



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)

#### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 31 AUGUST 2018

I/We (Name) \_\_\_\_\_

(Block capitals, please) of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.001 each in the capital of Morris Holdings Limited (the "Company") hereby appoint (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Room 6707, 67/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 31 August 2018 at 9:30 a.m. or any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		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>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature(s) \_\_\_\_\_ (see Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint registered holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, 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 for holding the 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 above meeting (or any adjournment thereof) if they so wish.
- A proxy need not be a shareholder of the Company.