
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.

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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
TERMINATION OF EXISTING SHARE OPTION SCHEME,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary 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 4:00 p.m. (or immediately after the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same venue, whichever is later) is set out on pages 43 to 45 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.

31 August 2026

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Adoption Date”	18 September 2026, being the date on which the New Share Option Scheme is to be adopted by resolution of the Company at the EGM;
“Articles”	the existing articles of association of the Company and as amended from time to time;
“Associate(s)”	shall have the meaning ascribed thereto under the Listing Rules;
“Auditors”	means the auditors of the Company for the time being;
“Board”	the board of Directors;
“Business Day”	shall have the meaning ascribed thereto under the Listing Rules;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“chief executive”	shall have the meaning ascribed thereto under the Listing Rules;
“Close Associate(s)”	shall have the meaning ascribed thereto under the Listing Rules;
“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;
“Connected Person(s)”	shall have the meaning ascribed thereto under the Listing Rules;
“Controlling Shareholder(s)”	the controlling shareholder(s) (as defined in the Listing Rules) of the Company;
“Core Connected Person”	shall have the meaning ascribed thereto under the Listing Rules;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“EGM” or “Extraordinary General Meeting”	the extraordinary 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 4:00 p.m. (or immediately after the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same venue, whichever is later);
“Eligible Participants”	any of the following categories of persons: (a) the Employee Participant(s); (b) the Service Provider(s); or (c) the Related Entity Participant(s);
“Employee Participant(s)”	directors (including independent non-executive Directors) and employees (whether full-time or part-time employee) of the Company or any of its Subsidiaries (including persons who are granted Options under the New Share Option Scheme as an inducement to enter into employment contracts with these companies);
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 19 December 2016;
“GEM”	the GEM of the Stock Exchange;
“Grantee”	any Eligible Participant who accepts an Offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) any person entitled to exercise any Option in consequence of the death of the original Grantee;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“inside information”	has the meaning defined in the Securities and Futures Ordinance as amended from time to time;

DEFINITIONS

“Latest Practicable Date”	24 August 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;
“Minimum Period”	with respect to an Option, the period commences on the Offer Date and ending on the day immediately prior to the first anniversary thereof;
“New Share Option Scheme”	the new share option scheme of the Company proposed to be adopted at the EGM, the principal terms of which are set out in Appendix I to this circular;
“Offer”	an offer of the grant of an Option made in accordance with the terms of the New Share Option Scheme;
“Offer Date”	the date on which an Offer is made to an Eligible Participant, which must be a Business Day;
“Option(s)”	an option to subscribe for Shares granted pursuant to the New Share Option Scheme;
“Option Period”	a period to be determined by the Board in its absolute discretion and notified by the Board to the Grantee during which the Option may be exercised and in any event, such period shall not be longer than ten (10) years commencing on the Offer Date and expiring on the last day of such ten-year period subject to the provisions for early termination contained in the terms of the New Share Option Scheme;
“Option Price”	the amount of HK\$1.00 payable for each acceptance of grant of Options(s);
“Related Entity Participant(s)”	directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company;

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company;
“Scheme Mandate Limit”	10% of the total number of issued Shares as of the Adoption Date, details of which are set out in Paragraph 19.1 of Appendix I to this Circular;
“Service Provider(s)”	persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group (excluding placing agents or financial advisers who provide advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity), as further detailed in Appendix I to this Circular;
“Service Provider Sublimit”	2% of the total number of issued Shares as of the Adoption Date, details of which are set out in Paragraph 19.2 of Appendix I to this Circular;
“SFC”	the Securities and Futures Commission of Hong Kong;
“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;
“Shareholder(s)”	registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price at which each Share subject to an Option may be subscribed on the exercise of that Option, subject to the terms of the New Share Option Scheme;
“Substantial Shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the SFC as amended, supplemented or otherwise modified from time to time;

DEFINITIONS

“Treasury Shares”

Shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and/or the Articles, which include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange; and

“%”

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

Independent Non-executive Directors:

Mr. CHENG Fu Kwok David

Mr. CHENG Yuk Wo

Mr. LI Wai Kwan

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

18/F, Nan Fung Tower

88 Connaught Road Central

Central, Hong Kong

31 August 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
TERMINATION OF EXISTING SHARE OPTION SCHEME,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM relating to (i) the termination of the Existing Share Option Scheme; and (ii) the adoption of the New Share Option Scheme, and to seek your approval of the relevant ordinary resolutions relating to these matters at the EGM.

LETTER FROM THE BOARD

2. PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

Termination of Existing Share Option Scheme

The Existing Share Option Scheme of the Company will expire on 18 December 2026. According to the terms of the Existing Share Option Scheme, the Company may by an ordinary resolution in general meeting terminate the operation of the Existing Share Option Scheme, and in such event, no further options can be granted under the Existing Share Option Scheme. The provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme. As at the Latest Practicable Date, the Company has no outstanding share options under the Existing Share Option Scheme.

Adoption of New Share Option Scheme

(1) Introduction

In view of the expiry of the Existing Share Option Scheme, and in order to continue to provide the Eligible Participants an opportunity to have a personal stake in the Company and help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group, the Company proposes to (i) terminate the Existing Share Option Scheme in accordance with its terms; and (ii) adopt a new share option scheme in accordance with Chapter 17 of the Listing Rules.

The New Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules. The terms of the New Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules effective on 1 January 2023.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix I to this circular.

LETTER FROM THE BOARD

(2) *The purpose*

The purpose of the New Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group. The New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

(3) *The conditions*

As set out in the section headed “1. CONDITIONS” in Appendix I to this circular, the Share Option Scheme is conditional upon:

- (1) the passing of the necessary ordinary resolution(s) at a general meeting of the Company approving (a) the adoption of the Share Option Scheme; and (b) authorising the Board to grant Options to Eligible Participants and to allot and issue Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal, in the Shares which may fall to be allotted and issued by the Company upon the exercise of the Options that may be granted under the New Share Option Scheme.

(4) *The Eligible Participants*

Eligible Participants include the Employee Participants, the Related Entity Participants and the Service Providers. In particular, Service Providers will be further divided into two categories, namely, (a) Medical Professionals; and (b) contractors, advisers and consultants.

LETTER FROM THE BOARD

The Board considers that the inclusion of part-time employees as Employee Participants is appropriate and aligns with the purpose of the New Share Option Scheme, being to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group.

The Group operates in the medical aesthetics business, in which the quality of services, customer experience, customer retention, brand reputation and business performance depend significantly on the expertise, experience and performance of the Group's client-facing and operational personnel. Due to the nature of the Group's business and the employment arrangements commonly adopted in the industry, certain employees of the Group may be engaged on a part-time basis while continuing to perform functions which are important to the Group's ordinary business operations and long-term development.

