THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Morimatsu International Holdings Company Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) PROPOSED DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND,
(3) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held on Thursday, 25 June 2026 at 10 a.m. (or any adjournment thereof) physically at 6/F, No. 88 South Shendi Road, Pudong New District, Shanghai, PRC, with an option for virtual attendance and participation via eVoting Portal is set out on pages 24 to 28 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.morimatsu-online.com).

Whether or not you intend to attend and vote at the AGM or any adjournment thereof, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, 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). Completion and return of the form of proxy will not preclude you from attending and voting in person or online (if applicable) at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) shall abstain from voting at the Company's AGM.

The Company may announce updates on additional arrangements relating to the AGM on the Company's website at www.morimatsu-online.com as and when appropriate to comply with the latest public health requirements, or guidelines of the governmental and/or regulatory authorities, if any.

16 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 7

APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING 12

APPENDIX II — EXPLANATORY STATEMENT 19

NOTICE OF ANNUAL GENERAL MEETING 24

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be convened and held on Thursday, 25 June 2026 at 10 a.m., or any adjournment thereof physically at 6/F, No. 88 South Shendi Road, Pudong New District, Shanghai, PRC, with an option for a virtual attendance and participation, the notice of which is set out on pages 24 to 28 of this circular
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company"	Morimatsu International Holdings Company Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 2155)
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, refers to Mr. Matsuhisa Terumoto, Morimatsu Holdings and Morimatsu Group
"Director(s)"	the director(s) of the Company
"eVoting Portal"	electronic platform for the registered Shareholders, proxies and corporate representatives attending the Annual General Meeting via internet

"Final Dividend"	the proposed final dividend of HK$0.2 per Share for the year ended 31 December 2025 as recommended by the Board
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to allot, issue or otherwise deal with (or grant rights to subscribe for or convert any securities into) the Shares in the manner under ordinary resolution numbered 5 in the Notice set out on pages 24 to 28 of this circular
"Latest Practicable Date"	9 April 2026, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
"Lifesciences Singapore"	Morimatsu Lifesciences (Singapore) Pte. Ltd., a private company incorporated in Singapore with limited liability on 22 December 2023 and an indirect wholly-owned subsidiary of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"MET India"	Morimatsu Engineering and Technology (India) Co., Private Limited, a private company established in India with limited liability on 21 November 2025 and an indirect wholly-owned subsidiary of the Company
"Morimatsu China"	Morimatsu (China) Investment Co., Ltd (森松(中國)投資有限公司), a company established in the PRC with limited liability on 7 June 2010 and a direct wholly-owned subsidiary of the Company

"Morimatsu Dialog"	Morimatsu Dialog (Malaysia) Sdn. Bhd., a private company established in Malaysia with limited liability on 14 September 2021, which is a direct non-wholly-owned subsidiary of the Company
"Morimatsu Group (森松グループ株式會社)"	Morimatsu Group Co., Ltd., formerly known as Morimatsu Holdings Co., Ltd. (森松ホールディングス株式會社), a limited liability company incorporated in Japan on 1 September 2015, which is controlled by Mr. Matsuhisa Terumoto by holding 100% of its voting shares, and one of our Controlling Shareholders
"Morimatsu Holdings"	Morimatsu Holdings Co., Ltd. (森松ホールディングス株式會社), formerly known as Morimatsu Industry Co., Ltd. (森松工業株式會社), a company incorporated in Japan with limited liability on 2 May 1964, which is controlled by Morimatsu Group, and one of our Controlling Shareholders
"Morimatsu Houston"	Morimatsu Houston Corporation, a company incorporated in the United States with limited liability on 17 January 2008, and an indirect wholly-owned subsidiary of the Company
"Morimatsu Italy"	Morimatsu Italy S.r.l., a company incorporated in Italy with limited liability on 26 November 2020 and an indirect wholly-owned subsidiary of the Company
"Morimatsu LifeSciences"	Morimatsu (Suzhou) LifeSciences Company Limited (森松(蘇州)生命科技有限公司), a company established in the PRC with limited liability on 26 September 2021 and an indirect wholly-owned subsidiary of the Company

