

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON
31 MAY 2017
(2) PAYMENT OF FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
(3) RETIREMENT OF DIRECTORS**

POLL RESULTS

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Morris Holdings Limited (the “**Company**”) both dated 27 April 2017. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

At the AGM held on 31 May 2017, poll voting was demanded by the chairman of the AGM for voting on all the proposed resolutions as set out in the AGM Notice.

As at the date of the AGM, the total number of Shares in issue was 1,000,000,000 Shares, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM (the “**Resolutions**”). There were no restrictions on any Shareholders casting votes on any of the Resolutions. No Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions proposed at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and Auditors of the Company for the year ended 31 December 2016.	760,002,000 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.018 per Share for the year ended 31 December 2016.	760,002,000 (100%)	0 (0%)
3.	To declare a special dividend of HK\$0.087 per Share for the year ended 31 December 2016.	760,002,000 (100%)	0 (0%)
4.	To consider the re-election of Mr. Zou Gebing as a Director.	760,002,000 (100%)	0 (0%)
5.	To authorize the Board to fix the Directors' remuneration.	760,002,000 (100%)	0 (0%)
6.	To re-appoint Ernst & Young as the Auditors and authorize the Board to fix their remuneration.	760,002,000 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	760,002,000 (100%)	0 (0%)
8.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	760,002,000 (100%)	0 (0%)
9.	To extend the general mandate granted under Resolution no.7 by adding the shares bought back pursuant to the general mandate granted by Resolution no.8.	760,002,000 (100%)	0 (0%)

As more than 50% of votes were cast in favour of each of the above Resolutions, all the above Resolutions were duly passed as ordinary resolutions of the Company by the Shareholders.

PAYMENT OF FINAL DIVIDEND AND SPECIAL DIVIDEND

The Resolutions for the payment of a final dividend of HK\$0.018 per Share and the payment of a special dividend of HK\$0.087 per Share for the year ended 31 December 2016 were duly passed and approved by the Shareholders at the AGM. The final dividend and the special dividend for the year ended 31 December 2016 will be payable on 15 June 2017 to Shareholders on the register of members of the Company on 7 June 2017.

RETIREMENT OF DIRECTORS

The Board announces retirement of the following Directors with effect from the conclusion of the AGM.

Mr. Wang Ming (“**Mr. Wang**”) retired and did not seek for re-election as an executive Director due to the Company’s business needs requiring him to devote more time and effort on the import and export business of the Company.

Ms. Zhang Bingbing (“**Ms. Zhang**”) retired and did not seek for re-election as an independent non-executive Director due to her other business commitments, appointment as an official at another organization. Following Ms. Zhang’s retirement as an independent non-executive Director, she also ceased to act as the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee.

Upon Ms. Zhang’s retirement, the number of independent non-executive Directors and the number of members of the Audit Committee falls below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. The Company is making its best endeavours to identify a suitable candidate with relevant professional qualification and experience to fill in the vacancy of independent non-executive Director as soon as practicable within three months from the effective date of Ms. Zhang’s retirement as required under Rules 3.11 and 3.23 of the Listing Rules.

Both Mr. Wang and Ms. Zhang have confirmed that they have no disagreement with the Board and there are no other matters related to their retirement that should be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Wang and Ms. Zhang for their valuable contribution to the Board, the Company and the Shareholders during their tenure of office.

By order of the Board
Morris Holdings Limited
Zou Gebing
Chairman

Hong Kong, 31 May 2017

As at the date of this announcement, the executive Directors are Mr. Zou Gebing, Mr. Chen Guohua and Mr. Zeng Jin; and the independent non-executive Directors are Mr. Shao Shaomin and Mr. Huang Wenli.