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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)

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.

As at the date of this notice, 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. Yu Jianguo and Mr. Kuraishi Hideaki.