"Morimatsu Pressure Vessel"	Shanghai Morimatsu Pressure Vessel Co., Ltd (上海森松壓力容器有限公司), a company established in the PRC with limited liability on 14 October 1990, now known as Shanghai Nagamori Machinery Co., Ltd. (上海森永工程設備股份有限公司), which is a joint stock company established by the Independent Third Parties Mr. Wang Guobin (王國斌), Shanghai Haitai Plastic Machinery Co., Ltd. (上海海太塑料機械有限公司), Shanghai Saima Enterprise Consulting Management Partnership (Limited Partnership) (上海賽瑪企業諮詢管理合夥企業(有限合夥)) and Wang Tianxin (王天馨) as promoters, holding 55.76%, 25.30%, 14.94% and 4.00% of the shares, respectively, upon establishment
"Morimatsu Singapore"	Morimatsu (Singapore) Pte. Ltd., a private company incorporated in Singapore with limited liability on 17 October 2023 and a direct wholly-owned subsidiary of the Company
"Morimatsu Thailand"	บริษัท โมริมัตสึ (ไทยแลนด์) จำ กัด (Morimatsu (Thailand) Co., Ltd.), a company established in Thailand on 24 April 2025 with limited liability and an indirect wholly-owned subsidiary of the Company
"Morimatsu T&S"	Morimatsu Technology and Service Company Limited (森松T&S株式會社), a company incorporated in Japan with limited liability on 27 November 2023 and an indirect wholly-owned subsidiary of the Company
"Notice"	the notice convening the AGM as set out on pages 24 to 28 of this circular
"Pharmadule Singapore"	Morimatsu Pharmadule (Singapore) Pte. Ltd., a private company established in Singapore with limited liability on 16 January 2023, which is an indirect wholly-owned subsidiary of the Company

"Pharmadule Sweden"	Pharmadule Morimatsu AB (formerly known as Goldcup 6476 AB), a company incorporated in Sweden with limited liability on 3 March 2011 and an indirect wholly-owned subsidiary of the Company
"Pharmadule T&S"	Pharmadule T&S Co., Ltd. (ファーマジュールT&S株式會社) (formerly known as Shanghai Morimatsu Co., Ltd (上海森松株式會社) and Morimatsu Industry Bunkatsu Junbi Co., Ltd. (森松工業分割準備株式會社), Morimatsu Technology and Service Company Limited (森松T&S株式會社)), a company incorporated in Japan with limited liability on 31 January 2014 and an indirect wholly-owned subsidiary of the Company
"Pharmadule US"	Pharmadule Morimatsu Inc., a company incorporated in the United States with limited liability on 30 June 2011 and an indirect wholly-owned subsidiary of the Company
"PRC"	the People's Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted at the AGM to the Directors to repurchase Shares in the manner under ordinary resolution numbered 6 in the Notice as set out on pages 24 to 28 of this circular
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time

"treasury shares"	shares repurchased and held by a company in treasury, as authorised by the Companies Ordinance and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent

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)

Executive Directors:
Mr. Nishimatsu Koei
Mr. Hirazawa Jungo
Mr. Tang Weihua
Mr. Sheng Ye
Mr. Kawashima Hirotaka

Non-executive Director:
Mr. Matsuhisa Terumoto *(Chairman)*

Independent non-executive Directors:
Ms. Chan Yuen Sau Kelly
Mr. Yu Jianguo
Mr. Kuraishi Hideaki

Principal place of office in the PRC:
6/F
No. 88 South Shendi Road
Pudong New District
Shanghai, PRC

Registered office:
29th Floor
One Exchange Square
8 Connaught Place
Central
Hong Kong

16 April 2026

To the Shareholders,

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS, (2) PROPOSED DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND, (3) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the Notice and the information relating to the ordinary resolutions to be proposed at the AGM, which include, among other things, re-election of Directors, distribution and payment of Final Dividend, grant of the Issue Mandate and the Repurchase Mandate and Notice of AGM.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 99 of the Articles of Association, Mr. Hirazawa Jungo, Mr. Kawashima Hirotaka and Mr. Matsuhisa Terumoto shall retire at the AGM. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

In accordance with Article 98(2) of the Articles of Association, any person appointed as a Director by the Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election at such meeting. Accordingly, the term of office of Mr. Kuraishi Hideaki, being an independent non-executive Director so appointed on 23 March 2026 shall expire at the AGM and being eligible, Mr. Kuraishi Hideaki will offer himself for re-election at the AGM. The Nomination Committee of the Company also recommended to the Board that Mr. Kuraishi Hideaki is eligible for re-election.

