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 obtain independent professional advice or 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 Regina Miracle International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy and, if applicable, the annual report to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

ReginaMiracle®

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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, PAYMENT OF FINAL DIVIDEND, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Regina Miracle International (Holdings) Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 3 September 2026 at 4:30 p.m. is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy, which is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.reginamiracleholdings.com), in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish.

20 July 2026

CONTENTS

In this circular and the appendices to it, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting"	an annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 3 September 2026 at 4:30 p.m., notice of which is set out on pages 16 to 20 of this circular, or any adjournment thereof
"Articles of Association"	the third amended and restated articles of association of the Company currently in force
"Board"	the board of Directors of the Company
"Company"	Regina Miracle International (Holdings) Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
"connected person(s)"	has the meaning ascribed to it in the Listing Rules
"Controlling Shareholders"	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to Mr. Hung Yau Lit (also known as YY Hung) and Regent Marvel Investment Holdings Limited
"Director(s)"	the director(s) of the Company
"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
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	10 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
"Notice"	notice of the Annual General Meeting as set out on pages 16 to 20 of this circular
"Proposed Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to effect that any Shares repurchased under the Proposed General Repurchase Mandate will be added to the aggregate number of Shares which may be allotted and issued under the Proposed General Mandate
"Proposed General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
"Proposed General Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury shares, if any) as at the date of passing of the relevant resolution at the Annual General Meeting
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
"Share(s)"	ordinary share(s) of US$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s) of the Company
"Takeovers Code"	the Codes on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended or supplemented from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules

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)

Executive Directors:
Mr. Hung Yau Lit (also known as YY Hung)
(Chairman and Chief Executive Officer)
Mr. Yiu Kar Chun Antony (Chief Financial Officer)
Mr. Liu Zhenqiang
Mr. Chen Zhiping (Chief Operating Officer)
Ms. Sze Shui Ling

Independent Non-executive Directors:
Dr. Or Ching Fai
Mrs. To Wong Wing Yue Annie
Ms. Moh Angela Jen-Yin

Registered Office:
Cricket Square, Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Head Office:
10/F, Tower A, Regent Centre,
63 Wo Yi Hop Road,
Kwai Chung, Hong Kong

Principal Place of Business in Hong Kong:
10/F, Tower A, Regent Centre,
63 Wo Yi Hop Road,
Kwai Chung, Hong Kong

20 July 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PAYMENT OF FINAL DIVIDEND,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; (ii) the re-appointment of auditor; (iii) the payment of a final dividend; (iv) the granting to the Directors of the Proposed General Mandate, the Proposed General Repurchase Mandate and the Proposed Extension Mandate; and (v) the Notice.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Hung Yau Lit (also known as YY Hung), Mr. Yiu Kar Chun Antony and Mrs. To Wong Wing Yue Annie shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The Nomination Committee of the Company has reviewed the biographical details of the retiring Directors and their meeting of selection criteria (including but not limited to, reputation for integrity, accomplishment and experience, commitment and diversity in all its respect) as set out in the nomination policy and board diversity policy of the Company and took the view that all of them have been contributing to the Group effectively and are committed to their role as Directors.

The Company has received written annual independence confirmation from Mrs. To. During her tenure as independent non-executive Director, she does not involve in the daily management of the Company and is not financially dependent on the Company which would interfere with her exercise of independent judgement. Also, based on the biographical information of Mrs. To disclosed to the Company, she does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. The Nomination Committee is satisfied that Mrs. To meets the independence guidelines as set out in rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Despite Mrs. To has served on the Board for more than 9 years, the Board is satisfied that the length of tenure of Mrs. To has not affected her independence having regard to her actual contributions, her impartiality and her independent judgement on various issues that she has brought to the discussions during Board and Board Committee meetings, and, therefore, the Board considers Mrs. To remains independent.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board, and recommends the re-election of these Directors.

Details of retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Under the resolution numbered 3 as set out in the Notice, the re-election of the retiring Directors will be individually voted on by Shareholders.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 March 2027.

