

Please use this form if you want the Hong Kong Offer Shares to be issued in your name
如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

Staple your
payment
here
請將股款
緊釘在此

This Application Form uses the same terms as defined in the prospectus of Morimatsu International Holdings Company Limited (the “Company”) dated 26 February 2021 (the “Prospectus”).

本申請表格使用森松國際控股有限公司(「本公司」)於2021年2月26日刊發的招股章程(「招股章程」)所界定的相同詞彙。Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Hong Kong Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act.

本申請表格及招股章程概不構成在香港以外任何司法權區要約出售或游說要約購買任何香港發售股份。若無根據美國證券法登記或豁免登記，香港發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. In any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction, in any manner whatsoever (whether in whole or in part) the Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever.

Copies of the Prospectus, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection – Documents Delivered to the Registrar of Companies in Hong Kong” section in Appendix VII to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility for the contents of these documents.

招股章程、所有相關申請表格及招股章程附錄七「送呈香港公司註冊處處長及備查文件」送呈香港公司註冊處處長文件」一節所述其他文件已遵照香港法例第32章公司(清盤及雜項條文)條例第38D條的規定，送呈香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對此等文件的內容概不負責。



Morimatsu International Holdings Company Limited 森松國際控股有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)

Stock code : 2155

股份代號 : 2155

Maximum Offer Price : HK\$3.92 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

最高發售價 : 每股發售股份3.92港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足及可予退還)

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures.

招股章程載有關於申請程序的其他資料，本申請表格應與招股章程一併閱讀。

Application Form 申請表格

To: Morimatsu International Holdings Company Limited
Sole Sponsor
Joint Global Coordinators
Joint Bookrunners
Joint Lead Managers
Hong Kong Underwriters

致：森松國際控股有限公司
獨家保薦人
聯席全球協調人
聯席賬簿管理人
聯席牽頭經辦人
香港包銷商

Applicants' declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the “Effect of completing and submitting this Application Form” section of this Application Form.

申請人聲明

本人/吾等同意本申請表格及招股章程的條款及條件以及申請程序。請參閱本申請表格「填交本申請表格的效用」一節。

Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of “Effect of completing and submitting this Application Form” section.

警告：任何人士只限作出一次為其利益而提出的認購申請。請參閱「填交本申請表格的效用」一節最後四點。

Please use this form if you want the Hong Kong Offer Shares to be issued in your name
如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

* (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity.

個別人士必須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體必須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格的有效性。

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.

退款支票(如有)上或會印有閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。

(3) If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities, and
- you exercise statutory control over that company,

then the application will be treated as being made for your benefit.

倘由非上市公司提出申請，而：

- 該公司主要從事證券買賣業務；及
 - 閣下對該公司可行使法定控制權，
- 則是項申請將視作為閣下的利益提出。

樣版

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Sample

How to make your application

- Use the table below to calculate how much you must pay. Your application must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

Morimatsu International Holdings Company Limited (HK\$3.92 per Hong Kong Offer Share)							
NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
1,000	3,959.51	25,000	98,987.55	300,000	1,187,850.55	6,000,000	23,757,011.04
2,000	7,919.00	30,000	118,785.06	400,000	1,583,800.74	7,000,000	27,716,512.88
3,000	11,878.51	35,000	138,582.56	500,000	1,979,750.92	8,000,000	31,676,014.72
4,000	15,838.00	40,000	158,380.07	600,000	2,375,701.10	9,000,000	35,635,516.56
5,000	19,797.51	45,000	178,177.58	700,000	2,771,651.29	10,000,000	39,595,018.40
6,000	23,757.02	50,000	197,975.09	800,000	3,167,601.47	12,500,000 ⁽¹⁾	49,493,773.00
7,000	27,716.51	60,000	237,570.11	900,000	3,563,551.66		
8,000	31,676.02	70,000	277,165.13	1,000,000	3,959,501.84		
9,000	35,635.51	80,000	316,760.15	2,000,000	7,919,003.68		
10,000	39,595.02	90,000	356,355.17	3,000,000	11,878,505.52		
15,000	59,392.53	100,000	395,950.18	4,000,000	15,838,007.36		
20,000	79,190.04	200,000	791,900.37	5,000,000	19,797,509.20		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