The Nomination Committee has reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors, and the independence of Mr. Kuraishi Hideaki, the retiring independent non-executive Director with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Director Nomination Policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors. The Nomination Committee considers that Mr. Kuraishi Hideaki is independent in accordance with Rule 3.13 of the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Details of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

PROPOSED PAYMENT OF FINAL DIVIDEND

The Board has recommended the declaration and payment of a final dividend of HK$0.2 per Share for the year ended 31 December 2025, subject to the Shareholders' approval at the AGM.

ISSUE MANDATE AND REPURCHASE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate (a) to exercise the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the aggregate number of issued Shares as at the date of the passing of such resolution (excluding any treasury shares); and (b) to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of the passing of such resolution (excluding any treasury shares) and, respectively, as set out in ordinary resolutions numbered 6 and 7 of the Notice, respectively.

As at the Latest Practicable Date, there were 1,245,419,000 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 249,083,800 Shares under the Issue Mandate (assuming the Repurchase Mandate has not been utilised) and to repurchase up to a maximum of 124,541,900 Shares under the Repurchase Mandate.

In addition, subject to a separate approval of the proposed ordinary resolution numbered 8 of the Notice, the number of Shares purchased by the Company under the Repurchase Mandate under ordinary resolution numbered 7 of the Notice, if approved by the Shareholders at the AGM, will also be added to extend the 20% limit under the Issue Mandate under ordinary resolution numbered 6 of the Notice.

The Directors wish to state that they have no immediate plans to exercise the Issue Mandate to allot and issue any new Shares.

An explanatory statement as required by the Listing Rules to be given to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

The Issue Mandate and Repurchase Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or the applicable law of Hong Kong; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

THE ANNUAL GENERAL MEETING

The Notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, the Issue Mandate, the Repurchase Mandate, and the extension of the Issue Mandate is set out on pages 24 to 28 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll. An announcement on the results of the voting by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF THE REGISTER OF MEMBERS AND RESPECTIVE RECORD DATE FOR AGM AND FINAL DIVIDEND

For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date shall be Thursday, 25 June 2026 and in order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 June 2026.

For determining the entitlement of the Shareholders who are qualified for the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Monday, 13 July 2026 to Tuesday, 14 July 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date shall be Tuesday, 14 July 2026 and in order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 July 2026.

Holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the AGM.

FORM OF PROXY

A form of proxy for use at the AGM or at any adjournment thereof is enclosed with this circular. Whether or not you intend to attend the AGM in person or online, you are requested to complete and return the enclosed form of proxy to the Company's share registrar, 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 later than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person or online (if applicable) at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The Company will conduct the AGM with the combination of an in-room meeting and an online virtual meeting. Shareholders will have the option of joining the AGM either (a) through the in-room meeting at the Company at 6/F, No. 88 South Shendi Road, Pudong New District, Shanghai, PRC; or (b) online through internet by using their smartphones, tablets or computer

devices. Through the online virtual meeting, registered Shareholders will be able to attend the AGM, vote and submit questions online. Each registered shareholder's personalized username and password will be sent to him/her/it under separate letter. Non-registered holders whose Shares are held in the CCASS through banks, brokers, custodians or HKSCC may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them by email upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders and proxies participating in the Annual General Meeting using the eVoting Portal will also be counted towards the quorum.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

The following are details of Directors who will retire and being eligible, offer themselves for re-election at the AGM.

(1) Mr. Hirazawa Jungo (平澤準悟)

Mr. Hirazawa Jungo (平澤準悟), aged 42, of Japanese nationality, was appointed as an executive Director on 1 September 2020 for the first time. Mr. Hirazawa is also our chief finance officer responsible for overseeing financial planning and control, accounting operations and internal control systems of the Group.

