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## **Morimatsu International Holdings Company Limited**

**森松國際控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 2155)**

### **NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2023**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Morimatsu International Holdings Company Limited (the “**Company**”) will be held at Tianshan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Admiralty, Hong Kong on Wednesday, 28 June 2023 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditor of the Company (the “**Independent Auditor**”) for the year ended 31 December 2022;
2. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint KPMG as the Independent Auditor and authorise the Board to fix the Independent Auditor’s remuneration for the year ending 31 December 2023;

As special businesses to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (b) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (the “**Shares**”), to grant rights to subscribe for, or convert any security into, additional Shares (including the issue of any securities convertible into Shares, issue of any Shares pursuant to the grant of options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which might require the exercise of such powers either during after the end of the Relevant

Period, subject to and in accordance with all applicable laws are the articles of association of the Company (the “**Articles of Association**”), be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any outstanding rights of subscription or conversion under the terms of any warrants which might be issued by the Company or any securities which are convertible into Shares; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares, or rights or options (and the exercise thereof) to acquire Shares; or (iv) any scrip dividend or similar arrangements in accordance with the Articles of Association shall not exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares shall be adjusted accordingly; and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, any jurisdiction or the requirements of a recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in the ordinary resolution numbered 4(c) above) of all the powers of the Company to repurchase Shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved; and
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly provided that if any subsequent consolidation or subdivision of shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares shall be adjusted accordingly.”

6. “**THAT** subject to the passing of the ordinary resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5 above.”

## **SPECIAL RESOLUTION**

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“**THAT** the amendments to the existing articles of association of the Company set out in Appendix II to the circular dated 27 April 2023 which contains this notice be and are hereby approved and the amended and restated articles of association of the Company, a copy of which has been produced to the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board  
**Morimatsu International Holdings Company Limited**  
**Nishimatsu Koei**  
*Chief executive officer and executive Director*

Hong Kong, 27 April 2023

*Notes:*

1. All votes on the resolutions at the AGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.morimatsu-online.com>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the meeting and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number and type of shares in respect of which each such proxy is so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.
3. In order to be valid, the form of proxy in writing, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or adjourned meeting.

4. For the purpose of determining members who are qualified for attending the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023 (both days inclusive), during which period no transfer of the Shares will be effected. The holders of shares whose names appear on the register of members of the company on Wednesday, 28 June 2023 will be entitled to attend and vote at the AGM. In order to qualify for attending the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar at the above address by no later than 4:30 p.m. on Wednesday, 21 June 2023.
5. Shareholders shall produce their identification documents when attending the AGM.
6. If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.
7. All time refer to Hong Kong local time, except as otherwise stated.

*As at the date of this announcement, the executive Directors are Mr. Nishimatsu Koei, Mr. Hirazawa Jungo, Mr. Tang Weihua, Mr. Sheng Ye and Mr. Kawashima Hirotaka; the non-executive Director is Mr. Matsuhisa Terumoto; and the independent non-executive Directors are Ms. Chan Yuen Sau Kelly, Mr. Kanno Shinichiro and Mr. Yu Jianguo.*