- Complete the form in English in **BLOCK** letters and sign it. Only written signatures will be accepted (and not by way of personal chop).
- Staple your cheque or banker's cashier order to the form. Each application for the Hong Kong Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> be in Hong Kong dollars; not be post-dated; be made payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – MORIMATSU INTERNATIONAL PUBLIC OFFER"; be crossed "Account Payee Only"; 	<ul style="list-style-type: none"> be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.
<ul style="list-style-type: none"> be drawn on your Hong Kong dollar bank account in Hong Kong; and show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name. 	

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following designated branches or outlets of:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Connaught Road Central Branch	13-14 Connaught Road Central, Hong Kong
Kowloon	Telford Plaza Branch	Shop Unit P2-P7, Telford Plaza, No. 33 Wai Yip Street, Kowloon Bay, Kowloon
	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Sha Tin, New Territories

Bank of Communications Co., Ltd. Hong Kong Branch

	Outlet Name	Address
Hong Kong Island	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road
New Territories	Yuen Long Sub-Branch	Shop 2B, G/F., Man Yu Building, 2-14 Tai Fung Street, Yuen Long

5. Your Application Form can be lodged at these times:

Friday, 26 February 2021 – 9:00 a.m. to 4:00 p.m.
Saturday, 27 February 2021 – 9:00 a.m. to 12:00 noon
Monday, 1 March 2021 – 9:00 a.m. to 4:00 p.m.
Tuesday, 2 March 2021 – 9:00 a.m. to 4:00 p.m.
Wednesday, 3 March 2021 – 9:00 a.m. to 4:00 p.m.
Thursday, 4 March 2021 – 9:00 a.m. to 4:00 p.m.
Friday, 5 March 2021 – 9:00 a.m. to 12:00 noon

6. The latest time for lodging your application is 12:00 noon on Friday, 5 March 2021. The application lists will be open between 11:45 a.m. to 12:00 noon on that day, subject only to the weather conditions, as set out in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" of the Prospectus.

The applications for the Hong Kong Offer Shares will commence on Friday, 26 February 2021 through Friday, 5 March 2021. Such time period is longer than the normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving banks and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Friday, 12 March 2021. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Monday, 15 March 2021.

申請手續

1. 使用下表計算閣下應繳的款項。閣下申請認購的股數必須至少為1,000股香港發售股份，並為下表所列的其中一個數目，否則恕不受理。

森松國際控股有限公司 (每股香港發售股份3.92港元) 可供申請認購的香港發售股份數目及應繳款項							
申請認購的 香港發售 股份數目	申請時 應繳款項	申請認購的 香港發售 股份數目	申請時 應繳款項	申請認購的 香港發售 股份數目	申請時 應繳款項	申請認購的 香港發售 股份數目	申請時 應繳款項
港元		港元		港元		港元	
1,000	3,959.51	25,000	98,987.55	300,000	1,187,850.55	6,000,000	23,757,011.04
2,000	7,919.00	30,000	118,785.06	400,000	1,583,800.74	7,000,000	27,716,512.88
3,000	11,878.51	35,000	138,582.56	500,000	1,979,750.92	8,000,000	31,676,014.72
4,000	15,838.00	40,000	158,380.07	600,000	2,375,701.10	9,000,000	35,635,516.56
5,000	19,797.51	45,000	178,177.58	700,000	2,771,651.29	10,000,000	39,595,018.40
6,000	23,757.02	50,000	197,975.09	800,000	3,167,601.47	12,500,000 ⁽¹⁾	49,493,773.00
7,000	27,716.51	60,000	237,570.11	900,000	3,563,551.66		
8,000	31,676.02	70,000	277,165.13	1,000,000	3,959,501.84		
9,000	35,635.51	80,000	316,760.15	2,000,000	7,919,003.68		
10,000	39,595.02	90,000	356,355.17	3,000,000	11,878,505.52		
15,000	59,392.53	100,000	395,950.18	4,000,000	15,838,007.36		
20,000	79,190.04	200,000	791,900.37	5,000,000	19,797,509.20		

