note: Trading in the Shares on the Stock Exchange was suspended from 1:00 p.m. on 28 March 2019 to 19 August 2019 and resumed from 9:00 a.m. on 20 August 2019.

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

DIRECTORS

Mr. Zou Gebing, aged 43, is the chairman and chief executive officer of the Company and was appointed as an executive Director on 18 March 2016. He is responsible for overseeing and mapping the Group's growth strategy and overall management.

Prior to joining the Group, he was the marketing and development manager in Zhejiang Kasen Industrial Group Company Limited, and was deputy general manager in Hongyang Group Company Limited, 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. He joined 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 obtained a bachelor's degree in English from Shanghai International Studies University in the PRC in July 1997 and a master's degree in business administration for senior management from Zhejiang University in the PRC in March 2007. He had also served as a corporate tutor for MBA postgraduates in the Management School of Zhejiang University from April 2007 to March 2012. Mr. Zou was accredited as a senior economist by the Senior Economist Qualification Committee of Zhejiang Province in December 2007.

With over 18 years of industry experience as mentioned above, Mr. Zou is an experienced entrepreneur in furniture manufacturing related businesses.

As at the Latest Practicable Date, Morris Capital Limited, a controlling shareholder which is owned as to 85% by Mr. Zou and 15% by his spouse, Ms. Wu Xiangfei, has an interest in 750,000,000 Shares, representing 75% of the issued share capital of the Company.

Mr. Zou's spouse, Ms. Wu Xiangfei (one of the controlling shareholders of the Company), is a cousin of Mr. Shen's spouse.

Mr. Zou is currently a director of the following subsidiaries of the Company, namely, Jennifer Convertibles Inc., Morris International Group Limited, Masia Investments Limited, Mstar International Group Limited, Musa International Limited, Mstar Home Furnishings Limited, Masia Industries Company Limited, Mstar International Group (HK) Limited, MorriSofa Hong Kong, MorriSofa Global Inc., Mstar International Trading (HK) Limited, Zhejiang Morris Fashion Home Company Limited*, Hunan Morris Fashion Home Company Limited*, Zhejiang Apollo Leather Products Company Limited*, MorriSofa Shanghai Limited*, Zhejiang Morris Furniture Company Limited*, MorriSofa Hangzhou Limited*.

* The English names of these entities represent management's best effort at translating their Chinese names as these entities did not register any official English names.

Mr. Zou, as an executive Director, has entered into a service contract with the Company for a fixed term of three years, unless terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term. Mr. Zou will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association.

Mr. Zou is entitled to a director's fee of HK\$200,000 per month, which was determined by reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Shen Zhidong, aged 45, is a senior vice president of the Group and was appointed as an executive Director on 6 July 2017. He is also a director of Masia Industries Limited, a subsidiary of the Company in Cambodia. Mr. Shen is the head of administrative operations and human resources matters of the Group.

Mr. Shen had served in the government sectors in Haining for over ten years. From February 1999 to June 2010, Mr. Shen had served in the Organization Department of Haining Municipal Committee of the Communist Party of China in many positions including, among others, as a section member, a deputy section leader, a section leader, a committee member and a deputy bureau level coordinator. From June 2010 to January 2014, Mr. Shen served as the deputy director of the General Office of the People's Government of Haining. In January 2014, Mr. Shen was employed by Morris PRC as its vice president. He was employed by the Group as the senior vice president immediately after completion of the transfer of the furniture division of Morris PRC to the Group in December 2015.

Mr. Shen graduated from the Party School Open College of the Central Committee of the Communist Party of China in the study of economic management in December 2002.

Mr. Shen's spouse is a cousin of Ms. Wu Xiangfei, one of the controlling shareholders of the Company and the spouse of Mr. Zou.

Mr. Shen is currently a director of the subsidiary of the Company, namely, Masia Industries Company Limited.

Mr. Shen, as an executive Director, has entered into a service contract with the Company for a fixed term of three years, unless terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term. Mr. Shen will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association.

Mr. Shen is entitled to a director's fee of HK\$43,605 per month, which was determined by reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Liu Haifeng, aged 45, was appointed as an independent non-executive Director on 6 July 2017 and is mainly responsible for supervising and providing independent judgement to the Board. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee.

Mr. Liu has been a tutor to master students in public administration of faculties of humanities of Donghua University since 2011 and a deputy manager of Donghua University Master of Public Administration Center since September 2014.

Mr. Liu obtained his master degree in education from Shanghai Normal University in June 2004. Mr. Liu later obtained his doctoral degree in management science and engineering from Donghua University School of Business and Management in June 2009. He then later completed his postdoctoral study in applied economics at Fudan University and obtained his certificate of postdoctoral in May 2014.

Mr. Liu, as an independent non-executive Director, has entered into a letter of appointment with the Company. There is no specific term or proposed length of service for an independent non-executive Director under the letters of appointment. Mr. Liu is subject to retirement by rotation and re-election at general meetings of the Company at least once every three years and until terminated by not less than three months' notice in writing served by either the Company or the respective independent non-executive Director.

Mr. Liu is entitled to a director's fee of HK\$15,000 per month, which was determined by reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

General

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the re-electing Directors confirmed to the Company that save as disclosed above (a) he does not on the Latest Practicable Date hold, and has not in the last three years held, any directorship in other public listed companies in Hong Kong or overseas; (b) as at the Latest Practicable Date, he does not hold any other positions in the Company or its subsidiaries; (c) he does not have any relationships with any other directors, senior management, substantial or controlling shareholders of the Company; and (d) as at the Latest Practicable Date, he does not have any other interest or deemed interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the re-electing Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to their re-elections that needs to be brought to the attention of the Shareholders.



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)

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 Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Thursday, 18 June 2020 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the report of the directors (the “Directors”) and auditor of the Company (the “Auditor”) for the year ended 31 December 2019;
2. To approve the re-election of Mr. Zou Gebing as an executive Director;
3. To approve the re-election of Mr. Shen Zhidong as an executive Director;
4. To approve the re-election of Mr. Liu Haifeng as an independent non-executive Director;
5. To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
6. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditor and authorize the Board to fix its remuneration;
7. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“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:
 - (i) “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, unless the authority is renewed conditionally or unconditionally at such meeting; or (II) the revocation or variation by ordinary resolution of the shareholders in general meeting; and
 - (ii) “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, to pass the following resolution (with or without modification) as an ordinary resolution 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 buy-back 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 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 buy-back its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back 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, unless the authority is renewed conditionally or unconditionally at such meeting; or (II) the revocation or variation by ordinary resolution of the shareholders in general meeting.

9. To consider and, if thought fit, to pass the following resolution (with or without modification) as an 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 (the “Share Issue Mandate”) 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 resolution no. 8 (the “Share Buy-back Mandate”), provided that such aggregate number of 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, 15 May 2020

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:

- (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 54, 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 of the Company, any one of such persons may vote at the Annual General Meeting, 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 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 Thursday, 11 June 2020 to Thursday, 18 June 2020, both days inclusive, during which 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 June 2020.
- (vi) To ensure the health and safety of the attendees at the Annual General Meeting, 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.

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. Pang Wing Hong and Mr. Chu Guodi.