

**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 the action to be taken, 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 **Miricor Enterprises Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**Miricor Enterprises Holdings Limited**

**卓珈控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1827)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Miricor Enterprises Holdings Limited to be held at SPRG office, 2401-2, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 25 September 2020 at 3:00 p.m. is set out on pages 18 to 21 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

**PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING**

Please see page 1 of this circular for measures being taken to minimise the risk of contracting and spreading of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- health declarations and compulsory body temperature checks
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

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## **PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING**

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius or exhibiting flu-like symptoms will be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) The Company may request Shareholders, proxies and other attendees to complete and submit at the entrance of the AGM venue a health declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement upon request of the Company will be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendees are required to wear surgical face masks at all times and to maintain a safe distance between seats inside the AGM venue.
- (iv) No corporate gifts will be distributed and no refreshments will be served.

Notwithstanding the above, and to the extent permitted under the applicable laws and for the proper conduct of the meeting, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and being consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular and can be downloaded from the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.miricor.com](http://www.miricor.com)). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company by post at Room 1605, 16th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong.

**PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING**

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: 852 2980 1333  
Fax: 852 2810 8185

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at SPRG office, 2401–2, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 25 September 2020 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company adopted on 19 December 2016 and as amended from time to time
“Board”	the board of Directors
“Company”	Miricor Enterprises Holdings Limited (卓珈控股集團有限公司), a company incorporated in the Cayman Islands on 6 July 2016 as an exempted company with limited liability, the Shares of which are listed on GEM and transferred to Main Board of the Stock Exchange on 18 February 2019
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2020, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	The Rules Governing the Listing of Securities on Main Board of the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Shares
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

**LETTER FROM THE BOARD**

**Miricor Enterprises Holdings Limited**

**卓 珈 控 股 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1827)**

*Executive Directors:*

Ms. LAI Ka Yee Gigi

*(Chairlady and Chief Executive Officer)*

Mr. HO Tsz Leung Lincoln

Dr. LAM Ping Yan

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Mr. CHENG Fu Kwok David

Mr. CHENG Yuk Wo

Mr. LI Wai Kwan

*Headquarters and principal place of  
business in Hong Kong:*

Room 1605, 16th Floor

Leighton Centre

77 Leighton Road

Causeway Bay

Hong Kong

31 July 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

**SHARE ISSUE MANDATE**

On 20 September 2019, an ordinary resolution was passed by the Shareholders to give a general unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

## **LETTER FROM THE BOARD**

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 80,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

### **SHARE REPURCHASE MANDATE**

On 20 September 2019, an ordinary resolution was passed by the Shareholders to give a general unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the resolution approving the Share Repurchase Mandate, assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 40,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

The Share Issue Mandate and the Share Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

### **RE-ELECTION OF RETIRING DIRECTORS**

The Board currently comprises six Directors, namely Ms. LAI Ka Yee Gigi, Mr. HO Tsz Leung Lincoln, Dr. LAM Ping Yan, Mr. CHENG Fu Kwok David, Mr. CHENG Yuk Wo and Mr. LI Wai Kwan.

In accordance with the Article 84 of the Articles of Association, Ms. LAI Ka Yee Gigi and Mr. LI Wai Kwan will retire by rotation at the AGM and, being eligible, offer themselves for re-election.



## **LETTER FROM THE BOARD**

In accordance with the Article 83(3) of the Articles of Association, Mr. HO Tsz Leung Lincoln and Dr. LAM Ping Yan whose were appointed as new directors by the Board with effect from 22 April 2020 and 15 July 2020 respectively, shall hold office only until the AGM, and shall then be eligible for re-election at the AGM.

The nomination committee of the Company (“**the Nomination Committee**”) had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors, and based on the independence criteria set out in rule 3.13 of the Listing Rules, each of the independent non-executive Directors, including Mr. LI Wai Kwan, remain independent. The Nomination Committee had considered the perspectives, skills, experience and diversity of the above retiring directors and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Ms. LAI Ka Yee Gigi, Mr. HO Tsz Leung Lincoln, Dr. LAM Ping Yan and Mr. LI Wai Kwan stand for re-election as Directors at the AGM.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

At the AGM, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors. The notice of the AGM is set out on pages 18 to 21 of this circular.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairlady of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of Listing Rules.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the AGM.