(1) 閣下可申請認購的香港發售股份最高數目。

2. 以英文正楷填妥及簽署申請表格。只接納親筆簽名(不得以個人印章代替)。
3. 閣下須將支票或銀行本票釘於表格上。每份香港發售股份申請必須隨附一張獨立開出支票或一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定，否則閣下的認購申請將不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none"> 以港元開出； 不得為期票； 註明抬頭人為「中國銀行(香港)代理人有限公司－森松國際公開發售」； 劃線註明「只准入抬頭人賬戶」； 	<ul style="list-style-type: none"> 由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證閣下姓名／名稱。銀行本票所示姓名／名稱必須與閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。
<ul style="list-style-type: none"> 從閣下在香港的港元銀行賬戶中開出；及 顯示閣下的賬戶名稱，而該賬戶名稱必須已預印在支票上，或由有關銀行授權的人士在支票背書。賬戶名稱必須與閣下姓名／名稱相同。如屬聯名申請，賬戶名稱必須與排名首位申請人的姓名／名稱相同。 	

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格(連同支票或銀行本票)投入下列任何指定分行或網點的特備收集箱：

中國銀行(香港)有限公司

	分行名稱	地址
香港島	干諾道中分行	香港干諾道中13-14號
九龍	德福廣場分行	九龍灣偉業街33號德福廣場P2-P7號舖
	奧海城分行	九龍海庭道18號奧海城二期一樓133號
新界	沙田分行	新界沙田橫壆街1-15號好運中心地下20號舖

交通銀行股份有限公司香港分行

	網點名稱	地址
香港島	太古城支行	太古城道18號太古城中心第二期地下38號舖
九龍	九龍支行	彌敦道563號地下
新界	元朗支行	元朗泰豐街2-14號文裕大廈地下2B號舖

5. 閣下可於下列時間遞交申請表格：

2021年2月26日(星期五) – 上午九時正至下午四時正
2021年2月27日(星期六) – 上午九時正至中午十二時正
2021年3月1日(星期一) – 上午九時正至下午四時正
2021年3月2日(星期二) – 上午九時正至下午四時正
2021年3月3日(星期三) – 上午九時正至下午四時正
2021年3月4日(星期四) – 上午九時正至下午四時正
2021年3月5日(星期五) – 上午九時正至中午十二時正

6. 截止遞交申請的時間為2021年3月5日(星期五)中午十二時正。辦理申請登記的時間為當日上午十一時四十五分至中午十二時正，唯一會影響此時間的變化因素為當日的天氣情況(詳見招股章程「如何申請香港發售股份—10. 惡劣天氣及/或極端情況對開始辦理申請登記的影響」一節)。

香港發售股份申請將會自2021年2月26日(星期五)起直至2021年3月5日(星期五)止。有關時段較一般市場慣例四天長。申請款項(包括經紀佣金、證監會交易徵費及聯交所交易費)將由收款銀行於截止辦理申請登記後代表本公司持有，且退款(如有)將於2021年3月12日(星期五)或之前不計利息退還予申請人。投資者務請注意，預期股份將於2021年3月15日(星期一)於聯交所開始買賣。



Morimatsu International Holdings Company Limited

森松國際控股有限公司

(Incorporated in Hong Kong with limited liability)

GLOBAL OFFERING

Conditions of your application

A. Who can apply

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed four.
4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his/her representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States Person (within the meaning of Regulation S under the U.S. Securities Act).
6. Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are:
 - an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
 - a director or chief executive officer of the Company and/or any of its subsidiaries;
 - a close associate (as defined in the Listing Rules) of any of the above; or
 - have been allocated or have applied for or indicated an interest in any International Placing Shares or otherwise participate in the International Placing.

