



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 2024 ANNUAL GENERAL MEETING (OR AT 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 (address) _____
or (email address) _____
or the Chairman of the meeting as my/our proxy(ies) at the annual general meeting (the "Meeting") of the Company to be held on Tuesday, 18 June 2024 at 10 a.m. (or any adjournment thereof) physically at Conference Room, No. 29 Jinwen Road, Zhuqiao Town, Pudong New District, Shanghai, PRC, with an option for virtual attendance and participation, and to vote at such Meeting or any adjournment thereof in respect of the resolutions 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	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 2023		
2.	To declare a final dividend of HK\$0.1 per share for the year ended 31 December 2023		
3.	(a) To re-elect Mr. Nishimatsu Koei as executive Director and to authorise the board of Directors (the "Board") to fix his remuneration		
	(b) To re-elect Mr. Hirazawa Jungo as executive Director and to authorise the Board to fix his remuneration		
	(c) To re-elect Mr. Tang Weihua as executive Director and to authorise the Board to fix his remuneration		
	(d) To re-elect Mr. Sheng Ye as executive Director and to authorise the Board to fix his remuneration		
	(e) To re-elect Mr. Kawashima Hirota as executive Director and to authorise the Board to fix his remuneration		
	(f) To re-elect Mr. Matsuhiwa Terumoto as non-executive Director and to authorise the Board to fix his remuneration		
	(g) To re-elect Ms. Chan Yuen Sau Kelly as independent non-executive Director and to authorise the Board to fix her remuneration		
	(h) To re-elect Mr. Kanno Shinichiro as independent non-executive Director and to authorise the Board to fix his remuneration		
	(i) To re-elect Mr. Yu Jianguo as independent non-executive Director and to authorise the Board to fix his remuneration		
4.	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 2024		
5.	To grant a general mandate to the Directors to issue additional shares*		
6.	To grant a general mandate to the Directors to repurchase issued shares*		
7.	To extend the general mandate granted to the Directors under resolution (5) to cover the shares repurchased by the Company under resolution (6) above*		

* Full text of the proposed resolutions are set out in the notice of the Meeting dated 17 April 2024.

Dated this _____ day of _____ 2024 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 17 April 2024.
IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE APPROPRIATE BOX MARKED "AGAINST". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion whether to vote for or against the Resolutions or to abstain from voting. If you wish to allow your proxy to attend and vote at the AGM through the e-Meeting System, please also insert his/her valid email address. The email address so provided will be used by the Company's share registrar, Tricor Investor Services Limited, for sending the login credentials, so you and your proxy should ensure that the email address provided will be appropriately secure for this purpose.
 - If your proxy has not received the login credentials by email by 10:00 a.m. (Hong Kong time) on Monday, 17th June 2024, you should contact the Company's share registrar, Tricor Investor Services Limited at (852) 2975 0928 or email to emeting@hk.tricorglobal.com for assistance.
 - 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 must be completed and either be deposited at the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not less than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Any power of attorney or other authority concerning an appointment of a proxy cannot be submitted electronically and must be deposited together with the form of proxy as mentioned above for the appointment to be valid.
 - Completion and return of this proxy form shall not preclude you from attending and voting in person or online (if appropriate) 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.

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.