Mr. Hirazawa has over 15 years of experience in accounting, auditing and financial management. From April 2008 to March 2019, Mr. Hirazawa served at Juroku Bank Ltd (株式會社十六銀行) in Japan. He joined Juroku Bank Ltd as an officer and was subsequently promoted to a manager of the inspection department and was responsible for the management of corporate financing and financial compliance. In the periods from October 2014 to October 2017 and from April 2018 to March 2019, Mr. Hirazawa was seconded to Morimatsu Holdings (being the client of Juroku Bank Ltd) and served as an accounting manager and the principal of the chairman's office (董事長室室長), respectively, where he was principally responsible for the accounting, auditing, corporate governance, financial consolidation management and general financial management of Morimatsu Holdings. From April 2019 to June 2020, Mr. Hirazawa worked as a senior finance manager of Morimatsu Holdings and was responsible for overseeing the financial planning, budget management and the general financial management. Since March 2020, Mr. Hirazawa has served as the supervisor of Pharmadule T&S Co., Ltd.. Since June 2020, he has served as the supervisor of Morimatsu China. Since September 2021, he has served as the supervisor of Morimatsu LifeSciences. Since May 2022, he has served as the director of Morimatsu Houston. Since June 2022, he has served as the director of Morimatsu Holdings. Since January 2023, he has served as the director of Pharmadule Singapore. Since October 2023, he has served as a director of Morimatsu Singapore. Since November 2023, he has served as a director of Morimatsu T&S. Since March 2025, he has served as a director of Pharmadule US. Since April 2025, he has served as a director of Pharmadule Sweden and Morimatsu Italy. Since August 2025, he has served as a director of Morimatsu Thailand. Since September 2025, he has served as a director of Bioengineering AG. Since November 2025, he has served as a director of MET India.

Mr. Hirazawa obtained a bachelor's degree in business and commerce from Keio University (慶應義塾大學) in Japan in March 2008.

Mr. Hirazawa has agreed to be appointed as executive director subject to the terms and conditions specified in the director service agreement commencing from 25 June 2026. The appointment is subject to shareholders' approval of his re-election as director at the AGM and shall

continue for a term of three years from the AGM. Upon expiry of the preceding term of three years, the term of appointment shall be renewed automatically for succeeding terms of three years each (subject to shareholders' approval of his re-election as director at the Company's annual general meeting for the purpose of rotation and retirement of directors in accordance with the Articles of Association). Mr. Hirazawa receives an annual remuneration of RMB158,400 as per the director service agreement.

Save as disclosed above, Mr. Hirazawa did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions within the Group. Save as disclosed above, Mr. Hirazawa did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information that should be disclosed in respect of Mr. Hirazawa pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Main Board Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Kawashima Hirotaka (川島宏貴)

Mr. Kawashima Hirotaka (川島宏貴), aged 55, of Japanese nationality, was appointed as an executive Director on 1 September 2020 for the first time, responsible for production capacity guarantee and environmental, social and governance issues of the Group. Mr. Kawashima also holds directorship in Morimatsu China, Morimatsu Dialog and Morimatsu T&S, respectively.

Mr. Kawashima has around 30 years of industry experience in the fields of chemical processes, engineering and equipment. From March 1996 to October 2003, Mr. Kawashima served at Morimatsu Holdings, where he served as an officer of quality control department and was promoted as a manager of overseas department thereof in October 2003. In October 2003, he was designated to serve Morimatsu China and has since served as the head of production department (生產部部長), the principal of the chairman's office (董事長室室長) and vice general manager of Morimatsu China. Since September 2021, he became a director of Morimatsu Dialog. Due to the internal organizational adjustment of Morimatsu China, he no longer served as the head of production department and principal of the chairman's office of Morimatsu China since January 2023. Since December 2023, he has served as a director of Morimatsu T&S.

Mr. Kawashima obtained a bachelor's degree and a master's degree in metallurgical engineering from Iwate University (岩手大學) in Japan in March 1993 and March 1995, respectively. Mr. Kawashima also obtained a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in August 2014.

Mr. Kawashima has agreed to be appointed as executive director subject to the terms and conditions specified in the director service agreement commencing from 25 June 2026. The appointment is subject to shareholders' approval of his re-election as director at the AGM and shall continue for a term of three years from the AGM. Upon expiry of the preceding term of three years, the term of appointment shall be renewed automatically for succeeding terms of three years each (subject to shareholders' approval of his re-election as director at the Company's annual general meeting for the purpose of rotation and retirement of directors in accordance with the Articles of Association). Mr. Kawashima receives an annual remuneration of RMB158,400 as per the director service agreement.

Save as disclosed above, Mr. Kawashima did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions within the Group. Save as disclosed above, Mr. Kawashima did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information that should be disclosed in respect of Mr. Kawashima pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Main Board Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Matsuhisa Terumoto (松久晃基)

Mr. Matsuhisa Terumoto (松久晃基), aged 62, of Japanese nationality, was appointed as a non-executive Director on 1 September 2020 for the first time. Mr. Matsuhisa is also the chairman of our Board responsible for supervising the overall strategic planning of the Group but is neither working on a full-time basis with the Group nor otherwise involved in the daily operation and management of the Group. He is one of our Controlling Shareholders. He is also the Chairman of the nomination committee and a member of the audit committee and remuneration committee of our Board.

