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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)**

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Reference is made to the announcement made by Morris Holdings Limited (the “**Company**”) dated 29 March 2019 in relation to the resignation of Mr. Shao Shaomin, as our independent non-executive director with effect from 12 April 2019.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces the appointment of Mr. Pang Wing Hong (“**Mr. Pang**”) as an independent non-executive Director, a member and the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee and the remuneration committee of the Company (the “**Nomination Committee**” and the “**Remuneration Committee**”, respectively), with effect from 12 April 2019 (the “**Appointment**”).

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Pang, aged 48, has over 20 years of experience in financial management, accounting, auditing and corporate finance. He obtained a Bachelor of Business Administration degree, majoring in professional accountancy, from The Chinese University of Hong Kong in 1994 and a Master of Business Administration degree from The University of Adelaide, Australia in 2008. He is an associate member of the Hong Kong Institute of Certified Public Accountants since 1998 and a fellow member of the Association of Chartered Certified Accountants since 2002. Mr. Pang has been the chief financial officer of Miko International Holdings Limited (stock code: 1247), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since October 2015. From April 2015 to October 2015, Mr. Pang was the chief financial officer of China Green (Holdings) Limited (stock code: 904), a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Pang has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the date of this announcement, Mr. Pang (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Pang has entered into a letter of appointment with the Company on 12 April 2019. There is no specific term or proposed length of service for Mr. Pang as an independent non-executive Director but Mr. Pang will be subject to retirement and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Pang is entitled to receive a remuneration of HK\$180,000 per annum which has been reviewed by the Remuneration Committee and determined with reference to his duties and responsibilities as well as remuneration benchmarks in the industry and the prevailing market conditions.

Mr. Pang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Save as disclosed in this announcement, the Board is not aware of any information which is required to be disclosed pursuant to of Rule 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its welcome to Mr. Pang upon his joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that Mr. Pang has been appointed as a member and the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 12 April 2019.

Upon the abovementioned changes:

1. the Audit Committee comprises of three members, namely Mr. Pang as the chairman, Mr. Huang Wenli (“**Mr. Huang**”) and Mr. Liu Haifeng (“**Mr. Liu**”), both independent non-executive Directors, as members;
2. the Nomination Committee comprises of three members, namely Mr. Liu as chairman, Mr. Huang and Mr. Pang as members; and
3. the Remuneration Committee comprises of three members, namely Mr. Huang as chairman, Mr. Liu and Mr. Pang as members.

## **COMPLIANCE WITH RULES 3.10 AND 3.21**

Upon the appointment of Mr. Pang, the Company has three independent non-executive Directors, and Mr. Pang is an independent non-executive Director with appropriate professional qualifications and related accounting or financial expertise. Therefore, upon effectiveness of the Appointment, the Company is in compliance with Rule 3.10 and 3.21 of the Listing Rules.

By Order of the Board  
**Morris Holdings Limited**  
**ZOU Gebing**  
*Chairman*

Hong Kong, 12 April 2019

*As at the date of this announcement, the executive Directors are Mr. ZOU Gebing, Mr. SHEN Zhidong, Mr. ZENG Jin and Mr. WU Yueming; and the independent non-executive Directors are Mr. HUANG Wenli, Mr. LIU Haifeng and Mr. PANG Wing Hong.*