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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)

VOLUNTARY ANNOUNCEMENT

ADOPTION OF SHARE AWARD SCHEME

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The Board is pleased to announce that it has resolved to adopt the Share Award Scheme on 8 July 2025. The objectives of the Share Award Scheme are to: (i) recognise and reward the efforts of the directors, management and Employees of the Group and, (ii) to provide fair and competitive compensation to, and to incentivise, the directors, management and Employees and to drive the achievement of strategic objectives of the Company.

The Company may, from time to time, transfer necessary funds to the Trust and instruct the Trustee to purchase Shares through (i) on-market transactions at prevailing market price or (ii) through manual trade(s) on terms as specified by the Company in compliance with the applicable Stock Exchange requirements. The Share Award Scheme has been adopted to be funded solely by the existing Shares.

LISTING RULES IMPLICATIONS

The Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the Share Award Scheme will not be subject to Shareholders' approval.

INTRODUCTION

The Board is pleased to announce that it has resolved to adopt the Share Award Scheme on 8 July 2025.

THE SHARE AWARD SCHEME

A summary of the principal terms of the Share Award Scheme is set out below.

1. Purpose and Objective

The purposes of the Share Award Scheme are to (i) recognise and reward the efforts of the directors, management and Employees of the Group and, (ii) to provide fair and competitive compensation to, and to incentivise, the directors, management and Employees and to drive the achievement of strategic objectives of the Company.

2. Duration

The Share Award Scheme shall be valid and effective for the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the tenth (10th) anniversary of the Adoption Date (the “**Award Period**”) (after which no further Awards will be granted), and thereafter for so long as there are any unvested Award Shares granted hereunder prior to the expiration of the Share Award Scheme, in order to give effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Scheme Rules.

3. Participants of the Share Award Scheme

Eligible Persons under the Share Award Scheme include any current or proposed Employee or director of any member of the Group or Related Entity or any person who provides services to the Group.

4. Administration

The Board shall be responsible for the administration of the Share Award Scheme in accordance with the Scheme Rules and where applicable, the Trust Deed. The decision of the Board with respect to matter arising under the Share Award Scheme shall be final and binding.

The Board may also from time to time appoint one or more trustees to assist in the implementation and administration of the Share Award Scheme. A Trust has been set up and administered by the Trustee for the purpose of holding the trust Shares in accordance with the Scheme Rules and the Trust Deed.

5. Acquisition of Shares by the Trustee

The Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer necessary funds to the Trust and instruct the Trustee to purchase Shares through (i) on-market transaction(s) at the prevailing market price or (ii) through manual trade(s) on terms as specified by the Company in compliance with the applicable Stock Exchange requirements.

6. Operation of the Share Award Scheme

Subject to provisions of the Scheme Rules, the Board may, from time to time, select any Eligible Person for participation in the Share Award Scheme as a Selected Participant and grant an Award to such Selected Participant during the Award Period. In determining the Selected Participants, the Board may take into consideration matters including the present and expected contribution of the relevant Selected Participants to the Group.

The Company shall issue an award letter to each Selected Participant in such form as the Board may from time to time determine, specifying the grant date of the Award, the number of Award Shares underlying the Award, the vesting criteria and conditions, and the Vesting Date and such other details as the Board may consider necessary.

7. Scheme Limit

The maximum number of Award Shares that may be awarded by the Board under the Share Award Scheme (excluding Award Shares that have been forfeited, cancelled or lapsed in accordance with the Share Award Scheme) in aggregate shall be no more than 10 per cent (10%) of the number of Shares issued as at the Adoption Date (subject to adjustment in the event of subdivision or consolidation of the Shares) (the “**Scheme Limit**”) save with the approval of the Board.

8. Vesting of Awards

Subject to provisions of the Scheme Rules, within a reasonable time period as agreed between the Trustee and the Board from time to time prior to the Vesting Date, the Board shall send to the relevant Selected Participants a vesting notice.

The Board shall forward a copy of the vesting notice to the Trustee and instruct the Trustee the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board, and/or be sold as soon as practicable from the Vesting Date.

9. Restrictions

No Award may be granted to any Selected Participant:

- (a) in any circumstances where the requisite approval from any applicable regulatory authority has not been granted;
- (b) in any circumstances where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Share Award Scheme, unless the Board determines otherwise;
- (c) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
or
- (d) where such grant of Award would result in the Scheme Limit being exceeded,

and any such grant of Award shall be null and void to the extent (and only to the extent) that it falls within the circumstances above.