Mr. Matsuhisa has over 40 years of experience in business operation and corporate management. After graduation in March 1986, Mr. Matsuhisa commenced his career with Morimatsu Holdings. He then served from January 1989 to January 1992, as a chief of corporate

planning department (企業經營企劃室長) of Morimatsu Holdings, and from January 1992 to September 1993, as a head of the overseas business department (海外事業部部長) and the director thereof. Mr. Matsuhisa was appointed as the general manager of Morimatsu Pressure Vessel in September 1993 and subsequently as the executive vice president thereof in November 1997. Since August 2013, Mr. Matsuhisa ceased his management position in Morimatsu Pressure Vessel. Mr. Matsuhisa is currently the executive director and chief executive officer of Morimatsu Holdings and holds various positions in the subsidiaries of Morimatsu Holdings (other than the Group).

Mr. Matsuhisa obtained a bachelor's degree in electronics engineering from Waseda University (早稻田大學) in Japan in March 1986.

Mr. Matsuhisa has agreed to be appointed as non-executive director subject to the terms and conditions specified in the letter of appointment commencing from 25 June 2026. The appointment is subject to shareholders' approval of his re-election as director at the AGM and shall continue for a term of three years from the AGM. Upon expiry of the preceding term of three years, the term of appointment shall be renewed automatically for succeeding terms of three years each (subject to shareholders' approval of his re-election as director at the Company's annual general meeting for the purpose of rotation and retirement of directors in accordance with the Articles of Association). Mr. Matsuhisa receives an annual remuneration of HK$198,000 as per the letter of appointment.

As at the Latest Practicable Date, Mr. Matsuhisa had the following interests in the Shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance:

Company/Name of associated corporation	**Type of shares**	**Capacity**	**Total number of Shares interested as at the Latest Practicable Date**
Company	Ordinary shares	Interest in a controlled corporation	750,000,000*
Company	Ordinary shares	Beneficial owner of interests	16,810,000
Morimatsu Holdings	Voting shares	Interest in a controlled corporation	599,380

Company/Name of associated corporation	Type of shares	Capacity	Total number of Shares interested as at the Latest Practicable Date
Morimatsu Group	Voting shares	Beneficial owner of interests	1,000
Morimatsu Group	Non-voting shares	Beneficial owner of interests	46,881

* Morimatsu Holdings is wholly owned by Morimatsu Group. Mr. Matsuhisa holds 100% of the voting shares of the Morimatsu Group and is therefore deemed to have interests in the shares held by the Company.

Save as disclosed above, Mr. Matsuhisa did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions within the Group. Save as disclosed above, Mr. Matsuhisa did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information that should be disclosed in respect of Mr. Matsuhisa pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Main Board Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(4) Mr. Kuraishi Hideaki (倉石英明)

Mr. Kuraishi Hideaki (倉石英明), aged 66, of Japanese nationality, was appointed as an independent non-executive Director on 23 March 2026 for the first time. Mr. Kuraishi is responsible for supervising the management of the Group and providing independent judgment to our Board. He is also a member of the audit committee and the remuneration committee of our Board.

Mr. Kuraishi has over 35 years of experience in the financial and banking industry. He commenced his career in April 1984 at the Industrial Bank of Japan, Ltd. ("**IBJ**"), where he served until March 2002. During his tenure at IBJ, he held various senior positions, including senior manager and department head at multiple branches and divisions in Japan and the United States. He was mainly responsible for new financial product development, risk analysis and control, and corporate lending.

In April 2002, IBJ merged with two other Japanese banks to form Mizuho Financial Group, Inc. (株式會社みずほファイナンシャルグループ) ("**MFG**"), a company listed on the Tokyo Stock Exchange (stock code: 8411) and the New York Stock Exchange (stock code: MFG). From April 2002 to June 2013, Mr. Kuraishi served in various senior management roles at Mizuho Corporate Bank, Ltd., a subsidiary of MFG, including deputy general manager of the project finance department in Tokyo head office, and executive officer and general manager of the structured finance division in London, UK. From July 2013 to June 2014, he served at Mizuho Bank, Ltd., formerly known as Mizuho Corporate Bank, Ltd., due to the bank's name change.

