



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 21 JULY 2020

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 Conference Room, No. 500 Youquan Road, Haining City, Jiaxing City, Zhejiang Province, China on Tuesday, 21 July 2020 at 10:00 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.	To approve and ratify the exercise of the Put Option of the Company to sell, and require Morris Group Co., Ltd. to repurchase, all the issued and outstanding common stock of Jennifer Convertibles Inc. at the original acquisition consideration.		
2.	To approve and ratify the Receivables Disposal by the Company to Morris Group Co., Ltd. of the Receivables owed by the Target Group to the Remaining Group at a nominal cash consideration.		

Dated this _____ day of _____ 2020

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 54, 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.