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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)**

### **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024**

#### **HIGHLIGHTS**

- The Group's revenue amounted to approximately HK\$200.1 million for the six months ended 30 September 2024, representing a decrease of approximately HK\$36.9 million or 15.6% as compared to approximately HK\$237.0 million for the six months ended 30 September 2023.
- Loss attributable to the owners of the Company was approximately HK\$0.6 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$13.1 million).
- The Board does not declare the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

## FINANCIAL RESULTS

The Board of Directors (the “Board”) of Miricor Enterprises Holdings Limited (the “Company”) is pleased to announce the interim unaudited consolidated results of the Company and its subsidiaries for the six months ended 30 September 2024 together with the comparative unaudited figures for the corresponding period in 2023 as follows:

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2024

		<b>Six months ended</b>	
		<b>30 September</b>	
		<b>2024</b>	2023
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<b>(Unaudited)</b>	(Unaudited)
<b>REVENUE</b>	4	<b>200,076</b>	237,010
Other income	4	<b>3,417</b>	2,724
Cost of inventories and consumables		<b>(25,402)</b>	(27,009)
Staff costs		<b>(74,170)</b>	(91,520)
Property rentals and related expenses		<b>(28,943)</b>	(34,917)
Depreciation of property, plant and equipment		<b>(19,259)</b>	(20,868)
Other expenses, net		<b>(51,375)</b>	(79,496)
Finance costs		<b>(2,581)</b>	(2,558)
		<hr/>	<hr/>
<b>PROFIT/(LOSS) BEFORE TAX</b>	5	<b>1,763</b>	(16,634)
Income tax (expense)/credit	6	<b>(2,393)</b>	3,584
		<hr/>	<hr/>
<b>LOSS FOR THE PERIOD</b>		<b>(630)</b>	(13,050)
		<hr/> <hr/>	<hr/> <hr/>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		<b>474</b>	(138)
		<hr/>	<hr/>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>		<b>(156)</b>	(13,188)
		<hr/> <hr/>	<hr/> <hr/>
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	8		
Basic and diluted		<b>HK(0.16) cents</b>	HK(3.26) cents
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**INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
*As at 30 September 2024*

	<b>30 September</b>	31 March
	<b>2024</b>	2024
<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	<b>67,801</b>	85,789
Right-of-use assets	<b>96,483</b>	83,107
Deposits	<b>13,173</b>	9,559
Deferred tax assets	<b>18,231</b>	18,426
	<hr/>	<hr/>
Total non-current assets	<b>195,688</b>	196,881
	<hr/>	<hr/>
<b>CURRENT ASSETS</b>		
Inventories	<b>47,754</b>	42,151
Trade receivables	<b>3,803</b>	13,402
Prepayments, deposits, other receivables and other assets	<b>28,580</b>	41,271
Tax recoverable	<b>2,337</b>	3,305
Pledged time deposits	<b>61,946</b>	62,604
Cash and cash equivalents	<b>128,561</b>	119,829
	<hr/>	<hr/>
Total current assets	<b>272,981</b>	282,562
	<hr/>	<hr/>
<b>CURRENT LIABILITIES</b>		
Trade payables	<b>9,189</b>	10,561
Other payables and accruals	<b>11,158</b>	29,944
Contract liabilities and deferred revenue	<b>181,501</b>	182,965
Interest-bearing bank borrowings	<b>9,180</b>	12,510
Lease liabilities	<b>37,107</b>	35,731
Tax payable	<b>2,580</b>	1,221
Provision for reinstatement costs	<b>3,220</b>	5,045
	<hr/>	<hr/>
Total current liabilities	<b>253,935</b>	277,977
	<hr/>	<hr/>
<b>NET CURRENT ASSETS</b>	<b>19,046</b>	4,585
	<hr/>	<hr/>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>214,734</b>	201,466
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**INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**(Continued)**

*As at 30 September 2024*

	<b>30 September 2024 <i>HK\$'000</i> (Unaudited)</b>	31 March 2024 <i>HK\$'000</i> (Audited)
<b>NON-CURRENT LIABILITIES</b>		
Lease liabilities	<b>63,555</b>	51,508
Provision for reinstatement costs	<b>10,306</b>	8,800
Deferred tax liabilities	<b>4,266</b>	4,395
	<hr/>	<hr/>
Total non-current liabilities	<b>78,127</b>	64,703
	<hr/>	<hr/>
Net assets	<b>136,607</b>	136,763
	<hr/> <hr/>	<hr/> <hr/>
<b>EQUITY</b>		
Issued capital	<b>4,000</b>	4,000
Reserves	<b>132,607</b>	132,763
	<hr/>	<hr/>
Total equity	<b>136,607</b>	136,763
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## NOTES

### 1. CORPORATE INFORMATION

Miricor Enterprises Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at 18/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong.