From July 2014 to June 2020, Mr. Kuraishi served as managing executive officer and head of the international finance group at Aozora Bank, Ltd., a company listed on the Tokyo Stock Exchange (stock code: 8304). From June 2020 to June 2024, he served as a supervisor (statutory auditor) of Penta-Ocean Construction Co., Ltd., a company listed on the Tokyo Stock Exchange (stock code: 1893).

Since June 2024, Mr. Kuraishi has been serving as a supervisor of two non-listed companies, namely Kyowa Marine Transportation Co., Ltd. and Nippon Steel Kowa Real Estate Co., Ltd.

Mr. Kuraishi obtained the Certified Internal Auditor qualification from the Institute of Internal Auditors in December 2024 and the Certified Fraud Examiner qualification from the Association of Certified Fraud Examiners in October 2025.

Mr. Kuraishi obtained a bachelor of laws degree from Kyoto University, Japan, in March 1984 and a master of laws degree from the University of Michigan, the United States, in December 1989.

The Company has entered into a letter of appointment with Mr. Kuraishi, with an initial term commencing from 23 March 2026, and ending on 27 June 2027. Pursuant to the letter of appointment, either party may give the other party 3 months' prior written notice to terminate the letter of appointment. Mr. Kuraishi is entitled to an annual director's remuneration of HK$198,000, which was determined with reference to the prevailing market conditions and director's duties and responsibilities. Mr. Kuraishi's appointment will be subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Kuraishi did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Kuraishi did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions within the Group. Save as disclosed above, Mr. Kuraishi did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information that should be disclosed in respect of Mr. Kuraishi pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Main Board Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to Shareholders for consideration of the proposed grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,245,419,000 issued Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 124,541,900 Shares, representing 10% of the issued Shares as at the date of passing of the resolution to approve the Repurchase Mandate. The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next AGM of the Company; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or the applicable law of Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next AGM of the Company.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in agenda item numbered 7 of the Notice of AGM and made in accordance with the Listing Rules and the Companies Ordinance.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases will be made out of funds of the Company legally permitted under the Companies Ordinance, the Listing Rules and the Articles of Association for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 December 2025, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements of the Company or gearing levels of the Company which in the opinion of the Directors are from time to time inappropriate for the Company.

5. SHARES PRICES

The highest and lowest market prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Trade Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	6.520	4.350
May	6.760	5.380
June	6.750	5.770
July	9.530	5.910
August	11.560	8.490
September	11.680	9.480
October	11.350	9.000
November	10.660	8.200
December	9.690	8.030
2026		
January	12.080	9.000
February	11.180	9.400
March	10.050	6.470
April (Up to the Latest Practicable Date)	7.150	6.300

6. DIRECTORS' CONFIRMATION

The Directors confirm that they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance, the applicable laws of Hong Kong and the Articles of Association. The Directors are of the view that neither this explanation statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Morimatsu Holdings held 750,000,000 Shares, representing approximately 60.22% of the issued share capital of the Company. Morimatsu Holdings is wholly owned by Morimatsu Group and Mr. Matsuhisa Terumoto, the non-executive Director, holds 100% of the voting shares of Morimatsu Group, and is therefore deemed to be interested in the Shares held by Morimatsu Holdings.

Assuming the Repurchase Mandate is exercised in full and there is no change in the issued share capital of the Company and the number of Shares held by Morimatsu Holdings, the interests of Morimatsu Holdings in the issued share capital of the Company would be increased to approximately 66.91% and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholder, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the issued shares capital of the Company as required by the Listing Rules. Save as aforesaid, the Directors are currently not aware of any consequences which may arise under the Takeovers Code or such that the public float of the Company's shares will be reduced to less than 25% as a result of any repurchase made pursuant to the Repurchase Mandate.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

9. DISCLOSURE OF INTEREST OF DIRECTORS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the Repurchase Mandate approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

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)

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 25 JUNE 2026

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Morimatsu International Holdings Company Limited (the "**Company**") will be held on Thursday, 25 June 2026 at 10 a.m. (or any adjournment thereof) physically at 6/F, No. 88 South Shendi Road, Pudong New District, Shanghai, PRC, with an option for virtual attendance and participation, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the independent auditor of the Company (the "**Independent Auditor**") for the year ended 31 December 2025;

2. To declare a final dividend of HK$0.2 per share for the year ended 31 December 2025;

3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) To re-elect Mr. Hirazawa Jungo as executive Director and to authorise the board of Directors (the "**Board**") to fix his remuneration.