B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Offer Shares by: (i) giving electronic instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- **undertake** to execute all relevant documents and instruct and authorise the Company and/or the Joint Global Coordinators (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name as required by the Articles of Association;
- **agree** to comply with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and the Articles of Association;
- **confirm** that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form, and agree to be bound by them;
- **confirm** that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- **confirm** that you are aware of the restrictions on the Global Offering in the Prospectus;

- **agree** that none of the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, and any of their respective directors, officers, employees, partners, agents, advisers, representatives or any other parties involved in the Global Offering is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- **undertake** and **confirm** that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Placing nor participated in the International Placing;
- **agree** to disclose to the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Company, the Hong Kong Share Registrar, receiving banks and/or their respective advisers and agents, any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, **agree** and **warrant** that you have complied with all such laws and none of the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and in this Application Form;
- **agree** that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- **agree** that your application will be governed by the laws of Hong Kong;
- **represent, warrant** and **undertake** that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h) (3) of Rule 902 of Regulation S;
- **warrant** that the information you have provided is true and accurate;
- **agree** to accept the Hong Kong Offer Shares applied for or any lesser number allocated to you under the application;
- **authorise** the Company to place your name(s) on the Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/or its agents to send any Share certificate(s) and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you are eligible to collect the Share certificate(s) and/or refund cheque(s) in person;
- **understand** that the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners and the Joint Lead Managers will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;

Please use this form if you want the Hong Kong Offer Shares to be issued in your name

- **declare** and **represent** that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- (if the application is made for your own benefit) **warrant** that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or through the **HK eIPO White Form** service by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) **warrant** that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and (ii) you have due authority to sign the Application Form or give **electronic application instructions** on behalf of that other person as their agent.

D. Power of attorney

If your application is made through an authorised attorney, the Company and the Joint Global Coordinators may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

Determination of Offer Price and Allocation of Hong Kong Offer Shares

The Offer Price is expected to be fixed on or around Friday, 5 March 2021. Applicants are required to pay the maximum Offer Price of HK\$3.92 for each Hong Kong Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee. If the Offer Price is not agreed among the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) by Tuesday, 9 March 2021, the Global Offering will not proceed and will lapse.

Applications for Hong Kong Offer Shares will not be processed and no allotment of any Hong Kong Offer Shares will be made until the application lists close.

The Company expects to announce the final Offer Price, the indication of the level of interest in the International Placing, the level of applications under the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, 12 March 2021 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.morimatsu-online.com. Results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed "Structure of the Global Offering – Hong Kong Public Offering – Reallocation" in the Prospectus. In particular, the Joint Global Coordinators may reallocate Offer Shares from the International Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 50,000,000 Offer Shares), and the final Offer Price shall be fixed at the low end of the indicative Offer Price range (i.e. HK\$2.48 per Offer Share) stated in the Prospectus.

If your application for Hong Kong Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 or more Hong Kong Offer Shares, you may collect refund cheque(s) and/or Share certificate(s) (where applicable) from the Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Friday, 12 March 2021 or such other date notified by us.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter or authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Hong Kong Share Registrar.

If you do not collect your refund cheque(s) and/or Share certificate(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your refund cheque(s) and/or Share certificate(s) will be sent to the address on the relevant Application Form on or before Friday, 12 March 2021 by ordinary post and at your own risk.

Refund of application monies

If you do not receive any Hong Kong Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest. If the Offer Price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest.

The refund procedures are stated in the section headed "How to Apply for Hong Kong Offer Shares – 14. Despatch/Collection of Share Certificates and Refund Monies" in the Prospectus.

Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Hong Kong Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Offer Shares;
- "If your application for Hong Kong Offer Shares is successful (in whole or in part)"; and
- "Refund of application monies".

The following sections in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "8. How many applications can you make"; and
- "12. Circumstances in which you will not be allocated Offer Shares".

Effect of the Information You Give to Tricor Investor Services Limited

Tricor Investor Services Limited and its related bodies corporate, directors, officers, employees and agents ("**Representatives**") expressly disclaim and exclude to the maximum extent permitted by law any liability for any loss or damage suffered or incurred by the applicant or any other person or entity however caused relating in any way to, or connected with, any information provided by or on behalf of the applicant on or in connection with this Application Form or any services provided hereunder, or any other written or oral communication provided by or on behalf of the applicant in connection with this Application Form or any services provided hereunder. This includes, without limitation, any errors or omissions in such information however caused, or the Representatives or any other person or entity placing any reliance on such information or any documentation, image, recording or reproduction of such information, or its accuracy, completeness, currency or reliability.