During the period, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in the provision of non-surgical medical aesthetic and wellness beauty services and the sale of skincare products.

In the opinion of the directors, the immediate holding company and the ultimate holding company of the Company is Sunny Bright Group Holdings Limited, a company incorporated in the British Virgin Islands.

### 2.1 BASIS OF PREPARATION

The interim condensed consolidated financial information of the Group for the six months ended 30 September 2024 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants.

The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2024.

The interim condensed consolidated financial information has been prepared under the historical cost convention. The financial information is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2024, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) for the first time for the current period’s financial information.

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

The Group did not have to change its accounting policies, or make retrospective adjustments, as a result of adopting these standards.

### 3. OPERATING SEGMENT INFORMATION

The Group has one reportable operating segment, namely the non-surgical medical aesthetic and wellness beauty services segment, and is principally engaged in the provision of non-surgical medical aesthetic and wellness beauty services and the sale of skincare products in Hong Kong and Chinese Mainland. Information reported to the Group's chief operating decision maker for the purpose of making decisions about resource allocation and performance assessment is focused on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

#### Geographical information

(a) *Revenue from external customers*

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Hong Kong	195,040	215,069
Chinese Mainland	5,036	21,941
	<u>200,076</u>	<u>237,010</u>

The revenue information above is based on the locations of the services provided or products delivered.

(b) *Non-current assets*

	30 September 2024	31 March 2024
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Hong Kong	160,499	164,445
Chinese Mainland	3,962	4,552
	<u>164,461</u>	<u>168,997</u>

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

#### Information about major customers

Since no revenue derived from sales to a single customer of the Group has accounted for over 10% of the Group's total revenue during the six months ended 30 September 2024 and 2023, no information about major customers is presented.

#### 4. REVENUE AND OTHER INCOME

An analysis of revenue is as follows:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Revenue from contracts with customers</b>		
Treatment services	170,722	176,335
Skincare products	29,336	60,631
Medical consultation services	2	6
Prescription and dispensing of medical products	16	38
	<u>200,076</u>	<u>237,010</u>

An analysis of other income is as follows:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Bank interest income	2,918	2,437
Others	499	287
	<u>3,417</u>	<u>2,724</u>

#### 5. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Depreciation of property, plant and equipment	19,259	20,868
Depreciation of right-of-use assets	22,996	25,095
Lease payments not included in the measurement of lease liabilities	777	4,528
Foreign exchange differences, net	695	(601)
Impairment of trade receivables, net	–	39
	<u>–</u>	<u>39</u>

## 6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 September 2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2023: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2023: 8.25%) and the remaining assessable profits are taxed at 16.5% (2023: 16.5%).

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Current — Hong Kong		
Charge for the period	<b>2,327</b>	13
Deferred	<b>66</b>	(3,597)
	<hr/>	<hr/>
Total tax charge/(credit) for the period	<b><u>2,393</u></b>	<b><u>(3,584)</u></b>

## 7. DIVIDEND

The Board does not declare the payment of any interim dividend in respect of the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

## 8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$630,000 (six months ended 30 September 2023: HK\$13,050,000), and the weighted average number of ordinary shares of 400,000,000 (six months ended 30 September 2023: 400,000,000) in issue during the period.

The Group had no potentially dilutive ordinary shares in issue during the six months ended 30 September 2024 and 2023.

