
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

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, 18 September 2026 at 3:00 p.m. is set out on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

24 July 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the board	3
Introduction	3
Share issue mandate	4
Share repurchase mandate	4
Re-election of retiring directors	5
Re-appointment of auditor	5
Annual general meeting	6
Voting by way of poll	6
Action to be taken	7
Recommendation	7
Appendix I – Explanatory statement	8
Appendix II – Details of retiring directors proposed to be re-elected	12
Notice of annual general meeting	16

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, 18 September 2026 at 3:00 p.m.
“Articles”	the existing articles of association of the Company and as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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
“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”	17 July 2026, 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
“Repurchase Resolution”	the proposed repurchase resolution as referred to in ordinary resolution no. 6 of the notice of the AGM

DEFINITIONS

“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
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	Shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and/or the Articles of Association, which include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	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

Mr. TANG Sung Kin

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

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

18/F, Nan Fung Tower

88 Connaught Road Central

Central, Hong Kong

Independent Non-executive Directors:

Mr. CHENG Fu Kwok David

Mr. CHENG Yuk Wo

Mr. LI Wai Kwan

24 July 2026

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
RE-APPOINTMENT OF AUDITOR
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, the re-election of retiring Directors and re-appointment of auditor; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

SHARE ISSUE MANDATE

On 29 September 2025, 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.

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 (excluding Treasury Shares, if any) 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. 5 and 7 respectively of the notice of the AGM.

SHARE REPURCHASE MANDATE

On 29 September 2025, 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 (excluding Treasury Shares, if any) 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.

LETTER FROM THE BOARD

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 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 comprises seven Directors, including four executive Directors, namely Ms. LAI Ka Yee Gigi, Mr. HO Tsz Leung Lincoln, Dr. LAM Ping Yan and Mr. TANG Sung Kin; and three independent non-executive Directors namely 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 Dr. LAM Ping Yan, will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Pursuant to Article 83(3) of the Articles of Association, Mr. TANG Sung Kin who was appointed as a new Director by the Board on 30 December 2025, shall hold office until the AGM, and being eligible, will offer himself for re-election as Director at the AGM.

The Nomination Committee had reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, and had considered the perspectives, skills, experience and diversity of the above retiring directors can bring or contribute to the Board, 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, Dr. LAM Ping Yan and Mr. TANG Sung Kin shall 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.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will be proposed at the AGM to re-appoint the auditor and to authorise the Board to fix the auditor's remuneration. Ernst & Young has indicated its willingness to be re-appointed as the Company's auditor for the said period.

LETTER FROM THE BOARD

The estimated audit fee for the said period agreed with Ernst & Young is expected to be approximately HKD1.7 million (representing approximately a 3% increment from the audit fee of the previous period). Such estimated audit fee was determined after arm's length negotiations between the Company and Ernst & Young with reference to, among other things, (i) the audit fee for the previous period; (ii) the scope of the audit and the expected level of audit services required for the Group for the said period; (iii) the Group's business scale, operations and organisational structure; (iv) the expected timetable for the audit services; and (v) the level of professional staff and resources required to complete the audit services. The estimated audit fee is based on the information currently available to the Company and Ernst & Young at this stage, and may be subject to adjustment if there is any material change in the audit scope, the Group's business and operations, reporting timetable or other relevant circumstances during the said period.

ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors and re-appointment of auditor. The notice of the AGM is set out on pages 16 to 20 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 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.

LETTER FROM THE BOARD

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

RECOMMENDATION

The Directors consider 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 and re-appointment of auditor 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 and the Company did not have any treasury shares) 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 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.

As at the Latest Practicable Date, the Company had no Shares repurchased and no treasury shares. If on the exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate, the Company will cancel the repurchased Shares following settlement of such repurchase and will not hold the same as treasury Shares.

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 and the Companies Act 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 profits or share premium of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. The amount of premium payable on repurchase may only be paid out of either the profit of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Act. Subject to the Companies Act of the Cayman Islands, a repurchase may also be made out of the capital 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 2026) 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 will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles 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 on the exercise up the power to repurchase Shares pursuant to the Share Repurchase Mandate, 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. CONFIRMATION

The Directors confirmed that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

7. 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	Lowest
	Traded Price	Traded Price
	<i>HK\$</i>	<i>HK\$</i>
2025		
July	1.15	1.05
August	1.11	1.05
September	1.09	1.00
October	0.98	0.88
November	1.10	1.10
December	–	–
2026		
January	0.85	0.80
February	0.90	0.70
March	0.95	0.60
April	0.94	0.67
May	0.96	0.65
June	0.92	0.61
July (up to the Latest Practicable Date)	0.91	0.72

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 54, 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 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, Ms. LAI Ka Yee Gigi 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, Ms. LAI Ka Yee Gigi (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 Latest Practicable Date, Ms. LAI Ka Yee Gigi 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.