Morimatsu International Holdings Company Limited

森松國際控股有限公司

(於香港註冊成立的有限公司)

全球發售

申請條件

甲、可提出申請的人士

- 閣下及閣下為其利益提出申請的人士必須年滿18歲並擁有香港地址。
- 如閣下為商號，申請須以個別成員名義提出。
- 聯名申請人不得超過四名。
- 如閣下為法人團體，申請須經獲正式授權人員簽署，並註明其所屬代表職銜及蓋上公司印鑑。
- 閣下必須身處美國境外，並非美籍人士(定義見美國證券法S規例)。
- 除非上市規則批准，否則閣下如屬下列人士概不得申請任何香港發售股份：
 - 本公司及／或其任何附屬公司股份的現有實益擁有人；
 - 本公司及／或其任何附屬公司的董事或行政總裁；
 - 上述任何人士的緊密聯繫人(定義見上市規則)；或
 - 已獲分配或已申請或表示有意申請認購任何國際配售股份或以其他方式參與國際配售的人士。

乙、如閣下為代名人

閣下作為代名人可提交超過一份香港發售股份申請，方法是：
(i)透過中央結算及交收系統(「中央結算系統」)向香港結算發出電子認購指示(如閣下為中央結算系統參與者)；或(ii)使用白色或黃色申請表格，以本身名義代表不同的實益擁有人提交超過一份申請。

丙、填交本申請表格的效用

閣下填妥並遞交本申請表格，即表示閣下(及倘閣下屬聯名申請人，即各申請人共同及個別)代表閣下本身，或作為閣下代其行事的每位人士的代理或代名人：

- 承諾簽立所有相關文件，並指示及授權本公司及／或作為本公司代理的聯席全球協調人(或其代理或代名人)，為按照組織章程細則的規定將閣下獲分配的任何香港發售股份以閣下名義登記而代表閣下簽立任何文件及代閣下進行一切必要事宜；
- 同意遵守香港法例第622章公司條例、香港法例第32章公司(清盤及雜項條文)條例及組織章程細則；
- 確認閣下已細閱招股章程及本申請表格所載的條款及條件以及申請程序，並同意受其約束；
- 確認閣下已接獲及細閱招股章程，且提出申請時僅依據招股章程載列的資料及陳述，閣下不會依賴任何其他資料或陳述(招股章程任何補充文件所載者除外)；
- 確認閣下知悉招股章程內有關全球發售的限制；

- 同意本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商及彼等各自任何董事、高級職員、僱員、合夥人、代理、顧問、代表或參與全球發售的任何其他人士現時及日後均毋須對並非載於招股章程(及其任何補充文件)的任何資料及陳述負責；
- 承諾及確認，閣下或閣下為其利益提出申請的人士並無申請或接納，或表示有意申請，亦不會申請或接納或表示有意申請國際配售項下的任何發售股份或參與國際配售；
- 同意在獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商、本公司、香港證券登記處、收款銀行及／或彼等各自的顧問及代理提出要求時，向彼等披露其所要求提供有關閣下及閣下為其利益提出申請的人士的任何個人資料；
- 若香港境外任何地方的法例適用於閣下的申請，則同意及保證閣下已遵守所有有關法例，且本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及包銷商或彼等各自的任何高級職員或顧問概不會因接納閣下的購買要約，或閣下在招股章程及本申請表格所載條款及條件下的權利及責任所引致的任何行動，而違反香港境外的任何法例；
- 同意閣下的申請一經接納，即不得因無意的失實陳述而撤銷；
- 同意閣下的申請受香港法例規管；
- 聲明、保證及承諾：(i)閣下明白香港發售股份不曾亦不會根據美國證券法登記；及(ii)閣下及閣下為其利益申請香港發售股份的人士均身處美國境外(定義見S規例)，或屬S規例第902條第(h)(3)段所述的人士；
- 保證閣下提供的資料真實及準確；
- 同意接納所申請數目或分配予閣下但數目較申請為少的香港發售股份；
- 授權本公司將閣下的姓名作為閣下獲分配的任何香港發售股份的持有人列入本公司股東名冊，並授權本公司及／或其代理將任何股票及／或任何退款支票以普通郵遞方式寄往閣下或聯名申請的首名申請人，郵誤風險概由閣下自行承擔，除非閣下有資格親身領取股票及／或退款支票；
- 明白本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人及聯席牽頭經辦人將依據閣下的聲明及陳述而決定是否向閣下配發任何香港發售股份，閣下如作出虛假聲明，可能會被檢控；