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the

## **LETTER FROM THE BOARD**

time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

### **RECOMMENDATION**

The Directors believe that the granting of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**Miricor Enterprises Holdings Limited**  
**LAI Ka Yee Gigi**  
*Chairlady*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.*

## **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

Exercise in full of the Share Repurchase Mandate, on the basis of 400,000,000 Shares in issue at the Latest Practicable Date, would result in up to 40,000,000 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

## **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the Companies Laws of the Cayman Islands and any the applicable laws and regulations. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2020) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have

a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the relevant regulations and law may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of the Association and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the shares with voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate.

As at the Latest Practicable Date, Ms. LAI Ka Yee Gigi and Mr. MA Ting Keung, Patrick, the spouse of Ms. LAI Ka Yee Gigi, through Sunny Bright Group Holdings Limited, a company which is directly owned at to 50% by Ms. LAI Ka Yee Gigi and 50% by Mr. MA Ting Keung, Patrick, were beneficially interested in 275,000,000 Shares, representing approximately 68.75% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Ms. LAI Ka Yee Gigi and Mr. MA Ting Keung, Patrick would be increased to approximately 76.39% of the issued share capital of the Company. In the opinion of the Directors, such an increase would contravene the requirement under the Listing Rules that at least 25% of the Shares must be held by the public.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## 5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 6. SHARE PRICES

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

	Shares	
	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
<b>2019</b>		
June	1.57	1.28
July	1.50	1.25
August	1.37	0.91
September	1.30	0.98
October	1.14	0.90
November	1.82	0.91
December	1.07	0.78
<b>2020</b>		
January	1.16	0.87
February	1.00	0.71
March	0.87	0.56
April	0.71	0.56
May	0.74	0.60
June	0.80	0.55
July (up to the Latest Practicable Date)	0.69	0.53

*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

**Ms. LAI Ka Yee Gigi** (黎珈而) (with former name Lai Chi, Gigi (黎姿)), aged 48, is an executive Director, chairlady of the Board and chief executive officer. She is also the chairlady of the nomination committee and a member of the remuneration committee. She is responsible for the overall management, branding and strategic planning, marketing and development of the Group. Ms. LAI Ka Yee Gigi (Mrs. Gigi Ma) joined the Group in July 2009 and was appointed as a Director on 6 July 2016, re-designated as an executive Director and appointed as chairlady of the Board and the chief executive officer on 19 December 2016. She is also a director of certain subsidiaries of the Group.

Before founding the Group, Mrs. Gigi Ma was active in the film and television entertainment industry between 1985 and 2008. She withdrew from the film and television entertainment industry in late 2008 and has since devoted her full effort to the development of the business in the medical aesthetic service industry.

Save as disclosed above, Mrs. Gigi Ma has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other Directors, senior management or substantial or controlling Shareholders and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mrs. Gigi Ma was interested in 275,000,000 Shares, representing 68.75% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mrs. Gigi Ma entered into a service agreement with the Company for an initial fixed term of 3 years from 18 February 2019. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service agreement, she is entitled to a monthly salary of HK\$500,000 and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to market rates, her performance, qualifications and experience.

Save as disclosed above, Mrs. Gigi Ma has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. HO, Tsz Leung Lincoln** (何子亮), aged 44, joined the Group in July 2019 as the chief brand officer in which he has been responsible for formulating and leading the Group's brand strategies, as well as overseeing the Group's marketing and sales operations. Mr. Ho was appointed as an executive Director on 22 April 2020. Mr. Ho has been promoted to Chief Operation Officer effective at May 2020. Prior to joining the Group, Mr. Ho worked in the role of art/creative director in a number of advertising firms, namely DDB Worldwide, Leo Burnett etc., whose clients included a world renowned international fast-food corporation, personal skin care corporations, an automobile corporation and a major transport corporation in Hong Kong. He has also contributed in the film industry that earned him a nomination in The 24th Hong Kong Film Awards in 2005.

