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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)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 10 OCTOBER 2019
(2) PAYMENT OF FINAL DIVIDEND
AND
(3) PROPOSED AMENDMENTS TO THE TERMS AND CONDITIONS
OF THE CONVERTIBLE LOAN**

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 5 September 2019.

Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

At the AGM held on 10 October 2019, 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 Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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, the reports of the Directors and Auditor for the year ended 31 December 2018.	750,010,000 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.013 per ordinary share of the Company for the year ended 31 December 2018.	750,010,000 (100%)	0 (0%)
3.	To consider the re-election of Mr. Zou Gebing as an executive Director.	750,010,000 (100%)	0 (0%)
4.	To consider the re-election of Mr. Wu Yueming as an executive Director.	750,010,000 (100%)	0 (0%)
5.	To consider the re-election of Mr. Zeng Jin as an executive Director.	750,010,000 (100%)	0 (0%)
6.	To consider the re-election of Mr. Pang Wing Hong as an independent non-executive Director.	750,010,000 (100%)	0 (0%)
7.	To consider the re-election of Mr. Chu Guodi as an independent non-executive Director.	750,010,000 (100%)	0 (0%)
8.	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	750,010,000 (100%)	0 (0%)
9.	To re-appoint HLB Hodgson Impey Cheng Limited as the Auditor and authorise the Board to fix its remuneration.	750,010,000 (100%)	0 (0%)
10.	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.	750,010,000 (100%)	0 (0%)
11.	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.	750,010,000 (100%)	0 (0%)
12.	To extend the general mandate granted under resolution no. 10 by adding the shares bought back pursuant to the general mandate granted by resolution no. 11.	750,010,000 (100%)	0 (0%)

As more than 50% of votes were cast in favour of each of the above Resolutions numbered 1 to 12, all the above Resolutions were duly passed as ordinary resolutions of the Company by the Shareholders.

PAYMENT OF FINAL DIVIDEND

The Resolution for the payment of a final dividend of HK\$0.013 per Share for the year ended 31 December 2018 was duly passed and approved by the Shareholders at the AGM. The final dividend for the year ended 31 December 2018 will be payable on 23 December 2019 to the Shareholders on the register of members of the Company on 11 December 2019.

PROPOSED AMENDMENTS TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE LOAN

Reference is made to the announcements of the Company dated 5 January 2018 and 24 January 2018 in respect of, amongst others, the Convertible Loan from International Finance Corporation in the aggregate principal amount of HK\$200,000,000 (the “**Announcements**”). Unless otherwise defined herein, capitalized terms used below shall have the same meanings as those defined in the Announcements.

As disclosed in the Company’s announcement dated 10 July 2019 in relation to the final results for the year ended 31 December 2018 and the Company’s annual report for the year ended 31 December 2018, as a result of the continuance of the suspension in trading in the shares of the Company for the period from 28 March 2019 to 20 August 2019, the carrying amount of liability of the convertible loan to the principal amount was adjusted and the same was reallocated from non-current liabilities to current liabilities in order to reflect such continuance. On 20 April 2019, 23 May 2019 and 12 June 2019, the Company entered into three amendment agreements respectively with IFC for the agreed schedule of certain permitted prepayments of the convertible loan up to 30 September 2019.

As at 30 September 2019, the outstanding principal of the convertible loan was HK\$129,945,057.30. On 30 September 2019, the Company entered into an amendment agreement with IFC for the agreed schedule of certain permitted prepayments of the convertible loan after 30 September 2019. The Company and IFC further agreed that they will, within two months from 30 September 2019: (a) procure certain lien be granted over assets acceptable to IFC and be registered with each relevant authority; and (b) enter into an agreement for the purpose of amending and restating the Convertible Loan Agreement as a consequence of the lien referred to in paragraph (a) above being granted. The Company will publish further announcement in relation to the information about the said lien and proposed agreement in due course.

The amendments mentioned above will effectively allow the Company to avoid the occurrence of defaults under the existing terms and conditions of the Convertible Loan, which are arrived at after arm's length negotiation between the Company and IFC. The Board considers that the arrangement under the above amendments are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

By order of the Board
Morris Holdings Limited
Zou Gebing

Chairman, chief executive officer and executive Director

Hong Kong, 10 October 2019

As at the date of this announcement, the executive Directors are Mr. Zou Gebing, Mr. Wu Yueming, Mr. Zeng Jin and Mr. Shen Zhidong; and the independent non-executive Directors are Mr. Pang Wing Hong, Mr. Chu Guodi and Mr. Liu Haifeng.