10. No Assignment of the Award

Any Award granted hereunder but not yet vested shall be personal to the Selected Participant to whom it is made and shall not be assignable or transferable. No Selected Participant shall in any way charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

11. Voting Rights and Entitlement

A Selected Participant shall have an immediate right and interest to and in the dividends derived from his Award Shares. No Selected Participant shall be entitled to give any instructions to the Trustee in respect of any Award Share, or any asset of the Trust other than the dividends derived from his Award Shares. Neither the Selected Participant nor the Trustee may exercise any voting right in respect of any Award Share until such Share is vested and transferred to the Selected Participant pursuant to the Scheme Rules.

12. Alteration and Amendment of the Share Award Scheme

The Share Award Scheme may be amended in any respect by a resolution of the Board provided that no such amendment shall operate to affect adversely any subsisting rights of any Selected Participant unless:

- (a) otherwise provided for in the Scheme Rules;
- (b) with the consent of all of the affected Selected Participants;
- (c) with the sanction of a special resolution that is passed at a meeting of Selected Participants at which a quorum is present; or
- (d) the amendment is made so as to comply with the Listing Rules or any laws or regulations from time to time applicable to the Share Award Scheme.

13. Termination

The Share Award Scheme shall terminate automatically upon the expiry of the Award Period, unless terminated earlier by the Board at any time. On termination of the Share Award Scheme, no further Awards may be granted but the provisions of the Scheme Rules shall remain in force to the extent necessary to give effect to the Awards granted prior thereto or otherwise as may be required in accordance with the provisions of the Scheme Rules.

IMPLICATION OF LISTING RULES

The Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the Share Award Scheme will not be subject to Shareholders' approval.

DEFINITIONS

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

“Adoption Date”	8 July 2025, being the date of this announcement;
“Award(s)”	an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash, as the Board may determine in accordance with the Scheme Rules;
“Award Shares”	the Shares underlying an Award granted to a Selected Participant;
“Board”	the board of Directors of the Company;
“Business Days”	any day on which the Stock Exchange is open for the business of dealing in securities;
“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;
“Director(s)”	the director(s) of the Company;
“Eligible Person(s)”	<p>(i) any individual, being an Employee or director of any member of the Group or Related Entity, or who is proposed to be employed or appointed as an Employee or director of any member of the Group or Related Entity; or</p> <p>(ii) any person who provides services to the Group,</p> <p>whom the Board considers, in its sole discretion, to have contributed or will contribute to the Group;</p>
“Employee(s)”	any employee (whether full-time or part-time employee) of any member of the Group or a Related Entity provided that the individual shall not cease to be an Employee in the case of (a) any leave of absence approved by the relevant member of the Group or Related Entity; or (b) transfer amongst any member of the Group or Related Entity, and provided further that an individual shall, for the avoidance of doubt, cease to be an Employee with effect from (and including) the date of termination of his employment;
“Group”	the Company and its subsidiaries;

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“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;
“Related Entity”	a holding company (as defined in the Listing Rules), fellow subsidiary or associated companies (as defined in the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) of the Company;
“Scheme Rules”	the Rules of the Share Award Scheme, as may be amended from time to time;
“Selected Participant(s)”	any Eligible Person who has been granted an Award pursuant to the Scheme Rules, and if the context so permits, includes his personal representative(s) in the event of his death;
“Share Award Scheme”	the share award scheme of the Company, adopted by the Company on the Adoption Date, as the same may be validly amended;
“Shareholder(s)”	holders of the Shares;
“Share(s)”	ordinary shares of US\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules;
“Trust”	the trust constituted by the Trust Deed;
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time) in relation to the Share Award Scheme;
“Trustee”	Computershare Hong Kong Trustees Limited, a company incorporated in Hong Kong and having its registered office at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and any additional or replacement trustee or trustees for the time being of the Trust;
“US\$”	United States dollars, the lawful currency of the United States of America;

“Vesting Date” with respect to a Selected Participant, the date or dates, as determined from time to time by the Board, on which an Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant award letter pursuant to the Scheme Rules; and

“%” per cent.

By Order of the Board
Regina Miracle International (Holdings) Limited
Mr. Hung Yau Lit (also known as YY Hung)
Chairman

Hong Kong, 8 July 2025

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.