

DEFINITIONS

In this [REDACTED], unless the context otherwise requires, the following expressions shall have the following meanings:

“1Q2016”	the three months ended 30 June 2015
“1Q2017”	the three months ended 30 June 2016
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on [●] to take effect on the [REDACTED], as amended or supplemented from time to time
“Board” or “Board of Directors”	the board of directors of our Company
“business day” or “Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
[REDACTED]	[REDACTED]
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Central Centre”	our medical aesthetic centre situated at 19th Floor, Club Lusitano, 16 Ice House Street, Central, Hong Kong which was opened in April 2014

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“CM Technology”	CM Technology Development Limited, a company incorporated in Hong Kong on 1 April 2014 and is directly wholly-owned by Coresmax
“CMIP”	CMIP Limited (名權有限公司) (formerly known as CMIP Limited and changed to its current name on 23 May 2014), a company incorporated in BVI on 10 April 2014 and is directly wholly-owned by Coresmax
“CMM”	Cos Max Medical Centre Limited, a company incorporated in Hong Kong on 2 December 2009 and is directly wholly-owned by Coresmax
“CMM (Central)”	Cos Max Medical Centre (Central) Limited, a company incorporated in Hong Kong on 26 February 2014 and is directly wholly-owned by Coresmax
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Miricor Enterprises Holdings Limited (卓珈控股集團有限公司) (formerly known as Treshaa Enterprises Holdings Limited (卓珈控股集團有限公司), and changed to its current name on 10 August 2016) the holding company of our Group upon completion of the Reorganisation and the [REDACTED] vehicle for the [REDACTED], which is an exempted company with limited liability incorporated in the Cayman Islands on 6 July 2016
“Controlling Shareholder(s)”	shall have the meaning given to it under the [REDACTED] and unless the context otherwise requires, refers to Sunny Bright, Mrs. Gigi Ma and Mr. Patrick Ma either individually or as a group of persons where the context requires
“Coresmax”	Coresmax Group Holdings Limited, a company incorporated in the BVI with limited liability on 6 July 2016, which owns 100% shareholding interest in each of our Major Subsidiaries and is wholly-owned by our Company
“CosMax Academy”	our training centre for providing training programmes to our trained therapists situated at one of our leased properties at Unit 1205, Wayson Commercial Building, 28 Connaught Road West, Hong Kong as at the Latest Practicable Date

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“Cos Max Academy Limited”	Cos Max Academy Limited, a company incorporated in Hong Kong on 1 April 2015 and is directly wholly-owned by Coresmax
“Cos Max Limited”	Cos Max Limited, a company incorporated in Hong Kong on 18 February 2005 and is directly wholly-owned by Coresmax
“Counsel”	Mr. Jeevan Hingorani, barrister-at-law of Hong Kong, legal adviser to our Company as to Hong Kong laws in relation to the [REDACTED]
“CWB Centre”	our medical aesthetic centre situated at 22nd Floor, Soundwill Plaza, Russell Street, Causeway Bay, Hong Kong which commenced operation in December 2009
“Deed of Indemnity”	the deed of indemnity dated [●] 2016 entered into by our Controlling Shareholders in favour of our Company to provide certain indemnities, particulars of which are set out in “Statutory and General Information — E. Other Information — 1. Tax and other indemnities” in Appendix IV to this [REDACTED]
“Deed of Non-Competition”	the deed of non-competition dated [●] 2016 entered into by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Relationship with Controlling Shareholders — Non-competition Deed” in this [REDACTED]
“Directors” or “our directors”	the directors of our Company
“EPS”	an electronic payment system widely used in Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Frost & Sullivan Report”	an independent research report commissioned by our Company and prepared by Frost & Sullivan for the purpose of the [REDACTED]
“FY or “financial year”	financial year of our Company ended or ending 31 March
“G Max”	G Max Group Limited, a company incorporated in Hong Kong on 17 July 2009 and is directly wholly-owned by Coresmax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Group”, “we”, “our” or “us”	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government” or “HK Government”	the Government of Hong Kong
“Hong Kong Medical Code of Professional Conduct”	the Code of Professional Conduct issued by the Hong Kong Medical Council
“Hong Kong Medical Council”	the Medical Council of Hong Kong established under section 3 of the Medical Registration Ordinance (Chapter 161 of the Laws of Hong Kong)
[REDACTED]	[REDACTED]
“Independent Third Party(ies)”	a person who, as far as our Directors are aware after having made all reasonable enquiries, is not a connected person of our Company
“Issue Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the issue of new Shares, particulars of which are set out in “Statutory and General Information — A. Further information about our Company and our subsidiaries — 5. Written resolutions of our Shareholders passed on [●]” in Appendix IV to this [REDACTED]
[REDACTED]	[●]
[REDACTED]	[●]