The Board considers that part-time employees may contribute to the Group in substantially similar ways as full-time employees, including through the provision of customer services, operational and clinic management support, sales and marketing support and other functions relevant to the Group's business. Flexible working arrangements also assist the Group in engaging and retaining qualified, experienced or skilled personnel who may not be available to work on a full-time basis. Excluding such part-time employees solely by reason of their working hours or employment arrangement may reduce the Group's ability to offer competitive incentives to valuable personnel and adversely affect the Group's ability to attract and retain talents in a competitive industry.

The eligibility of part-time employees is not automatic. In determining eligibility, the Board will consider, among other things, such participant's performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, length of service within the Group, and contribution and/or potential contribution to the development and growth of the Group. Accordingly, the Board is of the view that the inclusion of part-time employees as Employee Participants aligns the interests of such employees with those of the Company and the Shareholders and assists the Group in attracting and retaining Eligible Participants whose contributions are important to the long-term growth of the Group.

LETTER FROM THE BOARD

The table below set out information on such categories of the Service Providers. For further details of the criteria for determination of eligibility of Eligible Participants, please refer to section headed “5. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY” in Appendix I to this circular:

Service Providers	Respective contribution to the Group	Criteria for determining eligibility
Registered medical practitioners and other medical aesthetic professionals (“ Medical Professional(s) ”)	They are registered medical practitioners or they have knowledge, experience and skills in the medical aesthetic area that contributes to the Group’s business and competitiveness or with which the Group would consider important to maintain a close business relationship on an ongoing basis; provide medical aesthetic services to the clients of the Group and medical advisory services material and relevant to the Group’s operation; and are engaged with the Group on a regular or recurring basis.	• Their skills, professional qualifications and industry experience • Their performance, including whether the Medical Professionals have a proven track record of delivering quality services which constantly meet the requirements and expectation of the Group • The Group’s period and frequency of engagement of, or collaboration with, the Medical Professionals • Their actual contribution and/or future contribution to the development and growth of the Group, including the revenue generated with their involvement • Their consultancy fees, which reflect the scale and frequency of their engagement • The volume of their treatment sessions performed and the number of clients serviced

LETTER FROM THE BOARD

Service Providers	Respective contribution to the Group	Criteria for determining eligibility
Contractors, advisers and consultants	They provide commercial advisory, consultancy, sales and marketing services relating to the Group's business operation, and provide professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group	• Their experience and network in the relevant industry • The frequency of collaboration and length of business relationship with the Group (such as whether they relate to the core business of the Group and whether relevant dealings could be readily replaced by other parties and the relevant replacement costs) • Their reputation for reliable service in the industry, whether they have affiliated with professional organisation and whether they have a proven track record of meeting the business needs and expectation of the Group • The actual contribution and/or future contribution to the business affairs of the Group • The synergy between the relevant contractor, consultant and/or adviser and the Group

LETTER FROM THE BOARD

The Medical Professionals, being registered medical practitioners and medical aesthetic professionals, provide: (a) medical aesthetic services to the clients of the Group, including medical consultation, examination and diagnosis, injection procedures (such as the injection of botulinum toxin type A and dermal fillers) and selective energy-based treatment procedures; and (b) medical advisory services material and relevant to the Group's operation. Under the Medical Registration Ordinance (Chapter 161 of the Laws of Hong Kong), consultation involving the practice of medicine, medical diagnosis, the prescription and/or performance of medical treatments (such as the injection of botulinum toxin type A and dermal fillers), must be performed by registered medical practitioners.

The provision of medical aesthetic services is the Group's core revenue-generating activity. Revenue from treatment services amounted to approximately HK\$322.4 million for the year ended 31 March 2026 ("FY2026"), representing approximately 89.0% of the Group's total revenue of approximately HK\$362.4 million in FY2026, and the Group operated five (5) treatment centres during FY2026. The Medical Professionals are engaged on a regular or recurring basis to deliver these treatment services and to supervise the Group's trained therapists. The recurring nature of their engagement is evidenced by the recurring "consultancy fees for doctors" of approximately HK\$20.9 million in FY2026 (FY2025: approximately HK\$18.9 million, a year-on-year increase of approximately 10.7%), being a recurring annual operating expense of the Group.

In assessing the Medical Professionals' contributions, the Board considers, besides their skills, professional qualifications and industry experience, their performance, including whether the Medical Professionals have a proven track record of delivering quality services which constantly meet the requirements and expectation of the Group, (a) the revenue generated with their involvement (treatment services revenue of approximately HK\$322.4 million, or approximately 89.0% of total revenue, in FY2026); (b) the consultancy fees for doctors of approximately HK\$20.9 million in FY2026 (FY2025: approximately HK\$18.9 million), reflecting the scale and frequency of their engagement; (c) the volume of treatment sessions performed and the number of clients serviced; and (d) the length and frequency of their engagement with the Group. In respect of contractors, advisers and consultants, the Board considers their experience and network, the frequency of collaboration and length of business relationship with the Group, and their actual or expected contribution. The continuity and frequency of the Service Providers' engagement (in particular the Medical Professionals, who attend the Group's centres to perform consultations and treatments and to supervise trained therapists) are akin to those of employees, in that they provide services on a sustained, regular and recurring basis integral to the Group's operations, save that they are engaged under service contracts rather than employment contracts.

LETTER FROM THE BOARD

The independent non-executive Directors are of the view that, having considered (a) the nature and business needs of the Group, in particular that under the Medical Registration Ordinance certain treatments must be performed by registered medical practitioners; (b) the prevailing industry practice in the medical aesthetics sector, in which qualified doctors and professionals are commonly engaged as service providers or consultants rather than as employees; and (c) the material contribution of the Service Providers to the Group's revenue, service quality and competitiveness, the inclusion of the Service Providers as Eligible Participants is in line with the Company's business needs and the industry norm in the Company's ordinary and usual course of business and on a continuing and recurring basis, aligns with the purpose of the New Share Option Scheme, and is in the long-term interests of the Company and its Shareholders as a whole.

The contractors, advisers and consultants of the Group, such as (a) public relations and advertising agents; and (b) interior designers, also provide services on an ongoing or recurring basis in support of the Group's day-to-day operations, business development and competitiveness.

The public relations and advertising agents provide (i) targeted digital marketing services, being the design and execution of data-driven marketing campaigns across digital platforms and social media channels to reach specific target demographics; (ii) brand and reputation management services, being the formulation and maintenance of the Group's premium brand image and the arrangement and execution of collaborations with key opinion leaders and influencers to build the Group's market profile and social awareness; and (iii) lead generation and market analytics services, being the use of market analytics and search algorithms to identify prospective clients. The medical aesthetics and wellness beauty industry and sales of skincare products are highly competitive and depend significantly on consumer trust and brand prestige, and marketing, brand management and client acquisition form part of the Group's ordinary and usual course of business and serve as a principal driver of the Group's revenue growth. The Board considers that these services are provided on a continuing and recurring basis, as the Group requires ongoing marketing, brand management and client acquisition activities to sustain and grow its business, and the public relations and advertising agents are engaged by the Group on an ongoing basis rather than for one-off assignments.

