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Regina Miracle International (Holdings) Limited

維珍妮國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2199)

CONNECTED TRANSACTION

PROPERTY LEASING AGREEMENT

Reference is made to the announcement of the Company dated 25 March 2024 in relation to (i) the 2024 Lijing RM Living Units Leasing Agreement entered into between RM Investment and Lijing RM, (ii) the 2024 Lijing RM Factory Leasing Agreement entered into between RM Technology and Lijing RM, and the announcement dated 26 June 2024 in relation to the 2024 RM Innovative Property Leasing Agreement entered into between RM Technology and RM Innovative (the “**Announcements**”). Unless otherwise stated, definitions and terms used herein shall have the same meaning as those defined in the Announcement.

The Board announces that on 11 September 2024, RM Innovative, an indirectly wholly-owned subsidiary of the Company, entered into the 2024 RM Innovative Living Units Leasing Agreement with RM Investment, pursuant to which RM Innovative agreed to lease the Premise from RM Investment for a term of one year commencing from 1 October 2024 to 30 September 2025 at a monthly rent of RMB210,916.80 (equivalent to approximately HK\$232,008.48).

As RM Investment is indirectly wholly-owned by Mr. Hung, the chairman, chief executive officer, executive Director and a controlling shareholder of the Company, RM Investment is a connected person of the Company and the transactions contemplated under the 2024 RM Innovative Living Units Leasing Agreement constitutes connected transactions of the Company under Chapter 14A of the Listing Rules.

Since RM Investment is a connected person of the Company by virtue of its relationship with Mr. Hung and the Group’s transaction with each of RM Investment and RM Technology, being entities indirectly wholly-owned by Mr. Hung, are property leases of similar nature in Zhaoqing, the property lease transactions with RM Investment as contemplated under the 2024 RM Innovative Living Units Leasing Agreement and the 2024 Lijing RM Living Units Leasing Agreement, and the property lease transactions with RM Technology as contemplated under the 2024 Lijing RM Factory Leasing Agreement and the 2024 RM Innovative Property Leasing Agreement, will be aggregated and treated as if they were one transaction pursuant to Rules 14A.82(1) and 14A.83 of the Listing Rules.

As the highest relevant percentage ratio under the Listing Rules in respect of the property lease transactions with RM Investment contemplated under (i) the 2024 RM Innovative Living Units Leasing Agreement and (ii) the 2024 Lijing RM Living Units Leasing Agreement, and the property lease transactions with RM Technology contemplated under (iii) the 2024 Lijing RM Factory Leasing Agreement and (iv) the 2024 RM Innovative Property Leasing Agreement, as aggregated, in each case is expected to be more than 0.1% but less than 5.0%, the transactions contemplated thereunder will be subject to reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements. Mr. Hung has abstained from voting on the Board resolutions of the Company to approve (i) the 2024 RM Innovative Living Units Leasing Agreement, (ii) the 2024 Lijing RM Living Units Leasing Agreement, (iii) the 2024 Lijing RM Factory Leasing Agreement and (iv) the 2024 RM Innovative Property Leasing Agreement and the transactions contemplated thereunder.

1. THE 2024 RM INNOVATIVE LIVING UNITS LEASING AGREEMENT

Principal terms of the 2024 RM Innovative Living Units Leasing Agreement are set out as follows:

- Date:** 11 September 2024
- Parties:** (i) RM Investment, as landlord
(ii) RM Innovative, as tenant
- Premises:** 128 apartment units located at Building 1, Poly Heyue Garden, No. 8 Yanyang Avenue, Zhaoqing New District, Zhaoqing, Guangdong Province, PRC, with a gross floor area of approximately 14,061 square meters ("**Premises**").
- Principal Use:** The Premises shall be used by the tenant as staff accommodation facilities. The principal use of the Premises shall not be changed without RM Investment's prior written consent.
- Term:** 12 months commencing on 1 October 2024 and ending on 30 September 2025 (both dates inclusive). The tenant may terminate the agreement before the expiry of its term by giving a three months' notice to RM Investment. The tenant may by giving RM Investment a one months' notice before the expiry of the agreement request for the renewal of the lease. RM Investment and the tenant shall enter into a renewal property leasing agreement for such renewal.
- Rent:** A monthly rent of RMB210,916.80 (equivalent to approximately HK\$232,008.48), exclusive of utility charges, payable on a monthly basis, or as separately agreed.

Rent Free Period: Six months commencing from the start of the 2024 RM Innovative Living Units Leasing Agreement.

Rental Deposit: A total deposit of RMB632,750.40 (equivalent to approximately HK\$696,025.44), which is equivalent to three months' rent.

Basis for Determination of the Consideration

The rent was determined on the basis of arm's length negotiation between the parties after taking into account (i) the market rent of the Premises and (ii) various conditions of the Premises, including but not limited to the location of the Premises as well as the management services associated with the Premises.

2. REASONS FOR THE TRANSACTION

The purpose of entering into the 2024 RM Innovative Living Units Leasing Agreement is to provide accommodation for the Group's staff in Zhaoqing and to facilitate the relocation of the Group's production based in Shenzhen to the industrial park in Zhaoqing New District in the Greater Bay Area. The Board considers the Premises' proximity to the production facilities would add value to the Group's business expansion and benefit the Group's employees.

