



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)

**Form of proxy for use at the annual general meeting to be held at
10:00 a.m. on Wednesday, 28 June 2023 (or any adjournment thereof)**

I/We ⁽¹⁾ _____
of _____
(address of shareholder) being the registered holder(s) of ⁽²⁾ _____ shares (the "Shares")
of Morimatsu International Holdings Company Limited (the "Company"), HEREBY APPOINT ⁽³⁾ _____
of _____
or the Chairman of the meeting as my/our proxy(ies) at the annual general meeting (the "Meeting") of the Company to be held at Tianshan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Admiralty, Hong Kong at 10:00 a.m. on Wednesday, 28 June 2023 (or at any adjournment thereof), and to vote at such Meeting or any adjournment thereof in respect of the resolution set out in the notice of the meeting as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	Ordinary resolutions	For ⁽⁵⁾	Against ⁽⁵⁾
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "Directors") and the independent auditor (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 to authorise the Board to fix the Independent Auditor's remuneration for the year ending 31 December 2023		
4.	To grant a general mandate to the Directors to issue additional shares*		
5.	To grant a general mandate to the Directors to repurchase issued shares*		
6.	To extend the general mandate granted to the Directors under resolution (4) to cover the shares repurchased by the Company under resolution (5) above*		
	Special resolution	For ⁽⁵⁾	Against ⁽⁵⁾
7.	To approve the amendments to the existing articles of association of the Company and to adopt the amended and restated articles of association of the Company, in substitution for and to the exclusion of the existing articles of association of the Company*		

^ Delete the inappropriate

* Full text of the proposed resolutions are set out in the notice of the Meeting dated 27 April 2023.

Dated this _____ day of _____ 2023 Signature: _____

Notes:

- Please insert your full name and address in BLOCK CAPITAL LETTERS in the space provided.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the proxy desired in BLOCK CAPITAL LETTERS in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. The proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
The full text of these resolutions and all other resolutions appears in the notice of the Meeting dated 27 April 2023.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Corporations must execute this proxy form under its seal or under the hand of an officer, attorney or other person authorised to sign the same. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In order to be valid, this form of proxy together with any power of attorney or other authority, under which it is signed, or a notorially certified copy of that power or authority, must be lodged with the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- In the case of joint holders of a share, if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
- The Company has absolute discretion to deal with any proxy forms including rejecting any form of proxy which is incomplete, improperly completed, illegible, or where it is difficult to ascertain from it the intention of the shareholder making the appointment or where its contents contradict another form of proxy submitted by or on behalf of the same shareholder.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.