LETTER FROM THE BOARD

The interior designers provide (i) sensory and spatial branding services, being the translation of the Group's premium brand identity into the physical environment of its treatment centres and skincare products retail shops; and (ii) workflow and clinical design services, being the design of the Group's premises to balance the hygiene, privacy and spatial requirements of a medical aesthetic setting and the operation needs of wellness beauty and retail environments with the ambience of high-end hospitality. In the premium medical aesthetics, wellness beauty and skincare products retail business, the physical environment in which the Group's services and products are delivered is an integral part of the Group's offering, as it elevates the perceived value of the Group's services and products, enhances client experience and retention, and the design and maintenance of the Group's treatment centres and skincare products retail shops accordingly form part of the Group's ordinary and usual course of business. The Board considers that these services are provided on a continuing and recurring basis, as the Group operates a network of treatment centres and skincare products retail shops and continues to expand and upgrade its network from time to time, requiring the design and fit-out of new locations and the periodic renovation and refreshment of existing locations in order to maintain a consistent premium brand experience across the Group's entire network.

The independent non-executive Directors are further of the view that, in respect of the contractors, advisers and consultants (such as public relations and advertising agents and the interior designers), having considered (a) the nature and business needs of the Group, in particular that the Group's business depends significantly on effective marketing, brand image management and client acquisition, and on the premium physical environment of its treatment centres and skincare products retail shops, in order to sustain and grow its revenue in a highly competitive industry; (b) the prevailing industry practice in the medical aesthetics, wellness beauty and skincare products retail sectors, in which public relations and advertising services and interior design services are commonly provided by external specialist agencies and professionals engaged as service providers or consultants rather than as employees; and (c) the material contribution of these Service Providers to the Group, namely the contribution of the public relations and advertising agents to the Group's brand prestige, indirect contribution to client acquisition and revenue growth, and the contribution of the interior designers to the Group's premium client experience and brand consistency across its treatment centres and skincare products retail shops, the inclusion of the contractors, advisers and consultants as Eligible Participants is in line with the Company's business needs and the industry norm in the Company's ordinary and usual course of business and on a continuing and recurring basis, aligns with the purpose of the New Share Option Scheme, and is in the long-term interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has not formulated any concrete plan or intention to grant any Options to the independent non-executive Directors under the New Share Option Scheme. However, having considered that (i) it is not uncommon among public companies to include independent non-executive Directors as Eligible Participants of share option schemes; and (ii) independent non-executive Directors may provide crucial contributions to the Group's development and business in providing valuable independent insight and advices to the Company with their professional background, as well as their vital role in maintaining a sound corporate governance framework and supervising the internal control system within the Group, the Board is of the view that the inclusion of independent non-executive Directors as Eligible Participants and the flexibility to grant Options to the independent non-executive Directors will allow the Company to keep its remuneration package competitive in order to attract and retain talents.

The Company is of the view that the independence and impartiality of the independent non-executive Directors would not be affected by any possible grant of the Options because (i) the independent non-executive Directors will, and must, continue to comply with the independence requirement under Rule 3.13 of the Listing Rules; (ii) approval by independent Shareholders will be required if any Option to be granted to independent non-executive Directors or any of their respective associate(s) would result in the total number of Shares issued and to be issued upon exercise of all the Options granted and to be granted to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue, which would provide additional layer of scrutiny that guarantees the Directors are acting in the best interest of the Company and its Shareholders; and (iii) before making any grants to any independent non-executive Director, the Board will be mindful of the recommended best practice E.1.9 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules which recommends the issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of Options to the independent non-executive Directors.

LETTER FROM THE BOARD

The Board (including the independent non-executive Directors) is of the view that the Company and the Related Entity Participants have always had a close working relationship. Despite that the Related Entity Participants may not be directly appointed or employed by the members of the Group, such Related Entity Participants are nonetheless valuable human resources to the Group given their close corporate and collaborative relationships. They may be involved in projects or other business engagements relating to or having connections with the Group's businesses. As such, certain Related Entity Participants have joint involvement in the Group's work projects from time to time. Given the mix of workload, it is important to recognise the contribution or future contribution of such Related Entity Participants by giving them incentive through their participation in the New Share Option Scheme. In particular, for those Related Entity Participants in which the Group has significant interest, their growth and development would contribute to the financial performance of the Group, thereby allowing the Group to share and benefit from the positive results of these companies. It is therefore in the interest of the Company and the Shareholders, and is in line with the objectives of the New Share Option Scheme, to include the Related Entity Participants, whom the Company can incentivise with the grant of Options in order to strengthen their loyalty with the Group even though they may not be directly employed by the Group, and in turn facilitate a higher degree of collaboration and closer business relationships and ties between the Related Entity Participants and the Group.

As part of the Group's routine business operations and its business nature, the Group has also collaborated with Service Providers such as Medical Professionals, contractors, advisers and consultants. In respect of the Medical Professionals, they mainly provide medical aesthetic services that contributes to the Group's business and contribute their specialised skills and knowledge which helped maintain the competitiveness of the Group. Whereas, in respect of contractors, advisers and consultants, they provide advisory, consultancy, sales and marketing or professional services to the Group on areas (including business development and growth) which the Company deems desirable and necessary from a commercial perspective. Such Medical Professionals, contractors, advisers and consultants may not be able to serve as full-time or part-time employees, Directors or officers of the Group due to a variety of reasons. For example, these Service Providers may be seasoned people in their own fields or professionals with many business connections whom the Group may not be able to recruit as employees, or they may prefer to be self-employed. The Board (including the independent non-executive Directors) considers that it is in line with the market practice to co-operate with such seasoned professionals by engaging them as Service Providers instead of hiring them as employees. The Board values their familiarity with the businesses and operation of the Group and considers that their contribution to the Group is similar to that of the employees of the Group. The Board is also of the view that, apart from the invaluable contributions from the Directors and the employees of the Group, the continued success of the Group also requires the cooperation and contribution from these Service Providers who have provided or will provide services to the Group in its ordinary and usual course of business on a continuing and recurring basis as the services they provide are complementary to the business of the Group, thereby enhancing the competitiveness of the Group. The Board believes that the grant of Options to such Service Providers will incentivise them to provide or continue to provide quality services and/or products to the Group in the long run and strengthen their loyalty to the Group, so that the Group's performance efficiency can be maximised.

LETTER FROM THE BOARD

The Board considers that the success of the Group principally comes from the collective efforts and contributions of the employees and Directors as well as the Medical Professionals, contractors, consultants and advisers of the Group. As such, the categories of Eligible Participants align with the purpose of the New Share Option Scheme as set out in the section headed “2. PURPOSE” in Appendix I to this circular and the long-term interests of the Company and its Shareholders.

