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mirxes

TO KNOW. TO ACT.

Mirxes Holding Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2629)

**(1) RESUMPTION GUIDANCE;
AND
(2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of Mirxes Holding Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated March 31, 2026 and April 2, 2026 (the “**Announcements**”), in relation to, among other things, the delay in publication of the 2025 Annual Results. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board would like to update the shareholders (the “**Shareholders**”) and potential investors of the Company with further relevant information as follows.

RESUMPTION GUIDANCE

On April 27, 2026, the Company received a letter from the Stock Exchange setting out the following resumption guidance (the “**Resumption Guidance**”) for the resumption of trading in the shares of the Company:

- (i) conduct an appropriate independent forensic investigation into the Prepayments (as defined below), the material cash outflows subsequent to December 31, 2025 (as particularized below) and any other payments of a similar nature or giving rise to similar concerns, assess the impact on the Company’s business operations and financial position, announce the findings and take appropriate remedial actions;

- (ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (iii) engage an independent internal control consultant to conduct an independent internal control review and demonstrate that (i) the material deficiencies identified in relation to the trading suspension have been rectified and all necessary remedial measures have been implemented; and (ii) the internal controls of the Company are adequate and effective to serve their purposes and enable the issuer to comply with the Listing Rules in all material aspects, including but not limited to financial reporting, disclosure and compliance relating to notifiable and connected transactions and disclosure of material information;
- (iv) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (v) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (vi) inform the market of all material information for the Shareholders and investors to appraise the Company's position.

The Company must meet all Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. Whilst the Company may seek the Stock Exchange's guidance on its resumption plan, its resumption plan is not subject to the Stock Exchange's prior approval before implementation. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 3A.19, Somerley Capital Limited ("**Somerley**") has been appointed as the Company's compliance adviser to provide guidance and advice to the Company as to the compliance with the Listing Rules and other applicable laws and regulations upon its listing and up till publication of its financial results for the first full financial year. Given the current circumstances, during the period to which Somerley is appointed as the Company's compliance adviser (or such replacement under Rule 3A.27 of the Listing Rules), the Company is expected to proactively engage and involve Somerley throughout the remedial period for the purpose of re-compliance and fulfilment of the resumption guidance.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

Pursuant to Rule 13.24A of the Listing Rules, the Company is required to announce quarterly updates on its developments including, among other relevant matters, (i) its business operations, (ii) its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules and resume trading, and the resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the resumption plan with a view that the Resumption Guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 18-month period (as set out below) expires, (iii) the progress of implementing its resumption plan, and (iv) details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay. The first quarterly update will be announced on or before July 1, 2026 and further quarterly updates will be announced every 3 months from the trading suspension date until the resumption of trading in the shares of the Company or cancellation of listing (whichever is earlier). Further announcement(s) may be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules to update the Company's shareholders and potential investors on the progress in complying with the Resumption Guidance.

As the Independent Investigation Committee (the "IIC") has been established by the Company to conduct the independent forensic investigation, it is reminded of its primary responsibility to keep monitoring the investigation progress, review the investigation findings once available, and take appropriate actions (including extending the scope of investigation, where necessary) to ensure that all relevant issues are adequately addressed. The IIC should also obtain and take into account KPMG's view on whether the investigation findings are sufficient to address the Audit Issues in connection with the Prepayments and the material cash outflows subsequent to December 31, 2025 as particularized below. Additionally, the IIC should ensure that the information contained in the investigation report is clearly presented, accurate and complete in all material respects, and not misleading or deceptive. It should also review the findings of the internal control review once available and take appropriate remedial actions to ensure that adequate internal controls and procedures are in place to rectify any deficiencies, ensure compliance with the Listing Rules, and safeguard the interests of the Company.

Under Rule 6.01A(1), the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on September 30, 2027. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by September 30, 2027, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period or to cancel the listing of the Company immediately, where appropriate.

BACKGROUND ON THE DELAY IN PUBLICATION OF THE 2025 ANNUAL RESULTS

The suspension of trading in the shares of the Company on the Stock Exchange and the Resumption Guidance are made because KPMG, the auditors of the Company, has in connection with the audit of the 2025 Annual Results, identified fourteen (14) prepayments made by the Group to various service providers or vendors during the year ended December 31, 2025 with an aggregate value of approximately US\$14 million (the “**Prepayments**”). Against this backdrop, KPMG requested, but has not received in full, information and/or supporting documents regarding the commercial substance and business rationale of the Prepayments, including:

- (i) background details of the service providers or vendors and whether there are any relationships or arrangements involving the Group, shareholders or management;
- (ii) assessment of the competencies of the identified service providers or vendors to deliver the contracted services or goods, and whether the Group’s procurement policies and procedures have been complied with; and
- (iii) whether the level of contract amounts and payment terms are comparable to the market price and terms for similar services or good offered by other service providers or vendors.

The IIC is conducting investigation on the above Prepayments.

KPMG also brought to the Company’s attention material cash outflows subsequent to December 31, 2025. KPMG also expects the IIC to ascertain whether the underlying transactions of such material cash outflows are in the ordinary course of business.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on April 1, 2026 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise due caution when dealing in the securities of the Company. When in doubt, Shareholders and potential investors of the Company are advised to seek advice from professional or financial advisers.

By Order of the Board
Mirxes Holding Company Limited
Dr. ZHOU Lihan
Executive Director and Chief Executive Officer

Hong Kong, April 30, 2026

As of the date of this announcement, the Board comprises (i) Dr. ZHOU Lihan and Dr. ZOU Ruiyang as executive Directors; (ii) Dr. TOO Heng Phon, Dr. LE Beilin and Mr. LIU Da as non-executive Directors; and (iii) Dr. LAM Sin Lai Judy, Mr. FANG Xiao and Ms. MA Andrea Lo Ling as independent non-executive Directors.