

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 26 February 2021 (the “**Prospectus**”) of Morimatsu International Holdings Company Limited (the “**Company**”) incorporated in Hong Kong with limited liability.

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This announcement is not for release, publication, 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) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement 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 and may not be offered, sold, pledged or transferred within the United States or to or for the account or benefit of U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States. The Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Sinolink Securities (Hong Kong) Company Limited as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after 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. Such stabilisation, which, if commenced, will be conducted at the 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 taken, 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 Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). For details of stabilisation, please refer to the section headed “Structure of the Global Offering — Stabilisation” in the Prospectus.

Potential investors should be aware that no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which begins on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, and demand for the Shares, and therefore the price of the Shares, could fall.

Potential investors of the Offer Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination of the Hong Kong Underwriting Agreement” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Monday, 15 March 2021).



Morimatsu International Holdings Company Limited

森松國際控股有限公司

(Incorporated in Hong Kong with limited liability)

GLOBAL OFFERING

| | | |
|--|---|---|
| Number of Offer Shares under the Global offering | : | 250,000,000 Shares (subject to the Over-allotment Option) |
| Number of Hong Kong Offer Shares | : | 25,000,000 Shares (subject to reallocation) |
| Number of International Placing Shares | : | 225,000,000 Shares (subject to reallocation and the Over-allotment Option) |
| Maximum Offer Price | : | HK\$3.92 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars and subject to refund) |

Stock code : 2155

Sole Sponsor



Financial Adviser



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



The Company has applied to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option), any Shares to be issued under the Bonus Issue, and any Shares which may be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme or any options which may be granted under the Post-IPO Share Option Scheme. Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Monday, 15 March 2021, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 15 March 2021. In the event the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.morimatsu-online.com.

The Global Offering comprises (i) the Hong Kong Public Offering of initially 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Global Offering; and (ii) the International Placing of initially 225,000,000 Shares (subject to reallocation 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 Placing will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. The Joint Global Coordinators may reallocate Offer Shares from the International Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated from the International Placing to the Hong Kong Public Offering shall not result in the total number of Offer Shares under the Hong Kong Public Offering to be more than double the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering (i.e. 50,000,000 Offer Shares), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range stated in the Prospectus (i.e. HK\$2.48 per Offer Share).

The Company is expected to grant to the International Underwriters the Over-allotment Option exercisable by the Joint Global Coordinators, on behalf of the International Underwriters, at any time until the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 37,500,000 additional Shares, representing 15% of the Offer Shares, at the Offer Price per Offer Share under the International Placing, solely to cover over-allocations, if any, under the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance 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 date of commencement of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange 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. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will be not more than HK\$3.92 per Offer Share and is expected to be not less than HK\$2.48 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$3.92 per Offer Share in addition to any 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 the maximum Offer Price of HK\$3.92 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$3.92 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Friday, 12 March 2021.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, in the relevant Application Forms, in the **IPO App** and on the designated website (www.hkeipo.hk) under the **HK eIPO White Form** service.

Applicants who wish to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or the designated website at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who wish to have the allotted Hong Kong Offer Shares registered 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 should either (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 26 February 2021 until 12:00 noon on Friday, 5 March 2021 (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus) from:

- (i) the following address of the Hong Kong Underwriters:

| Hong Kong Underwriters | Address |
|---|---|
| Sinolink Securities (Hong Kong) Company Limited | Units 2503, 2505-06, 25/F Low Block, Grand Millennium Plaza 181 Queen’s Road Central Hong Kong |
| Mizuho Securities Asia Limited | 14-15/F, K11 Atelier 18 Salisbury Road Tsim Sha Tsui Kowloon Hong Kong |
| BOCOM International Securities Limited | 9/F, Man Yee Building 68 Des Voeux Road Central Hong Kong |

(ii) any of the designated branches or outlets of the following receiving banks:

Bank of China (Hong Kong) Limited

| | Branch Name | Address |
|------------------|-------------------------------|---|
| Hong Kong Island | Connaught Road Central Branch | 13-14 Connaught Road Central, Hong Kong |
| Kowloon | Telford Plaza Branch | Shop Unit P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay, Kowloon |
| | Olympian City Branch | Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon |
| New Territories | Shatin Branch | Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Sha Tin, New Territories |

Bank of Communications Co., Ltd. Hong Kong Branch

| | Outlet Name | Address |
|------------------|-------------------------|---|
| Hong Kong Island | Taikoo Shing Sub-Branch | Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road |
| Kowloon | Kowloon Sub-Branch | G/F., 563 Nathan Road |
| New Territories | Yuen Long Sub-Branch | Shop 2B, G/F., Man Yu Building, 2-14 Tai Fung Street, Yuen Long |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 26 February 2021 until 12:00 noon on Friday, 5 March 2021 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — MORIMATSU INTERNATIONAL PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the designated branches or outlets of the receiving banks listed above at the following times:

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|-----------------------------------|---|--------------------------------|
| Friday, 26 February 2021 | — | 9:00 a.m. to 4:00 p.m. |
| Saturday, 27 February 2021 | — | 9:00 a.m. to 12:00 noon |
| Monday, 1 March 2021 | — | 9:00 a.m. to 4:00 p.m. |
| Tuesday, 2 March 2021 | — | 9:00 a.m. to 4:00 p.m. |
| Wednesday, 3 March 2021 | — | 9:00 a.m. to 4:00 p.m. |
| Thursday, 4 March 2021 | — | 9:00 a.m. to 4:00 p.m. |
| Friday, 5 March 2021 | — | 9:00 a.m. to 12:00 noon |

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 5 March 2021, 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 and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

Applicants may apply online through the **HK eIPO White From** service by submitting an application through the **IPO App** or the designated website at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 26 February 2021 until 11:30 a.m. on Friday, 5 March 2021 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 5 March 2021 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions 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^(Note):

| | | |
|---------------------------------|---|--------------------------------|
| Friday, 26 February 2021 | — | 9:00 a.m. to 8:30 p.m. |
| Monday, 1 March 2021 | — | 8:00 a.m. to 8:30 p.m. |
| Tuesday, 2 March 2021 | — | 8:00 a.m. to 8:30 p.m. |
| Wednesday, 3 March 2021 | — | 8:00 a.m. to 8:30 p.m. |
| Thursday, 4 March 2021 | — | 8:00 a.m. to 8:30 p.m. |
| Friday, 5 March 2021 | — | 8:00 a.m. to 12:00 noon |

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 26 February 2021 until 12:00 noon on Friday, 5 March 2021 (24 hours daily, except on Friday, 5 March 2021, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, 5 March 2021, 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 and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

Note: The times in these paragraphs are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

The application for the Hong Kong Offer Shares will commence on Friday, 26 February 2021 through Friday, 5 March 2021. Such time period is longer than the normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving banks and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Friday, 12 March 2021.

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

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, 12 March 2021 on the website of the Stock Exchange at www.hkexnews.hk and the Company at www.morimatsu-online.com.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates for the Offer Shares are expected to be issued on Friday, 12 March 2021 but will only become valid certificates of title at 8:00 a.m. on Monday, 15 March 2021 provided that (i) the Global Offering has become unconditional in all respects; and (ii) neither of the Underwriting Agreements has been terminated in accordance with its terms. Dealings in the Shares are expected to commence at 9:00 a.m. on Monday, 15 March 2021. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 2155.

By order of the Board
Morimatsu International Holdings Company Limited
Nishimatsu Koei
Chief Executive Officer and
Executive Director

Hong Kong, 26 February 2021

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.