Having considered factors including the complexity and business operations of the Company, the expected audit scope, the audit timetable and the auditors' resources required, the estimated audit fee of PricewaterhouseCoopers for the audit services for the year ending 31 March 2027 is expected to be between approximately HK$3.5 million to approximately HK$3.8 million (the "**Estimated Audit Fee**"). The Estimated Audit Fee is considered to be fair and reasonable after due consideration of the facts and circumstances known as the Latest Practical date. Unless there is a material change in the basis and assumption set out above, the final audit fee should not deviate materially from the estimated amount disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

4. RECOMMENDATION OF A FINAL DIVIDEND

At the Board meeting held on 29 June 2026, it was recommended to pay a final dividend of HK5.3 cents per Share for the year ended 31 March 2026. Subject to the Shareholders' approval of the proposed final dividend at the Annual General Meeting, the final dividend will be payable on or about Tuesday, 6 October 2026 to the Shareholders whose names appear on the register of members of the Company on Monday, 14 September 2026. For the purpose of ascertaining Shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Wednesday, 9 September 2026 to Monday, 14 September 2026, both days inclusive. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Tuesday, 8 September 2026.

5. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Proposed General Mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares of not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,224,250,000 Shares. Subject to the passing of the ordinary resolution numbered 6 as set out in the Notice and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 122,425,000 Shares.

6. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of the Proposed General Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares of not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,224,250,000 Shares. On the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 122,425,000 Shares which are fully paid-up.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed General Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

7. PROPOSED EXTENSION MANDATE

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and Proposed General Repurchase Mandate, an ordinary resolution will be proposed to grant the Proposed Extension Mandate to the Directors to the effect that the number of Shares repurchased by the Company under the Proposed General Repurchase Mandate will also be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the Proposed General Mandate.

8. ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 16 to 20 of this circular. As the Latest Practicable Date, to the best knowledge of the Directors and having made all reasonable enquiries, no Shareholder has any material interest in the resolutions to be proposed at the Annual General Meeting. Therefore, no Shareholder is required to abstain from voting on any of these resolutions to be proposed at the Annual General Meeting.

The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Thursday, 3 September 2026. Shareholders whose names appear on the register of members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. For determining Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 28 August 2026 to Thursday, 3 September 2026, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Thursday, 27 August 2026.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.reginamiracleholdings.com). Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instruction printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, a resolution put to vote at a general meeting is to be decided by way of a poll. The Chairman of the forthcoming Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.reginamiracleholdings.com).

10. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of retiring Directors, the re-appointment of auditor, the payment of a final dividend, the granting of the Proposed General Mandate, the Proposed General Repurchase Mandate and the Proposed Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

11. 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.

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

The followings are the particulars of Mr. Hung Yau Lit (also known as YY Hung), Mr. Yiu Kar Chun Antony and Mrs. To Wong Wing Yue Annie, all of whom will retire at the Annual General Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election.

The information of the retiring Directors

(1) Mr. Hung Yau Lit (also known as YY Hung)

Chairman of the Board, Executive Director, Chief Executive Officer, Chairman of Nomination Committee and Member of Remuneration Committee

Mr. Hung Yau Lit (洪游歷) (also known as YY Hung (洪游奕)), aged 63, is the founder of the Group and has been a Director of the Company since its incorporation on 21 September 2010. He is also the Chairman, the Chief Executive Officer, the chairman of the Nomination Committee and a Member of the Remuneration Committee of the Company. He is primarily responsible for formulating the overall development strategies and business plans and overseeing the operations of the Group. With over 26 years of experience in the intimate wear manufacturing industry, Mr. Hung has been the key driver of the Group's business strategies and achievements to date and continues to oversee the management of its operations and business. Mr. Hung is also a director of each of the BVI, PRC and Hong Kong subsidiaries of the Group.

Mr. Hung has been the Executive Vice President of Shenzhen Underwear Association (深圳市內衣行業協會) since 2012, the president of Shenzhen Guangming New District Charity Association (深圳市光明新區慈善會) since January 2015 and a council member of South China Athletic Association (南華體育會). Mr. Hung received the Young Industrialist Awards of Hong Kong 2007 from the Federation of Hong Kong Industries. He was selected as one of the "2023 Greater Bay Area Best 30 ESG Entrepreneurs" by Forbes China.

Mr. Hung is the uncle of Ms. Sze Shui Ling, senior management and Executive Director of the Company. Mr. Yiu Ka So, senior management of the Company, is a cousin of Mrs. Hung. Save as disclosed above, Mr. Hung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hung is deemed to be interested in 836,023,000 Shares within the meaning of Part XV of the SFO of which 188,023,000 Shares are personal interests and 648,000,000 Shares are corporate interests, representing 68.29% of the total issued share capital of the Company.