Mr. Ho spent a decade at Neo Derm Group Ltd, a medical aesthetics company, from 2006 to 2016 with his last position as marketing communication director, and then worked in Airport Authority Hong Kong in 2016 as assistant general manager in the retail and advertising department. He rejoined Neo Derm Group Ltd from 2017 to 2019 with his last position as digital marketing director. He had also worked for BTL Hong Kong Limited as regional marketing director before joining the Group.

Mr. Ho holds a Bachelor of Arts in Design from The Hong Kong Polytechnic University in 2002, as well as a Diploma in Design Studies in 1999 from the same university.

Save as disclosed, Mr. Ho (i) does not hold and has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not hold any other positions with any members of the Group.

As at the Last Practicable Date, Mr. Ho did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Ho entered into a letter of appointment with the Company for a term commencing from 22 April 2020 and shall, subject to termination by either party thereto giving to the other party not less than three months' notice in writing, continue until and including the date of the third annual general meeting (or if such meeting is adjourned, the adjourned meeting) following the first day on which dealings in the Shares of the Company commenced on the Main Board of the Stock Exchange of Hong Kong. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, he is not entitled to receive any director's fee and salary for acting as executive Director.

Save as disclosed above, Mr. Ho has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Dr. LAM Ping Yan** (林秉恩), aged 68, was appointed as an executive Director. He had been serving as a public officer for 34 years from 1978 to 2012. He commenced his career as a public officer when he joined at the then Medical and Health Department (now known as Department of Health) of Hong Kong in 1978 as a Medical and Health Officer before being promoted to Senior Medical and Health Officer in 1984, junior directorate officer (Principal Medical Officer) of the Department of Health in 1989. He was appointed as Chief Port Health Officer and Community Physician in 1993, Assistant Director of Health in 1994, Deputy Director of Health in 1996 and Director of Health in 2003. During Dr. Lam's tenure as a public officer, he had been involved in the prevention and control of severe acute respiratory syndrome (SARS) and swine flu in Hong Kong as Deputy Director of Health and Director of Health, respectively, before he retired from his 34 years tenure as a public officer in 2012.

Dr. Lam played and continues to play an active role in the public health community. He has been a life member of the Society of Community Medicine and life associate member of the Hong Kong AIDS Foundation, since 1990 and 1991, respectively. Between 1995 and 2013, he had served as a Justice of the Peace. He was a member of the Council of Smoking and Health from 1996 to 2003. Between 2001 and 2012, he was a member of the Medical Council of Hong Kong. Between 2003 and June 2012, he served as (i) Commissioner of Auxiliary Medical Service; (ii) Chairman of Chinese Medicines Board; (iii) Chairman of International Advisory Board of Hong Kong Chinese Materia Medica Standards; (iv) Chairman of Pharmacy and Poisons Board; (v) Chairman of Radiation Board; (vi) Member of the Chinese Medicine Council of Hong Kong; (vii) Member of the Chinese Medicine Practitioners Board; and (viii) Member of the Hospital Authority Board. He has been an Honorary Professor of the Department of Medicine and Therapeutics and School of Public Health of the Chinese University of Hong Kong since 2004. Between 2004 and 2005, Dr. Lam was a Council member of the Hong Kong College of Community Medicine. He was Deputy Chairman of Cancer Coordinating Committee from 2006 to June 2012. Between 2008 and June 2012, he was the Vice Chairman of the Working Group on Diet and Physical Activity and Steering Committee on Prevention and Control of Non-Communicable Diseases. He was the Vice Chairman of Working Group on Alcohol and Health and Working Group on Injuries from 2009 to June 2012. On various occasions, he had served as a temporary advisor to the World Health Organization ("WHO") on policy and strategy of development of traditional medicine and control of non-communicable diseases. He served as Chairman to the 2009/2010 Session of the Regional Committee Meeting of the Western Pacific Region of WHO. Between 2010 and 2013, Dr. Lam served as an Adviser of the Overseas Expert Consulting Committee of the Ministry of Health of the People's Republic of China ("PRC") for Health Care Reform. In 2012, he was awarded the Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region of the PRC. He was further awarded with the Cross-Strait Contribution Award for Chinese in Tobacco Control by the Chinese Association on Tobacco Control in the PRC in 2012. He was the Principal Adviser (International Collaboration) of the National Administration of Traditional Chinese Medicine of PRC between 2012 and 2017.