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

- 聲明及陳述此乃閣下本身或閣下為其利益提出申請的人士所提出及擬提出的唯一申請；
- (如本申請為閣下本身的利益提出) 保證閣下或作為閣下代理的任何人士或任何其他人士不曾亦不會為閣下的利益以白色或黃色申請表格或向香港結算發出電子認購指示或透過網上白表服務而提出其他申請；及
- (如閣下作為代理為另一人士的利益提出申請) 保證(i) 閣下(作為代理或為該人士利益)或該人士或任何其他作為該人士代理的人士不曾亦不會以白色或黃色申請表格或向香港結算發出電子認購指示而提出其他申請；及(ii) 閣下獲正式授權作為該人士的代理代為簽署本申請表格或發出電子認購指示。

丁、授權書

如閣下透過授權人提出申請，本公司及聯席全球協調人可按其認為合適的任何條件(包括出示獲授權證明)酌情接納或拒絕閣下的申請。

釐定發售價及分配香港發售股份

預期發售價將於2021年3月5日(星期五)或前後釐定。申請人須就每股香港發售股份支付最高發售價3.92港元，連同1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。倘本公司與聯席全球協調人(為其本身及代表包銷商)未能於2021年3月9日(星期二)前就發售價達成一致協定，則全球發售將不會進行並將失效。

截止辦理申請登記前，概不處理香港發售股份的申請或配發任何香港發售股份。

本公司預期將於2021年3月12日(星期五)在聯交所網站(www.hkexnews.hk)及本公司網站(www.morimatsu-online.com)公佈最終發售價、國際配售的踴躍程度、香港公開發售的申請水平及香港發售股份的分配基準。分配結果以及獲接納申請人的香港身份證/護照/香港商業登記號碼(如適用)亦於上述網站公佈。

發售股份在香港公開發售及國際配售之間的分配將按招股章程「全球發售的架構—香港公開發售—重新分配」一節所述作出調整。尤其是，聯席全球協調人可將國際配售的發售股份重新分配至香港公開發售，以滿足香港公開發售項下的有效申請。根據聯交所發出的指引函件HKEX-GL91-18，倘該等重新分配並非根據上市規則第18號應用指引進行，則於該等重新分配後，可分配予香港公開發售的發售股份總數上限不得超過香港公開發售初步分配的兩倍(即50,000,000股發售股份)。而最終發售價須定於招股章程所載指示性發售價範圍的下限(即每股發售股份2.48港元)。

如閣下成功申請認購香港發售股份(全部或部分)

如閣下申請認購1,000,000股或以上香港發售股份，閣下可於2021年3月12日(星期五)或我們通知的其他日期上午九時正至下午一時正，親臨香港證券登記處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)。

如閣下為個人申請人並合資格親身領取，閣下不得授權任何其他人士代領。如閣下為公司申請人並合資格派人領取，閣下的授權代表須攜同蓋上公司印鑑的授權書領取。個人申請人及授權代表領取股票時均須出示獲香港證券登記處接納的身份證明文件。

如閣下並無在指定領取時間內親身領取退款支票及/或股票(如適用)，有關支票及/或股票(如適用)將會立刻以普通郵遞方式寄往本申請表格所示地址，郵誤風險由閣下承擔。

如閣下申請認購1,000,000股以下香港發售股份，閣下的退款支票及/或股票(如適用)將於2021年3月12日(星期五)或之前以普通郵遞方式寄往相關申請表格所示地址，郵誤風險由閣下承擔。

退回申請股款

倘閣下並無接獲任何香港發售股份或倘閣下的申請僅獲部分接納，本公司將向閣下不計利息退還申請股款(包括相關1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。倘發售價低於最高發售價，本公司將向閣下不計利息退還多收申請股款(包括相關1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。