## 9. TRADE RECEIVABLES

	<b>30 September</b>	31 March
	<b>2024</b>	2024
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Audited)
Trade receivables	<b>3,923</b>	13,522
Impairment	<b>(120)</b>	(120)
	<hr/>	<hr/>
	<b><u>3,803</u></b>	<b><u>13,402</u></b>



The Group's trading terms with its individual customers are mainly on cash and/or credit card settlement while the trading terms with its corporate customers are on credit. The credit period is generally 2 to 30 days for credit card settlement from the respective financial institutions and up to 60 days for corporate customers. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	<b>30 September 2024 HK\$'000 (Unaudited)</b>	31 March 2024 HK\$'000 (Audited)
Within 1 month	3,129	5,800
1 to 3 months	222	5,856
Over 3 months	452	1,746
	<u>3,803</u>	<u>13,402</u>
Total	<u><u>3,803</u></u>	<u><u>13,402</u></u>

#### 10. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	<b>30 September 2024 HK\$'000 (Unaudited)</b>	31 March 2024 HK\$'000 (Audited)
Within 1 month	9,155	10,278
1 to 3 months	–	234
Over 3 months	34	49
	<u>9,189</u>	<u>10,561</u>
Total	<u><u>9,189</u></u>	<u><u>10,561</u></u>

The trade payables are non-interest-bearing and generally have an average settlement term of 30 days.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is primarily engaged in the non-surgical medical aesthetic and wellness beauty industry in Hong Kong and the sale of skincare products in Chinese Mainland and Hong Kong.

During the six months ended 30 September 2024 (the “Period Under Review”), the market environment in the region was sluggish, with economic recovery progressing slower than anticipated, and the business environment remained challenging. In response to the difficult economic conditions, the Group not only implemented targeted advertising strategies but also actively enhanced its internal management system to boost cost efficiency and strengthen core competitiveness of the Group. Moreover, operational optimization measures introduced in the previous financial year, such as sales network and resource allocation, have started to show positive results. We remain committed to navigating ongoing uncertainties and ensuring the Group’s long-term growth through a prudent approach.

During the Period Under Review, the Group generated revenue of HK\$200.1 million, representing a decrease of 15.6% from HK\$237.0 million for the six months ended 30 September 2023 (the “Previous Period”). The decline in revenue was primarily attributed to the subdued economic conditions and market sentiment.

The Group’s net loss significantly decreased from HK\$13.1 million for the Previous Period to a net loss of approximately HK\$0.6 million for the Period Under Review. Such reduction in loss is mainly due to improvements in operational efficiency and effective cost control measures. The change is attributable to (i) reduction in other expenses, particularly in administrative cost resulting from enhanced operational efficiency and the marketing expenses resulting from more targeted and effective marketing strategies; and (ii) improve in staff cost efficiency through the enhancement in operating system.

The Group’s three CosMax+ medical aesthetic centres are all located in prime locations in Hong Kong, which helps attract and establish a diverse customer base. All devices and treatment services undergo clinical evaluation by doctors before adoption to ensure the provision of safe and high-quality customized treatment services. We continuously innovate in response to market demand, introducing various medical beauty treatments to diversify our service offerings.

The Group also operates three VITAE treatment centres in prime locations in Hong Kong. The VITAE brand, specializing in wellness beauty, embraces the service concept of “maintaining the perfect balance of beauty and health, radiating beauty from within” and has already established a stable customer base.

We remain committed to the operating philosophy of the Group over the years, focusing on high quality, to deliver exceptional services to customers, in order to strengthen customer confidence and loyalty to the Group's brand.

XOVÈ is a premium skincare product brand developed by a team of Swiss skincare experts. During the Period Under Review, we operated three retail stores located in first-tier shopping malls in Hong Kong and also promoted and sold products through our e-shop. XOVÈ products are also sold in Chinese Mainland through Sephora stores and various online platforms such as Tmall and Douyin. Despite lower-than-expected sales due to the downturn in the retail industry in Chinese Mainland and Hong Kong during the Period Under Review, we are pleased to note that customers' recognition of the product quality and support for the brand have helped establish a loyal customer base in a relatively short operating history.

In an uncertain global economic environment, governments have introduced various macroeconomic measures to facilitate and accelerate recovery, while maintaining economic growth on an upward path. However, consumer confidence is expected to remain relatively low in the short term. Looking ahead to the second half of the year, we will continue to adopt a cautious and prudent operating strategy. Adhering to our philosophy, we will keep optimizing our operational strategies and cost to maintain the Group's competitiveness. We will prioritize resources towards our core businesses with competitive advantages to enhance overall profitability and deliver greater value and returns to our shareholders.

