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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)

COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Overall Coordinator and Placing Manager



The Board is pleased to announce that the completion of the Placing took place on 9 January 2023 in accordance with the terms and conditions of the Placing and Subscription Agreement, where an aggregate of 80,000,000 Sale Shares were successfully placed to no less than six places at the Placing Price of HK\$8.30 for each Sale Share.

As all conditions of the Subscription have been fulfilled, the Company allotted and issued 80,000,000 Subscription Shares to the Seller at HK\$8.30 per Subscription Share on 12 January 2023 in accordance with the terms and conditions of the Placing and Subscription Agreement.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 4 January 2023 in respect of, among other things, the placing of existing shares and top-up subscription of new shares under general mandate. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that the completion of the Placing took place on 9 January 2023. An aggregate of 80,000,000 Sale Shares have been successfully placed by the Placing Manager to no less than six placees at the Placing Price of HK\$8.30 for each Sale Share pursuant to the terms and conditions of the Placing and Subscription Agreement. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are independent third parties. None of the placees has become a substantial shareholder of the Company immediately after the Placing.

As all conditions for the completion of the Subscription have been fulfilled, the Company allotted and issued 80,000,000 Subscription Shares to the Seller at HK\$8.30 per Subscription Share on 12 January 2023. The net proceeds from the Subscription (after deducting all fees, costs and expenses incurred by the Company and the Seller in connection with the Placing and the Subscription) amount to approximately HK\$654.7 million. The Subscription Shares represent approximately 6.93% of the enlarged total number of Shares in issue upon the completion of the Subscription.

The Board intends to use the net proceeds from the Subscription mainly for capital investment in the construction of the Group’s plants in Suzhou, the PRC and Malaysia, acceleration of the Group’s expansion into the European markets and general corporate purposes.

EFFECTS ON SHAREHOLDING STRUCTURE

The table below sets out the shareholding structures of the Company (i) immediately before the completion of the Placing and the Subscription; (ii) immediately after the completion of the Placing, but before the completion of the Subscription; and (iii) immediately after the completion of the Placing and the Subscription, respectively:

| Shareholders | Immediately before the completion of the Placing and the Subscription | | Immediately after the completion of the Placing, but before the completion of the Subscription | | Immediately after the completion of the Placing and the Subscription | |
|---|---|---------------|--|---------------|--|---------------|
| | <i>Number of Shares</i> | | <i>Number of Shares</i> | | <i>Number of Shares</i> | |
| | | <i>%</i> | | <i>%</i> | | <i>%</i> |
| The Seller ^(Note 1) | 750,000,000 | 69.85 | 670,000,000 | 62.40 | 750,000,000 | 65.00 |
| Other Directors | 2,193,715 | 0.20 | 2,193,715 | 0.20 | 2,193,715 | 0.19 |
| Trustee of restrictive share units scheme | 29,496,900 | 2.75 | 29,496,900 | 2.75 | 29,496,900 | 2.56 |
| Placees | — | — | 80,000,000 | 7.45 | 80,000,000 | 6.93 |
| Other public Shareholders | 292,105,285 | 27.20 | 292,105,285 | 27.20 | 292,105,285 | 25.32 |
| Total ^(Note 2) | <u>1,073,795,900</u> | <u>100.00</u> | <u>1,073,795,900</u> | <u>100.00</u> | <u>1,153,795,900</u> | <u>100.00</u> |

Notes:

1. The Seller is a corporation accustomed to act in accordance with the directions of Mr. Matsuhisa Terumoto, the chairman of the Company and the non-executive Director, who ultimately controls the Seller through holding the entire voting shares of Morimatsu Group Co., Ltd. The Seller is the wholly-owned subsidiary of Morimatsu Group Co., Ltd.
2. The percentages of the Shares are rounded to the nearest 2 decimal places, and the total number of the percentages may not add up to 100% due to rounding.

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

Hong Kong, 12 January 2023

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.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.