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[REDACTED]	[REDACTED], being the latest practicable date for the purpose of ascertaining certain information contained in this [REDACTED] prior to its publication
[REDACTED]	the [REDACTED] of the Shares on [REDACTED]
[REDACTED]	the date on which the Shares are first [REDACTED] and from which dealings in the Shares are permitted to take place on [REDACTED]
[REDACTED]	the [REDACTED] of the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Major Subsidiaries”	subsidiaries of our Company other than Coresmax, namely, Cos Max Limited, G Max, CMM, CMM (Central), CM Technology, Cos Max Academy Limited, CMIP and Ocean Grand
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company conditionally adopted on [●] 2016 and effective on the [REDACTED], as amended or supplemented from time to time
“Mr. Barry Ma”	Mr. Ma Ting Wai Barry, an executive Director, the brother of Mr. Patrick Ma and the brother-in-law of Mrs. Gigi Ma
“Mr. Patrick Ma”	Mr. Ma Ting Keung, Patrick, a Controlling Shareholder and the spouse of Mrs. Gigi Ma and the brother of Mr. Barry Ma
“Mrs. Gigi Ma”	Ms. Lai Ka Yee Gigi, an executive Director, our chairlady and chief executive officer, a Controlling Shareholder and the spouse of Mr. Patrick Ma and the sister-in-law of Mr. Barry Ma
“Ocean Grand”	Ocean Grand Development Limited (海揚發展有限公司), a company incorporated in Hong Kong on 24 March 1994 and is directly wholly-owned by Coresmax
“Opus Capital”	Opus Capital Limited, a licensed corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and the financial adviser to our Company in relation to the [REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“PRC” or “China”	the People’s Republic of China, excluding for the purposes of this [REDACTED] only, Hong Kong, Macau and Taiwan
[REDACTED]	[REDACTED]
“Repurchase Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the repurchase of Shares, particulars of which are set out in “Statutory and General Information — A. Further information about our Company and our subsidiaries — 5. Written resolutions of our Shareholders passed on [●]” in Appendix IV to this [REDACTED]
“Reorganisation”	the reorganisation of our Group in preparation for the [REDACTED], details of which are set out in “History, Reorganisation and Corporate Structure — Reorganisation”
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

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“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company pursuant to a resolution passed by the Shareholders on [●], the principal terms of which are summarised in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this [REDACTED]
“Sole Sponsor”	Shenwan Hongyuan Capital (H.K.) Limited, a licensed corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunny Bright”	Sunny Bright Group Holdings Limited, a company incorporated in BVI with limited liability and owned by each of Mrs. Gigi Ma and Mr. Patrick Ma as to 50%, and is a Controlling Shareholder of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended or supplemented from time to time
“Track Record Period”	FY2015, FY2016 and 1Q2017
[REDACTED]	the [REDACTED] for the [REDACTED], whose names are set out in “[REDACTED] — [REDACTED]” in this [REDACTED]
[REDACTED]	the conditional [REDACTED] relating to the [REDACTED] to be entered into by, among others, our Company and the [REDACTED], as further described in “[REDACTED]” in this [REDACTED]
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“%”	per cent

In this [REDACTED], unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “significant shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the [REDACTED], unless the context otherwise requires.