



MORRIS  
HOLDINGS LIMITED

## Morris Holdings Limited

慕容控股有限公司

(the “Company”)

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1575)**

### Procedures for Nomination of Directors by Shareholders

1. Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company sets out these procedures to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures by which they can use for nominating a person for election as a director of the Company (the “**Director**”).
2. According to Article 85 of the Articles of Association of the Company (the “**Articles**”), no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company.
3. Accordingly, if a Shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the board of Directors or the company secretary of the Company at the principal place of business in Hong Kong at Unit 6707, 67/F, The Center, 99 Queen’s Road Central, Hong Kong:
  - (a) a written notice signed by the Shareholders(s), who is/are duly qualified to attend and vote at the meeting, of his intention to propose the Proposed Candidate for election as a Director; and
  - (b) a written notice signed by the Proposed Candidate of his willingness to be elected as a Director.
4. As stipulated under Article 85 of the Articles, the period for lodgement of such notices required under the Articles will commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

5. In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his biographical details as required under Rule 13.51(2) of the Listing Rules, as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Proposed Candidate's written consent to the publication of his personal data.
6. Upon receipt of the written notices from the Shareholder(s) to propose the Proposed Candidate(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.
7. If you have any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit 6707, 67/F, The Center, 99 Queen's Road Central, Hong Kong.

11 January 2017

*Note:* If there is any inconsistency between the English and Chinese versions of these Procedures for Nomination of Directors by Shareholders, the English version shall prevail.