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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON
31 AUGUST 2018**

POLL RESULTS

Reference is made to the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of Morris Holdings Limited (the “**Company**”) both dated 14 August 2018. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolution proposed as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 31 August 2018. The vote-taking at the EGM was scrutinised by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited. The poll results in relation to the ordinary resolution proposed at the EGM were as follows:

Ordinary Resolution		No. of Votes (%) <i>(Note)</i>	
		For	Against
1.	<p>(a) the sale and purchase agreement (the “Sale and Purchase Agreement”) dated 4 July 2018 entered into among 慕容集團有限公司 (Morris Group Co. Ltd*) (as vendor), Morris Holdings Limited (as purchaser) and Mr. Zou Gebing (as warrantor) in relation to the sale and purchase of all the issued and outstanding common stock of Jennifer Convertibles Inc. at the consideration of US\$35 million (the “Acquisition”) (a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), and all transactions contemplated under or referred to in the Sale and Purchase Agreement and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and</p> <p>(b) any one director of the Company or the secretary be and is hereby authorised for and on behalf of the Company to do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or assist the Company to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Sale and Purchase Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modification, amendments, waivers, variations or extensions of the Sale and Purchase Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder.</p>	162,686,000 (100%)	0 (0%)

Note:

The number of votes and percentage are based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by proxy or corporate representation.

As more than 50% of votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company by the Independent Shareholders.

As at the date of the EGM, the total number of Shares in issue was 1,000,000,000 Shares, Mr. Zou Gebing, the controlling shareholder, and his associates, which beneficially held 750,000,000 Shares, representing 75% of the issued share capital of the Company as at the date of the EGM, were required to abstain from voting on the ordinary resolution at the EGM.

Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM were 250,000,000 Shares. It was noted that there was no Share entitling the holders to attend and abstain from voting in favour of the ordinary resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, there was no restriction on any Shareholder to cast votes on the proposed resolution at the EGM.

A total of 912,686,000 shares were voted at the EGM in respect of the resolution, of which 750,000,000 shares were mistakenly and accidentally cast by Morris Capital Limited who should abstain from voting pursuant to the Listing Rules. Pursuant to the articles of association of the Company, where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted and therefore, the votes by Morris Capital Limited representing 750,000,000 shares in respect of the resolution have not been counted. In this respect, details of the poll results mentioned above have excluded such votes by Morris Capital Limited.

By order of the Board
Morris Holdings Limited
Zou Gebing
Chairman

Hong Kong, 31 August 2018

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. Lin Haifeng, Mr. Shao Shaomin and Mr. Huang Wenli.