Dr. Lam graduated from the University of Hong Kong, faculty of Medicine with his Bachelor of Medicine and Bachelor of Surgery in 1977. He further obtained his Master of Medicine degree in Public Health from the National University of Singapore in 1992. He is also a fellow of the Hong Kong Academy of Medicine and a registered specialist in community medicine.

Save as disclosed, Dr. Lam (i) does not hold and has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not hold any other positions with any members of the Group.

As at the Last Practicable Date, Dr. Lam does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Lam entered into a letter of appointment with the Company for a term commencing from 15 July 2020, and shall, subject to termination by either party thereto giving to the other party not less than three months' notice in writing, continue until and including the date of the third annual general meeting (or if such meeting is adjourned, the adjourned meeting) following the date of his appointment as an executive Director of the Company. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, he is not entitled to receive any director's emolument for acting as an executive Director.

Save as disclosed above, Dr. Lam has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. LI Wai Kwan (李偉君)**, aged 48, was appointed as an independent non-executive director on 19 December 2016. He is a member of the audit committee and remuneration committee. Mr. Li has many years of experience in accounting, finance and investment management. Mr. Li is the chief financial officer of Crystal International Group Limited (stock code: 2232), which is principally engaged in manufacturing of fashion products since November 2018, while he is responsible for finance matters for that group. From March 2005 to September 2006, he worked for Esprit Holdings Limited, which is listed on the Main Board (stock code: 330) and principally engaged in manufacturing, retail and wholesale distribution of fashion products, and he served as a vice president of operational finance and a vice president of finance in Asia Pacific region from March 2005 to September 2006, while he was responsible for finance and operational matters. From October 2006 to September 2010, he was a vice president of COFCO China Agri-Industries Holdings Limited, which is listed on the Main Board (stock code: 606) and principally engaged in trading on agricultural raw materials, manufacturing and distributing food products, while he was responsible for finance, investment and company secretarial matters. Mr. Li was a managing director and director of the board of COFCO Agricultural Industrial Investment Fund Management Company Limited, which is principally engaged in asset management, from September 2010 to October 2011, and he was responsible for managing overall business and investment matters. Mr. Li was a managing

director of Origo Partners PLC, whose shares are listed on the London Stock Exchange and principal business is private equity investment, from November 2011 to January 2013, and he was responsible for investment matters. Mr. Li was the chief financial officer of Zhuhai Dahengqin Company Limited and its affiliate Zhuhai Dahengqin Property Company Limited, which is principally engaged in primary land development, real estate development, theme park construction and operation, city operational management, and asset management in Hengqin Free Trade Zone, from August 2013 to October 2018, while he was responsible for finance, investment and fund management matters. Mr. Li is a director, executive committee member and honorary treasurer of the Hong Kong — ASEAN Economic Cooperation Foundation since 2015, a board member of Chartered Professional Accountants of Canada — Hong Kong Chapter since 2017, an Honorary President of the Institute of Certified Management Accountants — Hong Kong & Macau Branch since 2018 and a Chairman of Institute of Public Accountants — Hong Kong Branch since 2019.

