

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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)

INSIDE INFORMATION

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Miricor Enterprises Holdings Limited (“**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PLACING OF EXISTING SHARES

On 13 November 2018, the board of directors of the Company (“**Board**”) has been informed by the controlling shareholder (as defined in the GEM Listing Rules) of the Company, Sunny Bright Group Holdings Limited (“**Vendor**”) that the Vendor has entered into an agreement (the “**Placing Agreement**”) with Get Nice Securities Limited (the “**Placing Agent**”), pursuant to which the Vendor has agreed to sell and the Placing Agent has agreed, on a best efforts basis, to procure not less than twenty-five placees (the “**Placees**”) to purchase 25,000,000 existing shares (the “**Placing Shares**”) of the Company, representing 6.25% of the issued share capital of the Company as at the date of this announcement, held by the Vendor to the Placees who are independent of and not connected with the Company or the Vendor, on the condition that each of the Placees shall purchase no more than 1,000,000 Placing Shares (“**Placing**”).

If the Placing Agent is unable to procure sufficient number of Placees to purchase all of the Placing Shares on the terms and conditions set out in the Placing Agreement by 15 November 2018 (or such later date as the Vendor and the Placing Agent may agree in writing), the Placing Agreement will lapse and the Placing will not proceed.

SHAREHOLDING CHANGE IN THE COMPANY

Immediately before completion of the Placing (assuming the issued share capital of the Company as at the date of this announcement remains unchanged up to then), the Vendor, which is owned as to 50% by Ms. Lai Ka Yee Gigi (“**Ms. Gigi Lai**”), the Chairlady of the Board and 50% by Mr. Ma Ting Keung, Patrick (“**Mr. Patrick Ma**”) will be interested in 300,000,000 shares of the Company, representing 75% of the issued share capital of the Company.

Immediately after completion of the Placing, the Vendor will own 275,000,000 shares of the Company, representing 68.75% of the issued share capital of the Company as at the date of this announcement, and the Vendor, Mr. Patrick Ma and Ms. Gigi Lai will remain the controlling shareholders of the Company.

As the Placing may or may not proceed, shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board
Miricor Enterprises Holdings Limited
LAI Ka Yee Gigi
Chairlady and Chief Executive Officer

Hong Kong, 13 November 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.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The directors of the Company, 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.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its posting and on the Company’s website at <http://www.miricor.com>.