(5) *Vesting Period*

The vesting period of the Options is set out in the section headed “8. VESTING PERIOD” of Appendix I to this circular. The same section also sets out circumstances in which the Board may grant Options to Employee Participants with a vesting period shorter than the Minimum Period.

The Board and the Remuneration Committee are of the view that (i) there are certain instances (for example in circumstances (a) to (c) set out in the section headed “8. VESTING PERIOD” of Appendix I to this circular) where a strict twelve (12)-month vesting requirement would not be fair to the Options holder(s); (ii) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Company should be allowed to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition. It should have the flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

As such, the Board and the Remuneration Committee are of the view that the circumstances when vesting period is shorter than the Minimum Period prescribed in the section headed “8. VESTING PERIOD” of Appendix I to this circular are appropriate and align with the purpose of the New Share Option Scheme.

(6) *Subscription Price of Shares*

As set out in the section headed “9. SUBSCRIPTION PRICE OF SHARES” in Appendix I to this circular, the Subscription Price for Shares to be subscribed under the New Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of:

- (1) the closing price of the Shares as shown in the Stock Exchange’s daily quotations sheet on the Offer Date, which must be a Business Day;

LETTER FROM THE BOARD

- (2) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) Business Days immediately preceding the Offer Date; and
- (3) the nominal value of the Share on the Offer Date.

The Board considers that such basis will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company, and hence serve the purpose of the New Share Option Scheme.

(7) *Maximum number of Shares subject to the New Share Option Scheme*

Scheme Mandate Limit

The total number of Shares which may be issued in respect of all Options which may be granted under the New Share Option Scheme is set out in the section headed "19. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE" in Appendix I to this circular.

As at the Latest Practicable Date, the number of issued Shares was 400,000,000 Shares.

Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company would be 40,000,000 Shares, representing 10% of the issued share capital of the Company on the date of approval of the New Share Option Scheme (excluding Treasury Shares, if any); and the Service Provider Sublimit will be 8,000,000 Shares, representing 2% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of approval of the New Share Option Scheme.

Service Provider Sublimit

In determining the Service Provider Sublimit, the Directors considered the importance of contribution of the Service Provider to the day-to-day business of the Group, and considered that it is important to ensure that the New Share Option Scheme is attractive and provide sufficient incentives and motivation to the existing Service Providers, including Medical Professionals engaged by the Group, and can attract more qualified Medical Professionals to provide quality services to the clients of the Group.

LETTER FROM THE BOARD

The basis for determining the Service Provider Sublimit includes the actual or expected contribution in the Group's revenue or profits attributable to the Service Providers, the nature of the contributions made by the Service Providers to the Group's business and operations, the potential dilution effect arising from such grants to the Service Providers, the need to strike a balance between achieving the purpose of the New Share Option Scheme and protecting Shareholders from the said dilution effect. Taking into account the fact that (i) the individual limit prescribed in Chapter 17 of the Listing Rules is 1% of the Shares in issue (excluding Treasury Shares) as compared to the number of Service Providers (in particular, Medical Professionals) currently engaged by the Group which is more than a single individual; (ii) the Group's business operation collaborates to a considerable extent with Service Providers (in particular Medical Professionals) and the Group expects there will be increasing contribution to the development of the Company attributable to the Service Providers; (iii) the Service Provider Sublimit would not lead to an excessive dilution effect on the shareholdings of the existing Shareholders while providing a sufficient number of Shares as an incentive to Service Providers; (iv) due to the business and operations of the Group, certain Service Providers, in particular, who provide medical aesthetic services to clients of the Group, have always had a close working relationship with the Group; and (v) the New Share Option Scheme can motivate the Service Providers to provide reliable and high-quality services to the Group on a long-term basis which are conducive to the Group's development and success in the long run, the Board is of the view that the Service Provider Sublimit is reasonable. In addition, given the nature of the Group's business needs, such limit provides the Group with flexibility to provide equity awards (rather than expending cash resources in the form of monetary consideration) to reward and cooperate with persons who are not employees but may have knowledge, experience and skills which may provide valuable services to the Group. The Board is therefore of the view that the Service Provider Sublimit is appropriate and aligns with the purpose of the New Share Option Scheme.

The Service Provider Sublimit is subject to separate approval by the Shareholders at the EGM.

(8) *Performance targets and clawback mechanism*

Save as determined by the Board and provided in the offer letter of the grant of an Option, the New Share Option Scheme does not stipulate any performance target a Grantee is required to achieve before the relevant Option can be exercised nor any clawback mechanism for the Company to recover or withhold any Options granted to any Eligible Participants.

LETTER FROM THE BOARD

The Board believes that this will provide the Board with more flexibility in setting out the terms and conditions of the Options under particular circumstances of each grant and facilitate the Board to offer suitable incentive to attract and retain quality personnel that are valuable to the development of the Group. The Board has analysed how the absence of a mandatory scheme-wide performance target or clawback mechanism is in the interest of the Company and aligns with the purpose of the New Share Option Scheme, as follows:

- (1) the Eligible Participants comprise diverse categories (Employee Participants, Related Entity Participants and Service Providers) performing different roles and making different types of contribution to the Group, such that a single, rigid performance target or clawback mechanism applied uniformly across all grants would not be appropriate or meaningful;
- (2) retaining discretion allows the Board to tailor performance conditions (which may include financial performance targets such as revenue, profit or market capitalisation, and/or individual and operational targets such as delivery of specific projects, cost control and compliance with internal procedures) to the circumstances of each grant and each Grantee, thereby better incentivising performance and aligning the interests of Grantees with those of the Company and the Shareholders;
- (3) the Subscription Price is required to be not less than the highest of the benchmarks prescribed under Rule 17.03E of the Listing Rules, which provides an inherent performance element, as a Grantee will only benefit if the value of the Shares increases above the Subscription Price after the date of grant. This serves to tie-in a Grantee's reward to the creation of shareholder value, such that a separate pre-set performance target is not essential to achieve alignment between reward and performance;
- (4) the flexibility affords the Company competitive terms to attract and retain quality personnel and Service Providers, while the Board retains the ability to impose performance targets and/or clawback provisions on any particular grant where it considers appropriate;
- (5) the New Share Option Scheme contains extensive provisions under which unexercised Options automatically lapse, including on summary dismissal or dismissal for misconduct, breach of the employment contract or other contract constituting him an Eligible Participant, dishonesty offences, or where a Service Provider/Related Entity Participant can no longer contribute to the Group. These provisions operate as a functional safeguard against rewarding misconduct or non-performance, without the need for a separate clawback mechanism;

LETTER FROM THE BOARD

- (6) because the reward is delivered through share price appreciation rather than a fixed cash sum, any deterioration in the Group's performance or value (including as a result of a Grantee's misconduct) is already reflected in a lower Share price and correspondingly reduced or eliminated Option value;
- (7) the purpose of the Scheme is to attract, retain and incentivise. A mandatory clawback imposed across all grants and all participant categories could deter participants (in particular Service Providers such as Medical Professionals, who are engaged under service contracts) from accepting Options and would make the Group's incentive package less competitive than market practice, thereby undermining the retention and incentive purpose of the Scheme.