退款程序載於招股章程「如何申請香港發售股份—14. 寄發/領取股票及退還股款」一節。

香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請如本申請表格由香港結算代理人代表已發出電子認購指示申請發售股份的人士簽署，本申請表格與招股章程不符的條文將不適用，且以招股章程所述者為準。

在不限制此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「如閣下為代名人」；
- 「填交本申請表格的效用」一節項下的所有陳述及保證，惟首項有關以申請人名義登記香港發售股份及簽署使申請人登記成為香港發售股份持有人的文件除外；
- 「如閣下成功申請認購香港發售股份(全部或部分)」；及
- 「退回申請股款」。

招股章程「如何申請香港發售股份」一節的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 「8. 閣下可提交的申請數目」；及
- 「12. 閣下不獲配發發售股份的情況」。

閣下提供予卓佳證券登記有限公司的資料的效用

卓佳證券登記有限公司及其相關法人團體、董事、高級職員、僱員及代理(「代表」)在法律所容許的最大限度內明確卸棄及免除在任何方面與申請人或代表申請人在本申請表格提供的或與本申請表格或在本申請表格下提供的任何服務相關的任何資料，或任何申請人或代表申請人提供與本申請表格或在本申請表格下提供的任何服務相關的任何其他書面或口頭通訊，有關或相關由申請人或任何其他人士或實體所遭受或招致不論如何造成的任何損失或損害的任何法律責任。此包括但不限於該等資料中不論如何造成的任何錯誤或遺漏，或代表或任何其他人士或實體對該等資料或任何該等資料的文件記錄、影像、記錄或複製品作出的任何依據，或其準確性、完整性、合時性或可靠性。

Personal Data

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”).

1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities’ holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities’ holders of the Company;
- verifying securities holders’ identities;
- establishing benefit entitlements of securities’ holders of the Company, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities’ holder profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to securities’ holders and/or regulators and/or any other purposes to which the securities’ holders may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and its Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- the Company’s appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities’ holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the “Corporate Information” section of the Prospectus or as notified from time to time, for the attention of the company secretary, or its Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

個人資料

個人資料收集聲明

此項個人資料收集聲明是向香港發售股份的申請人及持有人說明有關本公司及其香港證券登記處有關個人資料及香港法例第486章個人資料(私隱)條例(「條例」)方面的政策及慣例。

1. 收集閣下個人資料的原因

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港證券登記處的服務時，必須向本公司或其代理及香港證券登記處提供準確個人資料。

未能提供所要求的資料可能導致閣下申請證券被拒或延遲，或本公司或其香港證券登記處無法落實轉讓或提供服務。此舉亦可能妨礙或延遲登記或轉讓閣下成功申請的香港發售股份及／或寄發閣下應得的股票及／或退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港證券登記處。

2. 用途

證券持有人的個人資料可以任何方式被採用、持有、處理及／或保存，以作下列用途：

- 處理閣下的申請及退款支票(如適用)、核實是否符合本申請表格及招股章程載列的條款及申請程序以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的適用法律及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 核實證券持有人的身份；
- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計數據及證券持有人資料；
- 披露有關資料以便就權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或使本公司及香港證券登記處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人可能不時同意的任何其他用途。

3. 轉交個人資料

本公司及其香港證券登記處所持有關證券持有人的個人資料將會保密，但本公司及其香港證券登記處可以在為達到上述任何目的之必要情況下，向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理，例如財務顧問、收款銀行及海外股份過戶登記總處；
- (如證券申請人要求將證券存於中央結算系統)香港結算或香港結算代理人，彼等將會就中央結算系統的運作使用有關個人資料；
- 向本公司或香港證券登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或法例、規則或法規規定的其他機構；及
- 證券持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

本公司及其香港證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據條例銷毀或處理。

5. 查閱及更正個人資料

證券持有人有權確定本公司或香港證券登記處是否持有其個人資料，並有權索取該資料的副本並更正任何不準確資料。本公司及香港證券登記處有權就處理任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向本公司的香港證券登記處的私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。

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