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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting (the “EGM”) of Morris Holdings Limited (the “**Company**”) will be held at Conference Room, No. 500 Yuquan Road, Haining City, Jiaxing City, Zhejiang Province, China at 9:30 a.m. on Tuesday, 21 May 2019 for considering and if thought fit, to approve the following resolutions:

SPECIAL RESOLUTION

1. **“THAT** the removal of Ernst & Young as the auditor of the Company and its subsidiaries be and is hereby approved with immediate effect after the conclusion of this EGM.”

ORDINARY RESOLUTION

2. **“THAT** conditional upon the passing of the special resolution no. 1 above, HLB Hodgson Impey Cheng Limited be and is hereby appointed as the auditor of the Company and its subsidiaries with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

Hong Kong, 3 May 2019

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

By Order of the Board of
Morris Holdings Limited
Mr. ZOU Gebing
Chairman

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the branch share registrar of the Company 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 the EGM or any adjournment thereof. If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a certified copy) must be delivered to the branch share registrar of the Company in Hong Kong with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof should he so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from Thursday, 16 May 2019, to Tuesday, 21 May 2019 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar of the Company 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 by no later than 4:30 p.m. on Wednesday, 15 May 2019.
5. The votes to be taken at the meeting for the resolution will be by way of a poll.

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.