## **FINANCIAL REVIEW**

### **Revenue**

Revenue amounted to approximately HK\$200.1 million for the Period Under Review, representing a decrease of approximately HK\$36.9 million or 15.6% as compared to approximately HK\$237.0 million for the Previous Period. The decrease was primarily attributed to the subdued economic conditions and market sentiment.

### **Cost of inventories and consumables**

Cost of inventories and consumables amounted to approximately HK\$25.4 million and HK\$27.0 million for the Period Under Review and Previous Period respectively, representing 12.7% and 11.4% of total revenue for the respective periods.

### **Staff costs**

Staff costs decreased by approximately HK\$17.3 million, or 18.9%, from approximately HK\$91.5 million for the Previous Period to approximately HK\$74.2 million for the Period Under Review. The decrease was primarily attributable to the decrease in number of staff during the Period Under Review as compared to Previous Period. As at 30 September 2024, the Group has a total of 242 employees (30 September 2023: 413 employees).

### **Property rentals and related expenses**

Property rentals and related expenses decreased by approximately HK\$6.0 million or 17.2%, from approximately HK\$34.9 million for the Previous Period to approximately HK\$28.9 million for the Period Under Review. The decrease was primarily due to the closure of retail stores.

### **Depreciation of property, plant and equipment**

Depreciation charge in relation to property, plant and equipment amounted to approximately HK\$19.3 million and approximately HK\$20.9 million for the Period Under Review and Previous Period, respectively, representing 9.6% and 8.8% of total revenue for the respective periods.

### **Other expenses, net**

Other expenses, net decreased by approximately HK\$28.1 million or 35.3%, from approximately HK\$79.5 million for the Previous Period to approximately HK\$51.4 million for the Period Under Review. The decrease was primarily attributable to improvements in operational efficiency and effective cost control measures during the Period Under Review. The change is attributable to reduction in administrative cost resulting from enhanced operational efficiency and the marketing expenses resulting from more targeted and effective marketing strategies.

### **Finance costs**

Finance costs amounted to approximately HK\$2.6 million for both the Period Under Review and Previous Period.

### **Income tax**

Income tax expense amounted to approximately HK\$2.4 million for the Period Under Review and income tax credit approximately HK\$3.6 million for the Previous Period.

## **Loss for the period**

Loss attributable to owners of the Company was approximately HK\$0.6 million for the Period Under Review (Previous Period: 13.1 million).

## **INTERIM DIVIDEND**

The Board does not declare the payment of an interim dividend for the Period Under Review (Previous Period: Nil).

## **CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES**

The total equity of the Group as at 30 September 2024 was approximately HK\$136.6 million. We continue to maintain a strong financial position with cash and cash equivalents of approximately HK\$128.6 million as at 30 September 2024. Our working capital, excluding those lease liabilities relating to properties leased for own use, was HK\$56.2 million. Based on our steady cash inflows from operations, coupled with sufficient cash and bank balances, we have adequate liquidity and financial resources to meet our working capital requirements in this financial year.

As at 30 September 2024, most of our cash and bank balances was denominated in Hong Kong Dollar, United States Dollar and Renminbi.

## **LEASE LIABILITIES**

As at 30 September 2024, the Group had lease liabilities of approximately HK\$100.7 million.

## **INDEBTEDNESS**

### **Interest-bearing Bank Borrowings**

As at 30 September 2024, our Group had approximately HK\$9.2 million outstanding interest-bearing bank borrowings (31 March 2024: approximately HK\$12.5 million).

### **Contingent Liabilities and Guarantees**

As at 30 September 2024, our Group had no significant contingent liabilities and guarantees (31 March 2024: Nil).

## **Charge of Assets**

As at 30 September 2024, there was no charge on the assets of our Group except for the time deposits of approximately HK\$61.9 million (31 March 2024: approximately HK\$62.6 million) pledged for banking facilities as security for credit card instalments programme.

## **Gearing Ratio**

The gearing ratio of the Group, calculated as total borrowings divided by total share capital and reserves, was approximately 6.7% as at 30 September 2024 (31 March 2024: approximately 9.1%).

## **Foreign Currency Risk**

Our Group carries out its business in Hong Kong and most of its transactions are denominated in Hong Kong Dollar. Our Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the six months ended 30 September 2024.