Ms. LAI Ka Yee Gigi has entered into a service agreement with the Company for term of 3 years and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the service agreement, she is entitled to a monthly salary of HK\$775,000 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, Ms. LAI Ka Yee Gigi 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.

Dr. LAM Ping Yan (林秉恩), age 74, was appointed as an executive director in July 2020. Dr. LAM Ping Yan (“**Dr. Lam**”) 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 Medical 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. 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 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, Dr. Lam does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Lam has entered into a service agreement with the Company for a term of 3 years and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. 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. Tang Sung Kin (鄧崇堅), aged 47, was appointed as an executive director on 30 December 2025. He joined the Group in January 2022 and has served as the chief financial officer of the Company since then. Mr. Tang Sung Kin ("**Mr. Tang**") is primarily responsible for overseeing the overall financial management, corporate governance, and strategic implementation of internal control compliance frameworks across the Group's operations. Mr. Tang currently holds directorships in a number of subsidiaries of the Company.

Mr. Tang has over two decades of professional experience in corporate finance, private equity, and corporate management across Hong Kong and Chinese mainland. Prior to joining the Group, Mr. Tang served at PricewaterhouseCoopers from September 2001 to September 2004. He then served as an assistant vice president of CDIB Capital Limited from September 2004 to August 2008. Immediately prior to joining the Group, Mr. Tang served as an executive director of CITIC International Assets Management Limited from August 2008 to January 2022.

Mr. Tang is a Chartered Financial Analyst of the CFA Institute and a fellow member of the Hong Kong Institute of Certified Public Accountants. He obtained his bachelor's degree in Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University in 2001.

Save as disclosed, Mr. Tang (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. Tang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Tang has entered into a service agreement with the Company for his appointment as an executive Director of the Company and his term shall commence from 30 December 2025 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. Mr. Tang is entitled to receive a monthly salary of HK\$179,940 for his current role as the chief financial officer of the Company. Mr. Tang is not entitled to receive any director's emolument for acting as an executive Director, but shall be entitled to discretionary bonus at the sole discretion of the Board and the Remuneration Committee having regard to the operating results of the Group and the performance of Mr. Tang.

Save as disclosed above, Mr. Tang 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 (“AGM”) 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, 18 September 2026 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 2026 and the report of the directors and the independent auditor’s report.
2. To declare a final dividend of HK10 cents per share for the year ended 31 March 2026.
3. (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 Dr. LAM Ping Yan as an Executive Director; and
 - (iii) to re-elect Mr. TANG Sung Kin as an Executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint Ernst & Young as auditor of the Company for the ensuring year and to authorise the Board to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

5. “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 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 (excluding any Treasury Shares, if any) 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

NOTICE OF ANNUAL GENERAL MEETING

- (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

“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).”

6. **“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 (excluding any Treasury Shares, if any) 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

7. “**THAT** subject to the passing of ordinary resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 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. 6 above, provided that such extended number of shares shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares, if any) 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, 24 July 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The annual general meeting (the “AGM”) will be held in the form of physical meeting.
2. Any member of the Company entitled to attend and vote at the AGM 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.
3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. The record date for determining the entitlement of the holders of Shares to attend and vote at the AGM will be Friday, 18 September 2026. The register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4: 30 p.m. on Monday, 14 September 2026.
5. Subject to the approval of the shareholders at the AGM, the proposed final dividend will be payable on Friday, 23 October 2026 to the shareholders whose names appear on the register of members of the Company on Wednesday, 30 September 2026. To ascertain the entitlement of the shareholders to the proposed final dividend, the register of members of the Company will be closed from Friday, 25 September 2026 to Wednesday, 30 September 2026, both days inclusive, during which period no transfer of shares will be registered by the Company. The record date for the proposed final dividend will be Wednesday, 30 September 2026. In order to qualify for the proposed final dividend, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 September 2026.
6. With regard to resolutions no. 3(a)(i), (ii) and (iii) as set out in this notice, details of the retiring Directors proposed to be re-elected are set out in Appendix II to the circular of the Company dated 24 July 2026.
7. In connection with the proposed repurchase mandate under ordinary resolution no. 6, an explanatory statement as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 24 July 2026.
8. As at the date of this notice, the Board comprises four executive Directors, namely, Ms. LAI Ka Yee Gigi, Mr. HO Tsz Leung Lincoln, Dr. LAM Ping Yan and Mr. TANG Sung Kin and three independent non-executive Directors, namely, Mr. CHENG Fu Kwok David, Mr. CHENG Yuk Wo and Mr. LI Wai Kwan.
9. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the Company’s website (www.miricor.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify members of the Company of the date, time and place of the adjourned AGM.

The AGM will be held as scheduled while an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situation.