

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Morris Holdings Limited (the “**Company**”) dated 30 December 2016.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering described in this announcement before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, and distribution directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws of the United States or other jurisdictions, other than Hong Kong, and may not be offered, sold, pledged or transferred or delivered within the United States unless pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any applicable state securities laws of the United States. The Offer Shares may only be offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will be no offer or sale of the Offer Shares in the United States.

In connection with the Global Offering, Sinolink Securities (Hong Kong) Company Limited, as the Stabilising Manager, its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on 4 February 2017, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, and the demand for the Shares, and therefore the price of the Shares, could fall.



MORRIS
HOLDINGS LIMITED

MORRIS HOLDINGS LIMITED

慕容控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares : 250,000,000 Shares (subject to the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 25,000,000 Shares (subject to adjustment)**
- Number of International Offer Shares : 225,000,000 Shares (subject to adjustment and the Over-allotment Option)**
- Offer Price : Not more than HK\$1.31 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$1.05 per Offer Share**
- Nominal value : US\$0.001 per Share**
- Stock Code : 1575**

Sole Sponsor



國金證券(香港)有限公司
SINOLINK SECURITIES (HK) CO. LTD.

Sole Global Coordinator and Sole Bookrunner



國金證券(香港)有限公司
SINOLINK SECURITIES (HK) CO. LTD.

Application has been made by the Company to the Listing Committee for the granting of the listing of and permission to deal in the Shares in issue and to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme and the Over-allotment Option).

The Global Offering comprises (a) the Hong Kong Public Offering of initially 25,000,000 Offer Shares (subject to adjustment), representing 10% of the total number of Offer Shares initially available under the Global Offering; and (b) the International Offering of initially 225,000,000 Offer Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Company expects to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) at any time until 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue and allot up to an aggregate of 37,500,000 additional Shares, representing 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, solely to cover over-allocations, if any, under the International Offering. For details, please refer to the section headed “Structure of the Global Offering – Over-allotment Option” in the Prospectus. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.morrisholdings.com.hk.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange as mentioned in the Prospectus and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.31 per Offer Share and is expected to be not less than HK\$1.05 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay in full, on application, the maximum Offer Price of HK\$1.31 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.31 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to have the Hong Kong Offer Shares allotted and issued in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service.

Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 December 2016 until 12:00 noon on Thursday, 5 January 2017 from:

- (i) the following office of the Sole Global Coordinator:

Sinolink Securities (Hong Kong) Company Limited

Units 2503, 2505-06, 25/F, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

- (ii) any of the following branches of the receiving banks:

Wing Lung Bank Limited

District	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
	Sham Shui Po Branch	111 Tai Po Road

Bank of Communications Co., Ltd. Hong Kong Branch

District	Branch Name	Address
Hong Kong Island	Quarry Bay Sub-Branch	Shops 3 and 4 on G/F., 981A-981F King's Road, Chung Hing Mansion, Quarry Bay
Kowloon	Shamshuipo Sub-Branch	Shop G1-G3, G11-G13, G19-G21, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
	Wong Tai Sin Sub-Branch	Shop N118, 1/F., Temple Mall North, 136 Lung Cheung Road, Wong Tai Sin
New Territories	Tseung Kwan O Sub-Branch	Shop Nos. 252A, 252B & 253 on Level 2, Metro City Phase I, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 December 2016, until 12:00 noon on Thursday, 5 January 2017, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your broker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Wing Lung Bank (Nominees) Limited – Morris Holdings Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

Friday, 30 December 2016 – 9:00 a.m. to 5:00 p.m.
Saturday, 31 December 2016 – 9:00 a.m. to 1:00 p.m.
Tuesday, 3 January 2017 – 9:00 a.m. to 5:00 p.m.
Wednesday, 4 January 2017 – 9:00 a.m. to 5:00 p.m.
Thursday, 5 January 2017 – 9:00 a.m. to 12:00 noon

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 30 December 2016 until 11:30 a.m. on Thursday, 5 January 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 5 January 2017 or such later time under the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- 9:00 a.m. to 8:30 p.m.⁽¹⁾, Friday, 30 December 2016
- 8:00 a.m. to 1:00 p.m.⁽¹⁾, Saturday, 31 December 2016
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Tuesday, 3 January 2017
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Wednesday, 4 January 2017
- 8:00 a.m.⁽¹⁾ to 12:00 noon, Thursday, 5 January 2017

Note:

- ⁽¹⁾ These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 December 2016 until 12:00 noon on Thursday, 5 January 2017 (24 hours daily, except on the last application day) or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Prospective investors of the Hong Kong Offer Shares should note that the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe, and to procure subscribers to subscribe for, the Hong Kong Offer Shares, are subject to termination by the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Please refer to the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for termination” in the Prospectus for details of such grounds as set out in that section.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on Wednesday, 11 January 2017, in The Standard (in English), in Hong Kong Economic Times (in Chinese), on the Company’s website at www.morrisholdings.com.hk and on the website of the Stock Exchange at www.hkexnews.hk. Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before Tuesday, 10 January 2017, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse immediately. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.morrisholdings.com.hk.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for termination" in the Prospectus has not been exercised.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 12 January 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 12 January 2017.

The Shares will be traded in board lots of 2,000 Shares each and the Stock Code is 1575.

By order of the Board
Morris Holdings Limited
Zou Gebing
Chairman

Hong Kong, 30 December 2016

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zou Gebing, Mr. Chen Guohua, Mr. Zeng Jin and Mr. Wang Ming and three independent non-executive Directors, namely Ms. Zhang Bingbing, Mr. Huang Wenli and Mr. Shao Shaomin.

This announcement, for which all the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and will remain on the Company's website at www.morrisholdings.com.hk.

*Please also refer to the published version of this announcement in English in **The Standard** and in Chinese in **Hong Kong Economic Times**.*