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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 JUNE 2024

Reference is made to the circular (the “**Circular**”) of Morimatsu International Holdings Company Limited (the “**Company**”) and the notice of annual general meeting (the “**Notice of AGM**”) both dated 17 April 2024. Unless otherwise stated, capitalised terms herein shall have the same meanings as those defined in the Circular.

The board of Directors (the “**Board**”) is pleased to announce that at the annual general meeting (the “**AGM**”) held on Tuesday, 18 June 2024, all proposed Ordinary Resolutions (the “**Resolutions**”) as set out in the Notice of AGM were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were 1,214,869,800 shares (the “**Shares**”) in issue. Futu Trustee Limited, in its capacity as the trustee of share scheme of the Company, held 59,917,666 unvested Shares, representing approximately 4.93% of the issued share capital of the Company as at the date of the AGM, was required to abstain and did abstain from voting on the Resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM was 1,154,952,134. Save as disclosed above, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules; (ii) no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM; and (iii) no parties had indicated in the Circular of their intention to vote against or to abstain from voting on any of the Resolutions at the AGM.

Among our Directors (the “**Directors**”), Mr. Tang Weihua, Mr. Sheng Ye and Ms. Chan Yuen Sau Kelly attended the AGM in person and Mr. Nishimatsu Koei, Mr. Hirazawa Jungo, Mr. Kawashima Hirotaka, Mr. Matsuhisa Terumoto and Mr. Kanno Shinichiro attended the AGM by electronic means, while Mr. Yu Jianguo was unable to attend the AGM due to other business commitment.

Tricor Investor Services Limited, the share registrar of the Company, was appointed to act as the scrutineer for the vote-taking at the AGM.

The poll results of the Resolutions are set out as follows:

Ordinary Resolutions		Votes (%)	
		For	Against
1	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditor (the “ Independent Auditor ”) for the year ended 31 December 2023	852,942,324 (99.99%)	8,000 (0.01%)
2	To declare a final dividend of HK\$0.1 per share for the year ended 31 December 2023	852,950,324 (100%)	0 (0%)
3	(a) To re-elect Mr. Nishimatsu Koei as executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(b) To re-elect Mr. Hirazawa Jungo as executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(c) To re-elect Mr. Tang Weihua as executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(d) To re-elect Mr. Sheng Ye as executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(e) To re-elect Mr. Kawashima Hirotaka as executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(f) To re-elect Mr. Matsuhisa Terumoto as non-executive Director and to authorise the Board to fix his remuneration	849,919,324 (99.64%)	3,031,000 (0.36%)
	(g) To re-elect Ms. Chan Yuen Sau Kelly as independent non-executive Director and to authorise the Board to fix her remuneration	852,950,324 (100%)	0 (0%)
	(h) To re-elect Mr. Kanno Shinichiro as independent non-executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)
	(i) To re-elect Mr. Yu Jianguo as independent non-executive Director and to authorise the Board to fix his remuneration	852,950,324 (100%)	0 (0%)

Ordinary Resolutions		Votes (%)	
		For	Against
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	852,950,324 (100%)	0 (0%)
5	To grant a general mandate to the Directors to issue additional Shares	828,110,924 (97.09%)	24,839,400 (2.91%)
6	To grant a general mandate to the Directors to repurchase issued Shares	852,950,324 (100%)	0 (0%)
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	817,359,324 (95.83%)	35,591,000 (4.17%)

Note: The above table only provides a summary of the Resolutions. Please refer to the Notice of AGM for the full text of the Resolutions.

As more than 50% of the votes were cast in favor of each of the Ordinary Resolutions nos. 1 to 7, all the Resolutions were duly passed as ordinary resolutions, by the Shareholders by way of poll at the AGM.

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

Hong Kong, 18 June 2024

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.