Accordingly, the Board considers that the absence of a mandatory scheme-wide performance target and clawback mechanism, coupled with the Board's retained discretion to impose such conditions on individual grants and the protection afforded by the Scheme's lapse provisions, is in the interest of the Company and its Shareholders as a whole and is consistent with the purpose of the New Share Option Scheme.

LETTER FROM THE BOARD

(9) Others

As at the Latest Practicable Date, the Company has no concrete plan or intention to grant Options under the New Share Option Scheme in the next 12 month period after obtaining the Shareholders' approval. Options granted under the New Share Option Scheme may be satisfied by the allotment and issue of new Shares and/or by the transfer of Treasury Shares (if any), at the discretion of the Board, in accordance with the Listing Rules and the Articles.

The Company has sought legal advice that the adoption of the New Share Option Scheme, despite not restricting to executives and employees of the Group, would not constitute an offer to public and therefore the prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are not applicable.

None of the Directors is and will be trustee of the New Share Option Scheme nor has a direct or indirect interest in the trustee.

All grants of the Options, the issue of Shares or transfer of Treasury Shares upon exercise of any Options shall be subject to the requirement and restrictions under, and to the extent permitted by, the applicable laws, the Listing Rules and other rules under the Articles.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the New Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the New Share Option Scheme.

(10) Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Option that may be granted under the New Share Option Scheme.

LETTER FROM THE BOARD

(11) Document on display

A copy of the New Share Option Scheme will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.miricor.com for a period of not less than 14 days before the date of the EGM and is also made available for inspection at the EGM.

3. CLOSURE OF REGISTER OF MEMBERS

The EGM is scheduled to be held on Friday, 18 September 2026 at 4:00 p.m. (or immediately after the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same venue, whichever is later). The record date for determining the entitlement of shareholders to attend and vote at the EGM is 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. All transfers of Shares accompanied by the relevant Share certificates and the appropriate transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 14 September 2026.

4. EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out in this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able or intend to attend the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. on or before 4:00 p.m. on Wednesday, 16 September 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

5. VOTING BY POLL AT GENERAL MEETINGS

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 EGM 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.

LETTER FROM THE BOARD

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 EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

7. RECOMMENDATION

The Directors believe that the proposed termination of the Existing Share Option Scheme and the proposed adoption of the New Share Option Scheme are all 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 at the EGM.

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

The following is a summary of the principal terms of the New Share Option Scheme proposed to be approved by the Shareholders at the EGM:

1. CONDITIONS

The New Share Option Scheme shall take effect subject to and is conditional upon:

- (a) the passing of the necessary ordinary resolution(s) at a general meeting of the Company approving (a) the adoption of the New Share Option Scheme; and (b) authorising the Board to grant Options to Eligible Participants and to allot and issue Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares (representing the Scheme Mandate Limit) to be allotted and issued pursuant to the exercise of any Option in accordance with the terms and conditions of the New Share Option Scheme.

2. PURPOSE

The purpose of the New Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group. The New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group. The Company may, at the discretion of the Board, allot and issue new Shares and/or transfer treasury shares (if any) to satisfy grants of the Options under this Scheme to the extent permitted by the Listing Rules and the Articles.

3. DURATION

Subject to the term of the New Share Option Scheme, the New Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, after which period no further Option shall be granted, but in all other respects, in particular, in respect of Options remaining outstanding on the expiration of the 10-year period referred to in this paragraph, the provisions of the New Share Option Scheme shall remain in full force and effect.

4. ADMINISTRATION

The New Share Option Scheme shall be subject to the administration of the Board (or if the Board so resolves by a committee of the Board whose members shall include at least one independent non-executive Director) whose decision (save as otherwise provided herein) shall be final and binding on all parties subject to the prior receipt of a statement in writing from the Auditors or the independent financial adviser if and as required by the terms of the New Share Option Scheme. The Board shall have the right to (i) interpret and construe the provision of the New Share Option Scheme; (ii) determine the persons who will be offered Options under the New Share Option Scheme, the number of Shares and the Subscription Price, subject to terms of the New Share Option Scheme, in relation to such Options; (iii) subject to terms of the New Share Option Scheme, make such appropriate and equitable adjustments to the terms of the Options granted under the New Share Option Scheme as it shall deem necessary; and (iv) make such other decisions or determination as it shall deem appropriate in the administration of the New Share Option Scheme.

5. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY

- 5.1 Eligible Participant(s) include (i) Employee Participant(s); (ii) Related Entity Participant(s); and (iii) Service Provider(s).
- 5.2 The eligibility of any of the Eligible Participants to an Offer shall be determined by the Board from time to time. In determining the basis of eligibility for the Employee Participants and Related Entity Participants, the Board shall consider, among others, (a) their performance; (b) time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (c) length of their service within the Group; and (d) the contribution and/or potential contribution to the development and growth of the Group.
- 5.3 The Service Provider(s) shall be person(s) who can provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business from time to time which are in the interests of the long-term growth of the Group. Service Providers will be further divided into the following categories:
- (a) Medical Professionals that (i) are registered medical practitioners or have knowledge, experience and skills in the medical aesthetic area that contributes to the Group's business and competitiveness or with which the Group would consider important to maintain a close business relationship on an ongoing basis; (ii) provide medical aesthetic services to the clients of the Group and medical advisory services material and relevant to the Group's operation; and (iii) are engaged with the Group on a regular or recurring basis; and

- (b) contractors, advisers and consultants that (a) provide commercial advisory, consultancy, sales and marketing services relating to the Group's business operation; and (b) provide professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group.

For the avoidance of doubt, (i) placing agents or financial advisers who provide advisory services for fundraising, mergers or acquisition; or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity, shall not be an Eligible Participant for the purpose of the New Share Option Scheme.

- 5.4 In determining the basis of eligibility for the Service Providers, the Board will consider, among other things: (i) in respect of Medical Professionals, their skills, professional qualifications and industry experience; their performance; the Group's period of engagement of or collaboration with the Medical Professionals; their actual contribution and/or future contribution to the development and growth of the Group; and (ii) in respect of contractors, advisers and consultants, their experience and network in the relevant industry; the frequency of collaboration and length of business relationship with the Group (such as whether they relate to the core business of the Group and whether relevant dealings could be readily replaced by other parties and the relevant replacement costs); their reputation; the actual contribution and/or future contribution to the business affairs of the Group; and the synergy between the relevant contractor, consultant and/or adviser and the Group.