The terms of the 2024 RM Innovative Living Units Leasing Agreement was determined after arm's length negotiation between RM Investment and RM Innovative, respectively, with reference to the prevailing market rent and conditions. The Directors (including the independent non-executive Directors but excluding Mr. Hung) consider that the 2024 RM Innovative Living Units Leasing Agreement was entered into in the ordinary and usual course of business of the Group on normal commercial terms and the terms of the 2024 RM Innovative Living Units Leasing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

3. GENERAL INFORMATION

RM Investment is an investment holding company indirectly wholly-owned by Mr. Hung. RM Innovative is an indirectly wholly-owned subsidiary of the Company, and is principally engaged in manufacturing of products in Zhaoqing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the entire issued share capital of RM Investment is indirectly wholly-owned by Mr. Hung.

The Group is principally engaged in the design and manufacturing of a wide range of intimate wear and bra pads, sports products, consumer electronic components and footwear, and facilitate cross-sector and cross-category applications and functional sports products.

4. LISTING RULES IMPLICATIONS

As RM Investment is indirectly wholly-owned by Mr. Hung, the chairman, chief executive officer, executive Director and a controlling shareholder of the Company, RM Investment is a connected person of the Company and the transactions contemplated under the 2024 RM Innovative Living Units Leasing Agreement constitutes connected transactions of the Company under Chapter 14A of the Listing Rules.

Since RM Investment is a connected person of the Company by virtue of its relationship with Mr. Hung and the Group's transaction with each of RM Investment and RM Technology, being entities indirectly wholly-owned by Mr. Hung, are property leases of similar nature in Zhaoqing, the property lease transactions with RM Investment as contemplated under the 2024 RM Innovative Living Units Leasing Agreement and the 2024 Lijing RM Living Units Leasing Agreement, and the property lease transactions with RM Technology as contemplated under the 2024 Lijing RM Factory Leasing Agreement and the 2024 RM Innovative Property Leasing Agreement, will be aggregated and treated as if they were one transaction pursuant to Rules 14A.82(1) and 14A.83 of the Listing Rules.

As the highest relevant percentage ratio under the Listing Rules in respect of the property lease transactions with RM Investment contemplated under (i) the 2024 RM Innovative Living Units Leasing Agreement and (ii) the 2024 Lijing RM Living Units Leasing Agreement, and the property lease transactions with RM Technology contemplated under (iii) the 2024 Lijing RM Factory Leasing Agreement and (iv) the 2024 RM Innovative Property Leasing Agreement, as aggregated, in each case is expected to be more than 0.1% but less than 5.0%, the transactions contemplated thereunder will be subject to reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements. Mr. Hung has abstained from voting on the Board resolutions of the Company to approve (i) the 2024 RM Innovative Living Units Leasing Agreement, (ii) the 2024 Lijing RM Living Units Leasing Agreement, (iii) the 2024 Lijing RM Factory Leasing Agreement and (iv) the 2024 RM Innovative Property Leasing Agreement and the transactions contemplated thereunder.

DEFINITIONS

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

“2024 Lijing RM Factory Leasing Agreement”	the property leasing agreement dated 25 March 2024 entered into between RM Technology, as landlord, and Lijing RM, as tenant. Please refer to the announcement dated 25 March 2024 for further details
“2024 Lijing RM Living Units Leasing Agreement”	the property leasing agreement dated 25 March 2024 entered into between RM Investment, as landlord, and Lijing RM, as tenant. Please refer to the announcement dated 25 March 2024 for further details

“2024 RM Innovative Living Units Leasing Agreement”	the property leasing agreement dated 11 September 2024 entered into between RM Investment, as landlord, and RM Innovative, as tenant
“2024 RM Innovative Property Leasing Agreement”	the property leasing agreement dated 26 June 2024 entered into between RM Technology, as landlord, and RM Innovative, as tenant. Please refer to the announcement dated 26 June 2024 for further details
“Board”	the board of Directors of the Company
“Company”	Regina Miracle International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lijing RM”	Lijing Regina Miracle Intimate Apparel (Zhaoqing) Co., Ltd. (麗晶維珍妮內衣(肇慶)有限公司), a company incorporated under the laws of the PRC and an indirectly wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Hung”	Mr. Hung Yau Lit, also known as Mr. YY Hung, the chairman, chief executive officer, executive Director and controlling shareholder of the Company
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“RM Innovative”	Regina Miracle Innovative Technology (Zhaoqing) Co., Ltd. (維珍妮智創科技(肇慶)有限公司) a company incorporated under the laws of the PRC and an indirectly wholly-owned subsidiary of the Company

“RM Investment”	Regina Miracle Investment (Zhaoqing) Company Limited (維珍妮投資(肇慶)有限公司), a company incorporated under the laws of the PRC which is indirectly wholly-owned by Mr. Hung
“RM Technology”	Regina Miracle Technology (Zhaoqing) Co., Ltd. (維珍妮科技(肇慶)有限公司), a company incorporated under the laws of the PRC which is indirectly wholly-owned by Mr. Hung
“Share(s)”	ordinary shares of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“%”	per cent

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB1 to HK\$1.1. This exchange rate is for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or any other rate at all.

By Order of the Board
Regina Miracle International (Holdings) Limited
Yiu Kar Chun Antony
Executive Director

Hong Kong, 11 September 2024

As at the date of this announcement, the Board of the Company comprises Mr. Hung Yau Lit (also known as YY Hung), Mr. Yiu Kar Chun Antony, Mr. Liu Zhenqiang, Mr. Chen Zhiping and Ms. Sze Shui Ling as executive Directors, and Dr. Or Ching Fai, Mrs. To Wong Wing Yue Annie and Ms. Moh Angela Jen-Yin as independent non-executive Directors.