## **Interest Rate Risk**

Our Group has no significant interest rate risk. Our Group currently does not have any specific policies in place to manage interest rate risk and has not entered into any interest rate swap transactions to mitigate interest rate risk, but will closely monitor related risk in the future.

## **Significant Investments, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures, and Future Plans for Material Investments or Capital Assets**

There were no significant investments held by the Company during the six months ended 30 September 2024, nor were there any material acquisitions and disposals of subsidiaries, associates and joint ventures during the reporting period. Save as disclosed in this announcement, there is no plan authorised by the Board for other material investments or additions of capital assets as at the date of this announcement.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 September 2024, our Group has a total of 242 employees (30 September 2023: 413). Staff costs, including Directors' remuneration, of our Group were approximately HK\$74.2 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$91.5 million). Remuneration is determined with reference to factors such as comparable market salaries and work performance, time commitment and responsibilities of each individual. Employees are provided with relevant in-house and/or external training from time to time. In addition to basic salary, year-end bonuses are offered to employees who performed outstandingly to attract and retain eligible employees to contribute to our Group.

## **EVENTS AFTER THE REPORTING PERIOD**

There was no significant event occurred after the reporting period.

## **PROSPECTS**

We recognize that the consumer market is undergoing a period of structural transition and shifting consumption patterns. Therefore, we will continue to implement cautious and prudent operating strategies, leveraging the Group's strengths and making timely adjustments in response to market changes.

In recent years, the Group has implemented several strategic measures to diversify its revenue streams and reduce expenses, including optimizing its sales network and launching various promotional activities. At the same time, we have effectively managed our working capital and maintained a low gearing ratio over the years. With sufficient liquidity, we are well-positioned to maintain a strong financial standing amidst the current economic environment of relatively high interest rates and slow recovery.

Looking ahead to the second half of the year, factors affecting local consumption may improve gradually following global interest rate cuts, which are expected to have a positive impact on local consumption. We will actively introduce new treatments and products, enhance the visibility and market presence of our brands and businesses, and meet the evolving market demand. Throughout the years, we have upheld the operational philosophy of "placing customer needs at the core of our business, fulfilling customers' pursuit of beauty". We firmly believe that the core values established on this foundation will enable the Group to maintain steady progress through different economic cycles.

## **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months ended 30 September 2024.

## **COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions Directors of Listed Issuers contained in Appendix C3 of the Listing Rules of the Stock Exchange. Having made specific enquiries to all the Directors, all the Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the six months ended 30 September 2024.

## **CORPORATE GOVERNANCE CODE**

The Company recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 of Listing Rules. During the six months ended 30 September 2024, the Company had complied with all the applicable code provisions of the CG Code, except the deviation stipulated below.

According to the code provision C.2.1 of the CG Code, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Under the current management structure of the Company, Ms. LAI Ka Yee Gigi is the chairlady of the Board (the "Chairlady") and chief executive officer of the Company (the "Chief Executive Officer"). As Ms. LAI Ka Yee Gigi has been leading the Group as the Group's Chief Executive Officer and a director of each of major subsidiaries since the establishment of the relevant major subsidiaries, the Board believes that it is in the best interest of the Group to continue to have Ms. LAI Ka Yee Gigi acting as the Chairlady and Chief Executive Officer for more effective management and planning of the Group. Therefore, the Board considers that the deviation from provision C.2.1 of the CG Code is acceptable and appropriate in the circumstances and currently does not propose to separate the functions of chairman and the chief executive officer.



## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference following the Rules 3.21 to 3.23 of the Listing Rules and the CG Code. The audit committee consists of three independent non-executive Directors, namely Mr. Cheng Yuk Wo, who has the appropriate auditing and financial related management expertise and serves as the chairman of the audit committee, Mr. Cheng Fu Kwok David and Mr. Li Wai Kwan. The condensed consolidated financial information of the Group for the six months ended 30 September 2024 has not been reviewed by the Company's independent auditor but has been reviewed by the Company's audit committee.

By order of the Board  
**Miricor Enterprises Holdings Limited**  
**LAI Ka Yee Gigi**  
*Chairlady & Chief Executive Officer*

Hong Kong, 29 November 2024

*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.*