6. GRANT AND ACCEPTANCE OF OPTIONS

- 6.1 Subject to the terms of the New Share Option Scheme, the Board shall be entitled, but shall not be bound, at any time within the period of 10 years after the Adoption Date to make an Offer to any Eligible Participant as the Board may in its absolute discretion select to subscribe for such number of Shares (being a board lot for dealing in the Shares on the Main Board or an integral multiple thereof, subject to the terms of the New Share Option Scheme) as the Board may determine at the Subscription Price, provided that no such Offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or any of the Directors of any applicable securities laws and regulations in any jurisdiction.

- 6.2 The Board may, in its absolute discretion, specify the terms on which the Option is to be granted and any condition in the Offer which must be satisfied before an Option may be exercised (provided that such conditions shall not be inconsistent with any other terms and conditions of the New Share Option Scheme or the relevant requirements under applicable laws or the Listing Rules). Save as determined by the Board and provided in the Offer, there is no performance target which must be achieved before an Option can be exercised under the terms of the New Share Option Scheme or any clawback mechanism for the Company to recover or withhold any Option granted to a Grantee.
- 6.3 An Offer shall remain open for acceptance by the Eligible Participant concerned for a period of seven (7) days from the Offer Date. An Offer shall be deemed to have been accepted and the Option to which the Offer relates shall be deemed to have been granted and to have taken effect when the Company receives the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares in respect of which the Offer is accepted clearly stated therein, together with a remittance of the Option Price (being HK\$1.00) to the Company. Any Offer may be accepted in respect of all or less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Main Board or an integral number thereof.
- 6.4 The Option Period of an Option shall not be more than ten (10) years from the Offer Date.

7. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

No Option shall be granted to any Eligible Participant after inside information has come to the Company's knowledge until the Company has announced the information and pursuant to the requirements of the Listing Rules.

In particular, no Option shall be granted during the period commencing thirty (30) days immediately before the earlier of:

- (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year or half-year; and
- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules,

and ending on the date of results announcement. The period during which no option may be granted will cover any period of delay in the publication of a results announcement. No Offer shall be made to any Eligible Participant during any other periods of time stipulated by the relevant rules of the Listing Rules from time to time in relation to any restriction on the time of grant of options.

8. VESTING PERIOD

8.1 Save for the circumstances prescribed below, an Option must be held by the Grantee for a period that is not shorter than the Minimum Period before the Option can be exercised.

8.2 For an Eligible Participant who is an Employee Participant, being:

- (1) a Director or a senior manager, the Remuneration Committee may, or
- (2) not a Director or a senior manager, the Board may,

in its absolute discretion, determine a vesting period shorter than the Minimum Period in the following circumstances:

- (a) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months;

- (b) grants with performance-based vesting conditions in lieu of time-based vesting criteria; or
- (c) grants of Options with a total vesting and holding period of more than twelve (12) months,

each of which is considered appropriate and serves the purpose of the New Share Option Scheme to provide flexibility to grant Options (i) as part of competitive terms and conditions to include valuable talent to join the Group; (ii) to reward exceptional performers with accelerated vesting; (iii) to motivate exceptional performers based on performance metrics rather than time; and (iv) in exceptional circumstances where justified. For the avoidance of doubt, the ability to apply a vesting period shorter than the Minimum Period is confined to grants to Employee Participants, and all other grants remain subject to the minimum vesting period of twelve (12) months.

9. SUBSCRIPTION PRICE OF SHARES

Subject to terms of the New Share Option Scheme, the Subscription Price shall be a price determined by the Board and notified to an Eligible Participant and shall be at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;
- (b) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share on the Offer Date.

10. RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable nor transferable, and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any Option, except where applicable under the Listing Rules, when the Stock Exchange has granted a waiver to the Grantee to transfer his/her Options to a vehicle (such as trust or private company) for the benefit of the Grantee and any family members of such Grantee (e.g. for estate planning or tax planning purpose) that would continue to meet the purpose of the New Share Option Scheme and comply with other requirements under the Listing Rules. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on the part of the Company.

11. EXERCISE OF OPTIONS

11.1 Subject to the other provisions of the New Share Option Scheme, an Option may be exercised in whole or in part by the Grantee (or his personal representatives) at any time before the expiry of the Option Period by delivering to the Company a notice in writing in a form approved by the Board, stating that the Option is to be exercised and the number of Shares in respect of which it is exercised. Such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given. Within 30 days after receipt of the notice and the full remittance, the Company shall allot, and instruct its branch share registrar and transfer office in Hong Kong for the time being to issue, the relevant Shares to the Grantee (or his personal representatives) credited as fully paid and issue to the Grantee (or his personal representatives) a share certificate in respect of the Shares so allotted and issued.

11.2 The Shares to be allotted and issued upon the exercise of an Option shall be subject to the Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with the fully-paid Shares in issue (excluding Treasury Shares) of the Company as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

12. TIME OF EXERCISE OF OPTIONS

Subject to the terms of the New Share Option Scheme, an Option (to the extent that it is vested and/or exercisable pursuant to the terms and conditions of grant of such Option and the New Share Option Scheme and has not lapsed) may be exercised by the Grantee (or his personal representatives) at any time during the Option Period provided that the Option has not lapsed in accordance with the terms of the New Share Option Scheme.

13. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

Subject to the terms of the New Share Option Scheme, where the holder of an outstanding Option (being an Employee Participant and Related Entity Participant) ceases to be an Eligible Participant for any reason (other than death, disability, ill-health or retirement referred below), the Option shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the vested Option shall be exercisable to the extent and within such period (not exceeding 90 days) as the Board may determine (to the extent which has become exercisable and not already exercised). The date of such cessation shall be the last actual working day at his work place with the Company, any Subsidiary or any related entities whether salary is paid in lieu of notice or not.

14. RIGHTS ON DEATH, DISABILITY, ILL-HEALTH OR RETIREMENT

Subject to the terms of the New Share Option Scheme, where the holder of an outstanding Option (being an individual and an Employee Participant/Related Entity Participant) ceases to be an Eligible Participant for the reason of death, disability, ill-health (all evidenced to the satisfaction of the Board) or retirement before exercising the Option in full or at all, the vested Option may be exercised in full or in part (to the extent which has become exercisable and not already exercised) within 12 months of the date of cessation of such employment (or within such longer period as the Board may determine) by the Grantee (or his or her personal representatives). The date of such cessation shall be the last actual working day at his work place with the Company, any Subsidiary or any related entities whether salary is paid in lieu of notice or not.

15. RIGHTS ON A GENERAL OFFER

Subject to the terms of the New Share Option Scheme, if a general offer whether by way of take-over offer or share repurchase offer or otherwise in like manner is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall, by delivering a notice in writing to the Company, be entitled to exercise the Option (which is only applicable to the Options which have vested in accordance with the terms of the New Share Option Scheme and the applicable Offer, and to the extent already exercisable in accordance with such terms and not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company.