   (b) To re-elect Mr. Kawashima Hirotaka as executive Director and to authorise the Board to fix his remuneration.

   (c) To re-elect Mr. Matsuhisa Terumoto as non-executive Director and to authorise the Board to fix his remuneration.

   (d) To re-elect Mr. Kuraishi Hideaki as independent non-executive Director and to authorise the Board to fix his remuneration.

4. To authorise the Board to fix the remuneration of other Directors of the Company;

5. To re-appoint KPMG as the Independent Auditor and authorise the Board to fix the Independent Auditor's remuneration for the year ending 31 December 2026;

As special businesses to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

6. "**THAT**:

(a) subject to paragraph (b) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (the "**Shares**"), to grant rights to subscribe for, or convert any security into, additional Shares (including the sale and transfer of treasury shares, issue of any securities convertible into Shares, or issue of any Shares pursuant to the grant of options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the end of the Relevant Period, subject to and in accordance with all applicable laws are the articles of association of the Company (the "**Articles of Association**"), be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any outstanding rights of subscription or conversion under the terms of any warrants which might be issued by the Company or any securities which are convertible into Shares; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares, or rights or options (and the exercise thereof) to acquire Shares; or (iv) any scrip dividend or similar arrangements in accordance with the Articles of Association shall not exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution (excluding any treasury shares), and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next AGM of the Company;

(ii) the expiration of the period within which the next AGM of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company (the "**Shareholders**") in general meeting revoking or varying the authority given to the Directors by this resolution;

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, any jurisdiction or the requirements of a recognised regulatory body or any stock exchange outside Hong Kong)."

7. "**THAT**:

(a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in the ordinary resolution numbered 6(c) above) of all the powers of the Company to repurchase Shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved; and

(b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares

as at the date of the passing of this resolution (excluding any treasury shares) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly provided that if any subsequent consolidation or subdivision of shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares shall be adjusted accordingly."

8. "**THAT** subject to the passing of the ordinary resolutions numbered 6 and 7 above, the general mandate granted to the Directors pursuant to resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 7 above."

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

Hong Kong, 16 April 2026

Notes:

1. The AGM will be a hybrid meeting. Registered shareholders may attend the AGM (or any adjournment thereof) either (i) in person; or (ii) online through eVoting Portal using the personalised login credentials provided by the Company's share registrar, Tricor Investor Services Limited, by post. Registered shareholders attending the AGM through the eVoting Portal will be able to vote and submit questions relevant to the proposed resolutions online.

   Shareholders participating in the AGM virtually will also be counted towards the quorum.

   For beneficial owners or non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians or HKSCC Nominees Limited who wish to virtually attend the AGM, vote and submit questions relevant to the proposed resolutions online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited for the necessary arrangements and the personalised login credentials will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.

2. All votes on the resolutions at the AGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.morimatsu-online.com) in accordance with the Listing Rules.

3. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the meeting and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number and type of shares in respect of which each such proxy is so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.

4. In order to be valid, the 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.

5. For the purpose of determining members who are qualified for attending the AGM, the register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026 (both days inclusive), during which period no transfer of the Shares will be effected. The record date shall be Thursday, 25 June 2026. The holders of shares whose names appear on the register of members of the company on Thursday, 25 June 2026 will be entitled to attend and vote at the AGM. In order to qualify for attending the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar at the above address by no later than 4:30 p.m. on Thursday, 18 June 2026.

6. For the purpose of determining members who are qualified for the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Monday, 13 July 2026 to Tuesday, 14 July 2026 (both days inclusive), during which period no transfer of the Shares will be effected. The record date shall be Tuesday, 14 July 2026. The holders of shares whose names appear on the register of members of the Company on Tuesday, 14 July 2026 will be entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar at the above address by no later than 4:30 p.m. on Friday, 10 July 2026.

7. Shareholders shall produce their identification documents when attending the AGM.

8. If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.

9. The Company may announce updates on additional arrangements relating to the AGM on the Company's website at www.morimatsu-online.com as and when appropriate to comply with the latest public health requirements, or guidelines of the governmental and/or regulatory authorities, if any.

10. All time refer to Hong Kong local time, except as otherwise stated.