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This announcement, for which the Directors collectively and individually 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

Miricor Enterprises Holdings Limited

卓 珈 控 股 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8358)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 1 June 2018, after trading hours, for the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

The Board considers that the listing of the Shares on the Main Board will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares. The Board therefore believes that the listing of the Shares on the Main Board will be beneficial to the Group's future growth and business development as well as its financial flexibility. The Transfer of Listing will not involve the issue of any new Shares by the Company.

Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 1 June 2018, after trading hours, for the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

REASONS FOR THE TRANSFER OF LISTING

The Company has been listed and traded on GEM since 10 January 2017. The principal activities of the Group are the provision of medical aesthetic services and sale of skin care products. The Directors consider that the Transfer of Listing will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares, and that the listing of the Shares on the Main Board will be beneficial to the Group's future growth and business development as well as its financial flexibility.

As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve the issue of any new Shares by the Company.

NO CHANGE IN CONTROLLING SHAREHOLDING

At the time of the Listing, Sunny Bright owned 300,000,000 Shares, being 75% of the then entire issued share capital of the Company. Sunny Bright was owned by each of Mrs. Gigi Ma and Mr. Patrick Ma as to 50%, and together they were the Controlling Shareholders of the Company. As of the date of this announcement, Sunny Bright owns 300,000,000 Shares, or 75% of the entire issued share capital of the Company. Sunny Bright is still owned by each of Mrs. Gigi Ma and Mr. Patrick Ma as to 50%, and together they are the Controlling Shareholders of the Company.

LISTING RULES IMPLICATIONS

The Transfer of Listing will not affect the current business objective and strategies of the Group. Because the Company has not experienced any change in principal businesses and Controlling Shareholders since the Listing, pursuant to Rule 9A.01A of the Listing Rules and the transitional arrangements set out in Appendix 28 to the Main Board Listing Rules, the Company is qualified as an Eligible Issuer and is not required to publish a listing document. The Company has appointed a sponsor in relation to the Transfer of Listing.

CONDITIONS OF THE TRANSFER OF LISTING

The Transfer of Listing is conditional upon, among other things:

- (1) the Listing Committee granting approval for the listing of, and permission to deal in on the Main Board (i) all Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of share options that may be granted under the Share Option Scheme; and
- (2) all other relevant approvals or consents required in connection with the implementation of the Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

GENERAL

The Board would like to emphasise that the definitive timetable for the Transfer of Listing has not yet been finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Transfer of Listing as and when appropriate.

Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

“Board”	the board of directors of the Company
“Company”	Miricor Enterprises Holdings Limited (卓珈控股集團有限公司), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Directors”	director(s) of the Company
“Eligible Issuer”	has the meaning ascribed to it in the Main Board Listing Rules
“GEM”	the Growth Enterprise Market of Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended from time to time)
“Group”	the Company and its subsidiaries
“Listing”	the listing of the Shares on GEM on 10 January 2017

“Listing Committee”	the listing committee of the Stock Exchange
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and in parallel with GEM and which, for avoidance of doubt, excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time)
“Mr. Patrick Ma”	Mr. Ma Ting Keung, Patrick, a Controlling Shareholder and the spouse of Mrs. Gigi 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
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time
“Share(s)”	share(s) of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 19 December 2016
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunny Bright”	Sunny Bright Group Holdings Limited, a company incorporated in British Virgin Islands 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
“Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules

By Order of the Board
Miricor Enterprises Holdings Limited
LAI Ka Yee Gigi
Chairlady

Hong Kong, 1 June 2018

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 Fu Kwok David, Mr. CHENG Yuk Wo and Mr. LI Wai Kwan.