16. RIGHTS ON WINDING UP

Subject to the terms of the New Share Option Scheme, in the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees and thereupon, each Grantee (or his personal representatives) shall be entitled to, subject to the requirements of the Listing Rules, exercise all or any of his Options (which are only applicable to the Options which have vested in accordance with the terms of the New Share Option Scheme and the applicable Offer, and to the extent already exercisable in accordance with such terms and not already exercised) by giving notice in writing to the Company not later than two (2) Business Days prior to the proposed general meeting of the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than one (1) Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid, whereupon the Grantee will be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of the Shares such sum as would have been received in respect of the Shares the subject of such election. In the event that the relevant resolution to voluntarily wind-up the Company is not approved in the general meeting, any Options, if exercisable, shall continue to be exercisable subject to the terms and conditions under the New Share Option Scheme.

17. RIGHTS ON COMPROMISE OR ARRANGEMENT

Subject to the terms of the New Share Option Scheme, in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in the terms of the New Share Option Scheme, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement and the Grantee (or his personal representatives) may at any time thereafter, but prior to 12 noon two (2) Business Days before the date of the meeting, exercise all or any of his Options (which are only applicable to the Options which have vested in accordance with the terms of the New Share Option Scheme and the applicable Offer, and to the extent already exercisable in accordance with such terms and not already exercised). With effect from 12 noon on the two (2) Business Days before the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and terminate. The Directors shall endeavour to procure that the Shares issued as a result of the exercise of Options under this term shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the Court (whether upon the terms presented to the Court or otherwise) the rights of Grantees to exercise their respective such (unexercised) Options shall with effect from the date of the making of the order by the Court be restored in full and shall thereupon become exercisable (but subject to the other terms of the New Share Option Scheme and the terms and conditions of grant of such Option) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

18. RANKING OF SHARES

The Shares to be allotted and issued upon the exercise of an Option shall be subject to the Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with the fully paid Shares in issue (excluding Treasury Shares) of the Company as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

19. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

- 19.1 The total number of Shares in respect of which Options may be granted under the New Share Option Scheme together with options and awards which may be granted under any other schemes of the Company (to which the provision of Chapter 17 of the Listing Rules are applicable) shall not in aggregate exceed such number of Shares as equals 10% of the Shares in issue (excluding Treasury Shares) as at the Adoption Date (the “**Scheme Mandate Limit**”). Options lapsed in accordance with the terms of the New Share Option Scheme or any other share schemes of the Company will not be regarded as utilised for the purpose of calculating the New Share Option Scheme Mandate Limit.
- 19.2 Within the Scheme Mandate Limit, the total number of Shares in respect of which Options may be granted to the Service Providers under the New Share Option Scheme together with options and awards which may be granted to the Service Providers under any other schemes of the Company (to which provisions of Chapter 17 of the Listing Rules are applicable) shall not in aggregate exceed 2% of the Shares in issue (excluding Treasury Shares) on the date which the New Share Option Scheme is approved by the Shareholders (“**Service Provider Sublimit**”).
- 19.3 The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.
- 19.4 The Scheme Mandate Limit (and the Service Provider Sublimit) set out in the above may be refreshed by ordinary resolution of the Shareholders in general meeting after three years from the date of the Shareholders’ approval for the last refreshment or the Adoption Date, provided that:
- (a) the total number of shares which may be issued in respect of all options and awards to be granted under all of the New Share Option Schemes of the Company under the Scheme Mandate Limit as refreshed (the “**New Scheme Mandate Limit**”) shall not exceed 10% (and the Service Provider Sublimit as refreshed (the “**New Service Provider Sublimit**”) shall not exceed 2%) of the Shares in issue (excluding Treasury Shares) as at the date of Shareholders’ approval for refreshing the Scheme Mandate Limit;

- (b) a circular regarding the proposed refreshing of the Scheme Mandate Limit (and the Service Provider Sublimit) has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, Chapter 17 of the Listing Rules;
 - (c) any refreshment to the Scheme Mandate Limit (and the Service Provider Sublimit) within any three (3)-year period must be approved by the Shareholders, where any Controlling Shareholders and their Associates (or if there is no Controlling Shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective Associates) must abstain from voting in favour of the relevant resolution at the general meeting and in accordance with the requirements under the Listing Rules, and
 - (d) the requirements under (c) above do not apply if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the total number of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Share.
- 19.5 The Company may seek separate approval of the Shareholders in a general meeting of the Company for granting Options exceeding the Scheme Mandate Limit provided that the Options in excess of the New Share Option Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought.
- 19.6 For the purpose of seeking approval of the Shareholders under the terms of the New Share Option Scheme, the Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose, and such other information as required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Subscription Price, and the provisions of the terms of the New Share Option Scheme relating to the Subscription Price shall apply *mutatis mutandis*.

20. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

- 20.1 The total number of Shares issued and to be issued in respect of all Options, share options or awards granted to each Eligible Participant (including both exercised or outstanding Options, share options and awards but excluding any Options, share options and awards lapsed in accordance with the terms of their respective schemes) in any 12-month period up to and including the date of such grant shall not exceed 1% of the Shares in issue (the “**1% Individual Limit**”). Any further grant of Options, share options or awards granted to an Eligible Participant which would result in the Shares issued and to be issued in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve(12)- month period up to and including the date of such further grant exceeding the 1% Individual Limit shall be subject to Shareholders’ approval in a general meeting of the Company with such Eligible Participant and the Eligible Participant’s Close Associates (or Associates if the Eligible Participant is a Connected Person) abstaining from voting.
- 20.2 The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and Options previously granted to such Eligible Participant during the twelve(12)-month period), the purpose of granting Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the Subscription Price) of the Option to be granted to such Eligible Participant must be fixed before the general meeting of the Company, and the date of the meeting of the Board for proposing such grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.

21. GRANT OF OPTIONS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR ASSOCIATES

- 21.1 Where an Option is to be granted to a Director, chief executive of the Company or Substantial Shareholder (or any of their respective Associates), the grant shall not be valid unless it has been approved by the independent non-executive Directors, excluding any independent non-executive Director who is a prospective Grantee of the Option.