Mr. Hung has renewed the service contract with the Company for a term of three years commencing on 11 September 2024, which can be renewed upon mutual agreement unless terminated by not less than two months' written notice.

Mr. Hung's current basic salary is HK$700,000 per month and he is entitled to a discretionary bonus as may be determined by the Board and the remuneration committee of the Board based on the performance of his duties and the Company's earnings. The remuneration of Mr. Hung was determined with reference to his duties, responsibilities and experience and the prevailing market conditions.

Mr. Hung did not hold any directorship in any listed companies during the past three years. Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) Mr. Yiu Kar Chun Antony

Executive Director and Chief Financial Officer

Mr. Yiu Kar Chun Antony (姚嘉駿), aged 50, was appointed as an Executive Director of the Company on 22 June 2015. Mr. Yiu joined the Group as a financial controller on 17 June 2002 and was promoted to the Chief Financial Officer of the Group in 2005. Mr. Yiu is primarily responsible for overseeing the overall financial management, internal control, legal and compliance matters of the Group. He also serves as a director in a number of the Company's subsidiaries. Mr. Yiu has over 28 years of experience in financial management. Prior to joining the Group, Mr. Yiu worked at PricewaterhouseCoopers Hong Kong from August 1998 to June 2002 and held the position of senior consultant from July 2000 to June 2002. Mr. Yiu graduated from the Hong Kong Polytechnic University with a first class honors degree of bachelor of arts in accountancy in November 1998. He is a fellow of Association of Chartered Certified Accountants, a fellow of Hong Kong Institute of Certified Public Accountants and a fellow of the Hong Kong Institute of Directors.

Mr. Yiu is a cousin of Mr. Yiu Ka So, senior management of the Company. Save as disclosed above, Mr. Yiu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yiu is personally interested in 305,000 Shares of the Company within the meaning of Part XV of the SFO, representing less than 1% of the total issued share capital of the Company.

Mr. Yiu has a service contract with the Company for a term of three years that commenced on 11 September 2024, which can be renewed upon mutual agreement unless terminated by not less than two months' written notice.

Mr. Yiu's current basic salary is HK$301,500 per month and he is entitled to a discretionary bonus as may be determined by the Board and the remuneration committee of the Board based on the performance of his duties and the Company's earnings. The remuneration of Mr. Yiu has been determined with reference to his duties, responsibilities and experience and the prevailing market conditions.

Mr. Yiu did not hold any directorship in any listed companies during the past three years. Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(3) Mrs. To Wong Wing Yue Annie

Independent Non-Executive Director, Chairman of Remuneration Committee and Member of Audit Committee and Nomination Committee

Mrs. To Wong Wing Yue Annie (陶王永愉), aged 70, was appointed as an independent Non-Executive Director of the Company on 11 September 2015 and is primarily responsible for providing strategic advice and guidance on the business development of the Group. She is also a Member of the Audit Committee, the Nomination Committee and the Chairman of the Remuneration Committee of the Company. Mrs. To has extensive experience in the garments trading industry. Prior to joining the Group, Mrs. To was employed by Mast Industries (Far East) Limited, the sourcing arm of LBrands, as the president from January 2007 to May 2013 and the executive vice president from September 1996 to December 2006. From April 1995 to August 1996, she served as a director of Li & Fung (Trading) Ltd., a Hong Kong based global sourcing company. From January 1991 to February 1995, Mrs. To was the executive vice-president of Bonaventure Textiles Limited, a garment manufacturing company. From June 1979 to December 1990, Mrs. To held various positions from executive trainee to assistant managing director of Swire and MacLaine Limited, the trading division of John Swire & Sons Limited. Mrs. To obtained a bachelor degree of arts from the University of Hong Kong in November 1979.

Mrs. To does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. She does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mrs. To entered into a letter of appointment with the Company for a term of three years that commenced on 11 September 2024, which can be renewed upon mutual agreement unless terminated by not less than two months' written notice.

Mrs. To is entitled to a director's fee of HK$336,000 per annum and her annual director's fee is subject to annual review based on prevailing market practice, the Company's remuneration policy and Mrs. To's responsibilities with the Group.

Mrs. To did not hold any directorship in any listed companies during the past three years. Save as disclosed above, there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information for their consideration of the Proposed General Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,224,250,000 Shares.