Mr. Li was the chairman of Investor Relations Committee of the Chamber of Hong Kong Listed Companies from 2008 to 2010, the honorary vice chairman of China Enterprise Reputation and Credibility Association (Overseas) in 2009, the chairman of Partnership and Promotion Committee of the Hong Kong Investor Relations Association from 2009 to 2010, a member of the Organising Committee of Directors of the Year Awards 2010 organised by The Hong Kong Institute of Directors in 2010, a committee member of the PRC committee of the Hong Kong Venture Capital and Private Equity Association in 2011, and a committee member of Public Awareness Committee of Hong Kong Society of Financial Analysts in 2016. Mr. Li was a member of Finance Committee of the Hong Kong Housing Authority from 2010 to 2012. Mr. Li was the guest lecturer of the Macau University of Science and Technology in 2016. Mr. Li graduated from University of Toronto in Canada with a bachelor of commerce degree with distinction in November 1995. He further obtained a master of business administration degree from Schulich School of Business, York University in Canada in November 1996. Mr. Li was admitted as a chartered financial analyst of the Chartered Financial Analysts Institute in September 2001, a certified general accountant of the Certified General Accountants Association of Canada in October 2002, a certified public accountant of the Hong Kong Institute of Certified Public Accountants in October 2004, a fellow chartered certified accountant of the Association of Chartered Certified Accountants in April 2010, a chartered professional accountant of the Chartered Professional Accountants of British Columbia, Canada in June 2015, a member of Hong Kong Business Accountants Association in December 2015, a fellow certified management accountant of the Institute of Certified Management Accountants in April 2016, a fellow chartered accountant of the Institute of Chartered Accountant in England & Wales in June 2018, and a fellow of the Institute of Public Accountants in July 2019 in Australia, and a fellow of the Institute of Financial Accountants in July 2019 in United Kingdom.

Mr. Li is the independent non-executive director of K W Nelson Interior Design and Contracting Group Limited (stock code: 8411) since 18 November 2016, the independent non-executive director of Enterprise Development Holdings Limited (stock code: 1808) since 27 April 2017, the independent non-executive director of TL Natural Gas Holdings Limited (stock code: 8536) since 18 May 2018, and the independent non-executive director of China

Greenfresh Group Company Limited (stock code: 6183) since 20 July 2018. Mr. Li was the independent non-executive director of China Graphene Group Limited (stock code: 63) from 1 February 2018 to 30 November 2018.

Save as disclosed above, Mr. Li has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Li has given his written annual independence to the Company and the nomination committee had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does not have any other relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. Li in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. Li is beneficial to the Board with his extensive experience in accounting, finance and investment management and believes that he will continue to contribute effectively to the Board and diversity.

Mr. Li entered into a letter of appointment with the Company for an initial fixed term of 3 years from 18 February 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, he is now entitled to a director's fee of HK\$204,000 per annum which is reviewed by the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

As at the Latest Practicable Date, Mr. Li did not have any interest in the Shares within the meaning of Part XV of the SFO and has not held any other position with any members of the Group.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

### Miricor Enterprises Holdings Limited

### 卓珈控股集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1827)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Miricor Enterprises Holdings Limited (the “**Company**”) will be held at SPRG office, 2401–2, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 25 September 2020 at 3:00 p.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements for the year ended 31 March 2020 and the report of the directors and the independent auditor’s report.
2. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) to re-elect Ms. LAI Ka Yee Gigi as an Executive Director;
  - (ii) to re-elect Mr. HO Tsz Leung Lincoln as an Executive Director;
  - (iii) to re-elect Dr. LAM Ping Yan as an Executive Director; and
  - (iv) to re-elect Mr. LI Wai Kwan as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
3. To re-appoint Ernst & Young as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.
4. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and

## NOTICE OF ANNUAL GENERAL MEETING

any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) any specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution; and

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear 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 exclusions 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the total number of shares of the Company in issue which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended number of shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board  
**Miricor Enterprises Holdings Limited**  
**LAI Ka Yee Gigi**  
*Chairlady*

Hong Kong, 31 July 2020

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 22 September 2020 to Friday, 25 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 21 September 2020.
4. With regard to resolutions no. 2(a)(i), (ii), (iii) and (iv) as set out in this notice, details of the retiring Directors are set out in Appendix II to the circular of the Company dated 31 July 2020.
5. In connection with the proposed repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 31 July 2020.
6. As at the date of this notice, the Board comprises three executive Directors, namely, Ms. LAI Ka Yee Gigi, Mr. HO Tsz Leung Lincoln and Dr. LAM Ping Yan and three independent non-executive Directors, namely, Mr. CHENG Fu Kwok David, Mr. CHENG Yuk Wo and Mr. LI Wai Kwan.