- 21.2 Where any Option is to be granted to an independent non-executive Director or a Substantial Shareholder, or any of their respective Associates, would result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in the 12-month period up to and including the Offer Date representing in aggregate over 0.1% of the total number of Shares in issue (excluding Treasury Shares), such further grant of options must be approved by the Shareholders in advance in a general meeting of the Company.
- 21.3 The Company must send a circular to the Shareholders, containing all the information required under Rule 17.04(5) of the Listing Rules (including, in particular, the views of the independent non-executive Directors (excluding the independent non-executive Director who is the prospective Grantee of the Option) as to whether the terms of the proposed grant are fair and reasonable and whether such proposed grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting); and the Grantee, his Associates and all Core Connected Persons must abstain from voting in favour of the proposed grant at such general meeting. Parties that are required to abstain from voting in favour at the general meeting of the Company pursuant to Rule 13.40 of the Listing Rules may vote against the resolution at the general meeting of the Company, provided that their intention to do so has been stated in the relevant circular to the Shareholders.
- 21.4 Any change in the terms of Options granted to an Eligible Participant who is a Director, chief executive of the Company or Substantial Shareholder (as defined in the Listing Rules), or any of their respective Associates must be approved by the Shareholders in the manner as set out in Rule 17.04(4) of the Listing Rules if the initial grant of the options requires such approval (except where the changes take effect automatically under the existing terms of the New Share Option Scheme).

22. LAPSE OF OPTIONS

Notwithstanding any other provisions contained herein, the right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods referred to in the terms of the New Share Option Scheme;

- (c) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in the terms of the New Share Option Scheme;
- (d) subject to the terms of the New Share Option Scheme, the date of the commencement of the winding-up of the Company;
- (e) the date on which the Grantee (being an Employee Participant) ceases to be an Employee Participant by reason of summary dismissal or being dismissed for misconduct or other breach of the terms of his employment contract or other contract constituting him an Eligible Participant, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his or her creditors generally or on which he has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board to effect that the employment or other relevant contract of a Grantee has or has not been terminated on one or more of the grounds specified in this term shall be conclusive;
- (f) the date on which the Grantee (being a corporation) appears either to be unable to pay or to have no reasonable prospect of being able to pay its debts or has become insolvent or has made any arrangement or composition with its creditors generally;
- (g) where the Grantee is a Related Entity Participant or a Service Provider, the date on which the Board shall at its absolute discretion determine that: (a) a Grantee has committed any breach of any contract entered into between the Grantee, his/her/its Associate and/or the relevant Related Entity Participant and/or the Service Provider on the one part and any member of the Group on the other part; (b) the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with its creditors generally; or (c) the Grantee and/or the relevant Related Entity Participant and the Service Provider which the Grantee served could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason whatsoever;
- (h) where the Grantee is an Employee Participant, a Related Entity Participant or a Service Provider of a member of the Group (other than the Company), the date on which such member ceases to be a Subsidiary of the Company;

- (i) the date the compromise or arrangement referred to in the terms of the New Share Option Scheme becomes effective;
- (j) the date on which the Grantee commits a breach of the terms of the New Share Option Scheme; or
- (k) the occurrence of such event or expiry of such period as may have been specifically provided for in the offer letter, if any.

23. CANCELLATION OF OPTIONS

- 23.1 Subject to consent of the relevant Grantee, the Board may cancel an Option granted but not exercised.
- 23.2 Subject to the terms of the New Share Option Scheme, where the Company cancels Options and makes a new grant to the same Grantee, such new grant may only be made under the New Share Option Scheme with the available limit approved by the Shareholders as set out in the terms of the New Share Option Scheme.

24. EFFECT OF ALTERATIONS TO SHARE CAPITAL

- 24.1 In the event of any alteration in the capital structure of the Company whilst any Option has been granted and remains exercisable (whether by way of capitalization issue, rights issue, consolidation of Shares, subdivision or reduction of the share capital of the Company, but not including an issue of Shares as consideration in respect of a transaction to which the Company or a Subsidiary is a party) the Company shall make corresponding alterations (if any) to:
 - (a) the number of Shares subject to the Options already granted so far as they remain exercisable; and/or
 - (b) the Subscription Price,

provided that:

- (c) no such alteration shall be made in respect of an issue of securities by the Company or a Subsidiary as consideration in a transaction;
- (d) any such alterations must give the Grantee the same proportion of the equity capital of the Company (rounded to the nearest whole share) as that to which he was previously entitled;
- (e) no such alterations shall be made which would result in the Subscription Price for a Share being less than its nominal value; and
- (f) any such alterations, save those made on a capitalisation issue, shall be confirmed by an independent financial adviser or the Auditors in writing to the Directors as satisfying the requirements of the terms of the New Share Option Scheme above.

24.2 For the purposes of this paragraph, the independent financial adviser or the Auditors shall act as experts and not as arbitrators and their certification being final and binding on the Company and the Grantees. Their costs shall be borne by the Company.

25. ALTERATIONS TO THE TERMS OF THE SHARE OPTION SCHEME

The Board may amend any of the provisions of the New Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date), provided that:

- (a) any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any alteration in relation to any matter contained in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants must be approved by the Shareholders in a general meeting of the Company;

- (b) any change to the terms of Options granted to a Grantee must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) (except any changes which take effect automatically under the terms of the New Share Option Scheme);
- (c) any change to the authority of the Directors or the administrator of the New Share Option Scheme to alter the terms of the New Share Option Scheme must be approved by the Shareholders in a general meeting of the Company; and
- (d) the amended terms of the New Share Option Scheme or the Options shall remain in compliance with the relevant requirements of Chapter 17 of the Listing Rules.

26. TERMINATION

The Company, by ordinary resolution in general meeting, or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Option will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the Options (to the extent not already exercised) granted prior to the termination.

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) 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 4:00 p.m. (or immediately after the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same venue, whichever is later) 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. “**THAT:**

- (A) the existing share option scheme of the Company which was adopted by the Company on 19 December 2016 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any outstanding options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and outstanding options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme, if any; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (B) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares of HK\$0.01 each (including any transfer of treasury Shares (if any) out of treasury) in the capital of the Company (the “**Share(s)**”) fall to be issued pursuant to the exercise of any options granted under the new share option scheme, a copy of which marked “A” is produced to the EGM and for the purpose of identification signed by the Chairlady hereof (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted by the Company and that the Directors be and are hereby authorised to grant options to the participants under the New Share Option Scheme to subscribe for shares in accordance with the rules of the New Share Option Scheme up to a maximum of 10% of the Shares in issue (excluding treasury Shares, if any) as at the date of passing of this resolution, and to allot and issue Shares upon the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the New Share Option Scheme.”
2. “**THAT** conditional upon the passing of resolution numbered 1(B) above, the Service Provider Sublimit (as defined in the circular) be and is hereby approved and adopted and that the board of directors of the Company or a committee thereof be and are hereby authorised to take all such steps as may be necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

Hong Kong, 31 August 2026

Notes:

1. The EGM will be held in the form of physical meeting.
2. Any member of the Company entitled to attend and vote at the EGM 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 EGM or any adjournment thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. The record date for determining the entitlement of the holders of Shares to attend and vote at the EGM 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 meeting, 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. 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.
6. 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 EGM, the EGM 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 EGM.

The EGM 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 EGM under bad weather conditions bearing in mind their own situation.