Subject to the passing of the resolution numbered 7 regarding the Proposed General Repurchase Mandate as set out in the Notice and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed under the Proposed General Repurchase Mandate to repurchase a maximum of 122,425,000 Shares, representing 10 per cent. of the aggregate nominal amount of Shares in issue (excluding Treasury Shares, if any), until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold its annual general meeting; and (iii) the date on which the authority set out in the resolution is varied or revoked by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Proposed General Repurchase Mandate is in the best interests of the Company and the Shareholders.

The Company may cancel any Shares repurchased or held by them as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchase.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will be to the benefit of the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Proposed General Repurchase Mandate will be financed from the Company's distributable profits and/or available cash flow. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited financial statements for the year ended 31 March 2026 (being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Proposed General Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Proposed General Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

4. DISCLOSURE OF INTERESTS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Proposed General Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Proposed General Repurchase Mandate is exercised.

5. DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Proposed General Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Directors confirmed that neither this explanatory statement nor the Proposed General Repurchase Mandate has any unusual features.

6. SHARE PRICES

The highest and lowest prices at which Shares have traded on the Hong Kong Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
July	2.15	1.74
August	1.95	1.74
September	2.39	1.95
October	2.11	1.79
November	2.29	1.96
December	2.61	2.08
2026		
January	2.63	2.20
February	2.60	2.30
March	2.47	1.95
April	2.09	1.81
May	1.91	1.70
June	2.08	1.67
July (up to the Latest Practicable Date)	1.83	1.70

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company pursuant to the Proposed General Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Controlling Shareholders acting in concert and together held 836,023,000 Shares representing approximately 68.29% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Proposed General Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 75.88%. The Directors are not aware of any consequences which would give rise to an obligation on the part of the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed General Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below 25%, the prescribed minimum percentage required by the Hong Kong Stock Exchange.

8. SHARES REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Regina Miracle International (Holdings) Limited (the "**Company**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 3 September 2026 at 4:30 p.m. (the "**Annual General Meeting**") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 March 2026.

2. To declare a final dividend of HK5.3 cents per share of the Company for the year ended 31 March 2026.

3. To re-elect the following retiring directors:

   (i) Mr. Hung Yau Lit (also known as YY Hung) as an executive director;

   (ii) Mr. Yiu Kar Chun Antony as an executive director; and

   (iii) Mrs. To Wong Wing Yue Annie as an independent non-executive director.

4. To re-appoint PricewaterhouseCoopers as the Company's auditor and authorize the board of directors of the Company to fix its remuneration.

5. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.

6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") and to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; or (iii) the exercise of subscription rights under options granted under the option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed (aa) 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution plus (bb) (if the Directors are so authorized by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the Company is required by any applicable law or the articles of association of the Company to hold its annual general meeting; and

(iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting;

"**Rights Issue**" means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company."

7. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in the paragraph (c) below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the articles of association of the Company and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company which the Directors are authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares, if any) on the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the Company is required by any applicable law or the articles of association of the Company to hold its annual general meeting; and

(iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting."

8. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** conditional on passing of the resolutions numbered 6 and 7 above, the general mandate granted to the Directors pursuant to paragraph (a) of the resolution numbered 6 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of the resolution numbered 7 above."

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

Hong Kong, 20 July 2026

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and that of the Company (www.reginamiracleholdings.com).

2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.

3. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint registered holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be completed and lodged at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.

5. Shareholders whose names appear on the register of members of the Company on Thursday, 3 September 2026 are entitled to attend and vote at the above meeting. For determining shareholder's eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 28 August 2026 to Thursday, 3 September 2026, both days inclusive. In order to qualify for attending and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Thursday, 27 August 2026.

6. The final dividend will be payable on or about Tuesday, 6 October 2026 to the shareholders whose names appear on the register of members of the Company on Monday, 14 September 2026. For the purpose of ascertaining shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Wednesday, 9 September 2026 to Monday, 14 September 2026, both days inclusive. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Tuesday, 8 September 2026.

7. A circular containing further details concerning items 3, 4, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2025/26 Annual Report of the Company.

8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

9. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force in Hong Kong at 9:00 a.m. on the day of the Annual General Meeting, the Annual General Meeting will not be held on the day of the Annual General Meeting but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.