

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Miricor Enterprises Holdings Limited (the “**Company**”) dated 30 December 2016.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus carefully for detailed information about the Company and the Placing described in this announcement before deciding whether or not to invest in the Placing Shares thereby being offered.

## **Miricor Enterprises Holdings Limited**

### **卓珈控股集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

#### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 100,000,000 Placing Shares**

**Placing Price : Not more than HK\$0.8 per**

**Placing Share, plus brokerage of 1%,  
SFC transaction levy of 0.0027% and  
Stock Exchange trading fee of 0.005%  
(payable in full on application in  
Hong Kong dollars, subject to refund)**

**Nominal Value : HK\$0.01 per Share**

**Stock Code : 8358**

**Sole Sponsor**



**Shenwan Hongyuan Capital (H.K.) Limited**

申萬宏源融資(香港)有限公司

**Financial Adviser**

**Opus** Capital Limited  
創富融資有限公司

**Joint Bookrunners and Joint Lead Managers**



**Shenwan Hongyuan Capital (H.K.) Limited**

申萬宏源融資(香港)有限公司



**結好證券有限公司**  
GET NICE SECURITIES LIMITED



**Opus** Capital Limited  
創富融資有限公司

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, during normal office hours from 9:00 a.m. to 5:00 p.m. from Friday, 30 December 2016 to Friday, 6 January 2017 (both dates inclusive and on Business Days only) at the following offices of the Joint Lead Managers:

**Shenwan Hongyuan Capital (H.K.)  
Limited**

Level 19, 28 Hennessy Road  
Wanchai  
Hong Kong

**Get Nice Securities Limited**

10/F Cosco Tower, Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

**Opus Capital Limited**

18/F, Fung House  
19–20 Connaught Road Central  
Central  
Hong Kong

Pursuant to the Underwriting Agreement, a total of 100,000,000 Placing Shares, representing in aggregate 25% of our Company's enlarged share capital immediately after the completion of the Placing and the Capitalisation Issue (without taking into account any Shares which may be issued upon exercise of any options which may be granted under the Share Option Scheme), will be made available for subscription by way of Placing, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus, at the Placing Price. It is expected that the Underwriters, on behalf of the Company, will conditionally place the Placing Shares to selected professional, institutional and/or other investors in Hong Kong.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfilment of the conditions as set out in the section headed "Structure of the Placing — Conditions of the Placing" in the Prospectus. If such conditions have not been fulfilled or waived (as the case may be) in accordance with the terms and conditions of the Underwriting Agreement on or before the times and dates specified therein, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.miricor.com](http://www.miricor.com) on the next Business Day following such lapse.

The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be on Tuesday, 10 January 2017).

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to (i) the Placing; (ii) the Capitalisation Issue; and (iii) the exercise of any options which may be granted under the Share Option Scheme. Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will not be more than HK\$0.8 per Placing Share, and is expected to be not less than HK\$0.6 per Placing Share. The Placing Price is expected to be determined by agreement between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or about Friday, 30 December 2016 or such later date as may be agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters). If, for any reason, the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to agree on the Placing Price on or before the Price Determination Date, or the Underwriting Agreement is not signed, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.miricor.com](http://www.miricor.com).

No temporary documents of title will be issued by the Company and no receipt will be issued for the subscription monies for the Placing Shares. Share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The final Placing Price, the levels of indication of interests in the Placing and the basis of allocations of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.miricor.com](http://www.miricor.com) on Monday, 9 January 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 10 January 2017. Shares will be traded in board lots of 5,000 Shares each. The GEM stock code for the Shares is 8358.

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

Hong Kong, 30 December 2016

*As at the date of this announcement, the Board comprises two executive Directors, namely, Ms. Lai Ka Yee Gigi and Mr. Ma Ting Wai Barry; and three independent non-executive Directors, namely, Mr. Cheng Yuk Wo, Mr. Cheng Fu Kwok David and Mr. Li Wai Kwan.*

*This announcement, for which all the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.miricor.com](http://www.miricor.com).*