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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)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Miricor Enterprises Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend (the “**Proposed Amendments**”) the existing memorandum and articles of association of the Company (the “**Existing M&A**”) to (i) bring the Existing M&A in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 of the Listing Rules which took effect on 1 January 2022; (ii) to keep up with technological developments allowing general meetings to be held as electronic meetings or hybrid meetings; and (iii) to incorporate certain housekeeping amendments. In view of the Proposed Amendments, the Board proposes to adopt an amended and restated memorandum and articles of associations of the Company (the “**New M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

A summary of the Proposed Amendments brought about by the proposed adoption of the New M&A are as follows:

- (i) to replace references to “the Companies Law” with “the Companies Act”;
- (ii) to provide that the period of closure of register of members may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the shareholders of the Company (the “**Shareholders**”) by ordinary resolution;
- (iii) to provide that an annual general meeting shall be held for each financial year and within 6 months after the end of the Company’s financial year;
- (iv) to provide that an annual general meeting of the Company shall be called by notice of at least 21 clear days and all other general meetings shall be called by notice of at least 14 clear days;

- (v) to provide that any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be convened and add resolutions to the agenda of such meeting;
- (vi) to allow a general meeting of the Company to be held as a physical meeting in any part of the world and at one or more locations, as a hybrid meeting or as an electronic meeting where Shareholders may participate by electronic means (in case of a hybrid meeting or an electronic meeting);
- (vii) to provide that two members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall for a quorum for all purposes;
- (viii) to allow the Directors to change or postpone the general meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the general meeting if the Directors consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the general meeting;
- (ix) to provide that all Shareholders have the right to speak and vote at a general meeting except otherwise provided in the Listing Rules;
- (x) to provide that a Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the first annual general meeting after his/her appointment and shall then be eligible for re-election;
- (xi) to update the provisions on the treatment of the Directors' interests and those of his/her close associates to follow the requirements of the Listing Rules;
- (xii) to provide that the Company may by ordinary resolution appoint or remove an auditor before the expiration of his term of office, and by ordinary resolution fix the remuneration of the auditor;
- (xiii) to provide that the Board may fill any casual vacancy in the office of an auditor who shall hold office until the next following annual general meeting;
- (xiv) to provide that the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees of the Company (including Directors) and/or its affiliates upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with

the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Shareholders at a general meeting;

- (xv) to provide that the financial year of the Company shall end on the 31st day of March in each year; and
- (xvi) to make other miscellaneous amendments to update or clarify the provisions of the Existing M&A where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

The major changes set out above are non-exhaustive. The Proposed Amendments will be shown with mark-ups on all the proposed changes as set out in the circular to be despatched to the Shareholders.

The Board is of the view that the Proposed Amendments and the adoption of the New M&A are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the adoption of the New M&A are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting (the “AGM”) to be held on 15 September 2023.

The New M&A incorporating and consolidating the Proposed Amendments shall become effective on the date when the relevant special resolution is approved at the AGM. The Existing M&A shall remain effective before the passing of the relevant special resolution at the AGM.

After the Proposed Amendments come into effect, the full text of the New M&A will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company. The Shareholders are advised that the New M&A is available only in English, and the Chinese translation of the New M&A is for reference only. In case of any inconsistency, the English version shall prevail.

A circular of the Company containing, among other matters, details of the Proposed Amendments, together with the notice of convening the AGM along with the relevant proxy form, will be despatched to the Shareholders in due course in accordance with the requirements of the Listing Rules.

By Order of the Board
Miricor Enterprises Holdings Limited
LAI Ka Yee Gigi
Chairlady and Chief Executive Officer

Hong Kong, 27 July 2023

As at the date of this announcement, 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.