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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).

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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)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
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 Rooms 2401-02, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 22 August 2017 at 4:30 p.m. is set out on pages 14 to 18 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.

24 July 2017

DEFINITIONS

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 Rooms 2401-02, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 22 August 2017 at 4:30 p.m., notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Regina Miracle International (Holdings) Limited, an exempt 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
“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”	20 July 2017, 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

DEFINITIONS

“Notice”	notice of the Annual General Meeting as set out on pages 14 to 18 of this circular
“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed 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 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 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



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. Tam Laiman

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

24 July 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
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; and (ii) the payment of a final dividend; and (iii) the granting to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate; and (iv) the Notice.

LETTER FROM THE BOARD

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. Chen Zhiping, Ms. Sze Shui Ling and Dr. Or Ching Fai shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

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. RECOMMENDATION OF A FINAL DIVIDEND

At the Board meeting held on 28 June 2017, it was recommended to pay a final dividend of HK2.5 cents per Share for the year ended 31 March 2017. Subject to the Shareholders' approval of the proposed final dividend at the Annual General Meeting, the final dividend will be payable on or about Monday, 11 September 2017 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 30 August 2017. For the purpose of ascertaining Shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Monday, 28 August 2017 to Wednesday, 30 August 2017, 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. on Friday, 25 August 2017.

4. 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.

LETTER FROM THE BOARD

5. PROPOSED MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the grant of the Proposed 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 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 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 resolution at the Annual General Meeting.

6. PROPOSED EXTENSION MANDATE

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and Proposed 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 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.

7. ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 14 to 18 of this circular.

The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Tuesday, 22 August 2017. 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 Wednesday, 16 August 2017 to Tuesday, 22 August 2017, 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. on Tuesday, 15 August 2017.

LETTER FROM THE BOARD

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 above 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.

8. 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).

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of retiring Directors, the payment of a final dividend, the granting of the Proposed General Mandate, the Proposed 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.

Yours faithfully

By order of the Board

Regina Miracle International (Holdings) Limited

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

Chairman

The following are the particulars of Mr. Chen Zhiping, Ms. Sze Shui Ling and Dr. Or Ching Fai, 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. Chen Zhiping**

Executive Director and Chief Operating Officer

Mr. Chen Zhiping (陳志平), aged 40, was appointed as an executive Director of the Company and the Chief Operating Officer of the Group on 22 June 2015 and 30 November 2015 respectively, and has been the general manager of Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. (“RMIA Shenzhen”) since April 2008. He is primarily responsible for production management of the Group. He is also a director of both RMIA Shenzhen and Regina Miracle (Shenzhen) Co. Ltd. Mr. Chen joined the previous bra processing facilities in October 2000 and held the following positions: production supervisor from October 2000 to June 2001, production manager from June 2001 to September 2003, senior production manager from September 2003 to June 2006 and general manager from June 2006 to April 2008. He has over 15 years of experience in intimate wear manufacture management. Mr. Chen obtained a bachelor degree in shipbuilding engineering from East China Shipbuilding Institute (華東船舶工業學院) (later renamed as Jiangsu University of Science and Technology (江蘇科技大學)) in July 1999 and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2013.

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

Mr. Chen has a service contract with the Company for a term of three years commencing on 11 September 2015, which can be renewed upon mutual agreement unless terminated by not less than two months’ written notice.

Mr. Chen’s current basic salary is HK\$84,000 and CNY77,700 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. Chen was determined with reference to his duties, responsibilities and experience and the prevailing market conditions.

Mr. Chen did not hold any directorship in other listed public 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) **Ms. Sze Shui Ling**
Executive Director

Ms. Sze Shui Ling (施穗玲), aged 45, was appointed as an executive Director of the Company on 22 June 2015. She has been the sales and marketing director of Regina Miracle International Limited since 24 June 1999 and Regina Miracle International (Group) Limited since 18 September 2006. She is responsible for the sales and marketing affairs of the Group. Ms. Sze has over 18 years of experience in the sales and marketing of intimate wear. She is also a director of a number of subsidiaries of the Company. Ms. Sze holds a certificate in tourism management program in Camosun College in Canada in December 1996.

Ms. Sze is the niece of Mr. Hung Yau Lit (also known as YY Hung), Chairman, Executive Director and Chief Executive Officer of the Company.

Ms. Sze has a service contract with the Company for a term of three years commencing on 11 September 2015, which can be renewed upon mutual agreement unless terminated by not less than two months' written notice.

Ms. Sze's current basic salary is HK\$168,000 per month and she 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 her duties and the Company's earnings. The remuneration of Ms. Sze was determined with reference to her duties, responsibilities and experience and the prevailing market conditions.

Ms. Sze did not hold any directorship in other listed public 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.

(3) Dr. Or Ching Fai

Chairman of Audit Committee and Independent Non-executive Director

Dr. Or Ching Fai (柯清輝), aged 67, was appointed as an independent non-executive Director of the Company on 11 September 2015 and is the Chairman of the Audit Committee. Dr. Or is primarily responsible for providing strategic advice and guidance on the business development of the Group.

Dr. Or received a bachelor of social sciences degree in economics and psychology from the University of Hong Kong in July 1972 before joining The Hongkong and Shanghai Banking Corporation Limited as a management trainee. Dr. Or worked in a variety of positions in personnel, securities, retail and corporate banking divisions. Dr. Or was appointed as general manager and group general manager in 2000 and became an executive director in 2005. Dr. Or was then appointed as vice-chairman and chief executive of Hang Seng Bank Limited (恒生銀行有限公司), a banking company listed on the Hong Kong Stock Exchange, in 2005 and retired in May 2009.

Dr. Or holds the following positions in companies listed on the Australian Securities Exchange (“ASX”) and the Hong Kong Stock Exchange.

Company and its Principal Business	Stock Exchange	Position
Aquis Entertainment Limited, an entertainment company	ASX	Deputy chairman and non-executive director
Television Broadcasts Limited (電視廣播有限公司), a television broadcast company	Hong Kong Stock Exchange	Independent non-executive director
Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司), a banking company	Hong Kong Stock Exchange	Independent non-executive director
Chow Tai Fook Jewellery Group Limited (周大福珠寶集團有限公司), a jewellery company	Hong Kong Stock Exchange	Independent non-executive director
China Strategic Holdings Limited (中策集團有限公司), an investment and metal trading company	Hong Kong Stock Exchange	Chairman, chief executive officer and executive director
Esprit Holdings Limited (思捷環球控股有限公司), a fashion and living products company	Hong Kong Stock Exchange	Chairman and independent non-executive director

Dr. Or has been the vice-chairman and independent non-executive director of G-Resources Group Limited, a gold and silver mining company listed on the Hong Kong Stock Exchange, since July 2009 and retired on 30 June 2017. He was also an independent non-executive director of Hutchison Whampoa Limited (和記黃埔有限公司), a telecommunications, retail, infrastructure and energy company listed on the Hong Kong Stock Exchange and Cathay Pacific Airways Limited (國泰航空有限公司), an aviation company listed on the Hong Kong Stock Exchange, from February 2000 to May 2009 respectively.

Dr. Or is a vice patron of the board of the Community Chest of Hong Kong. He was also the chairman of the Hong Kong Association of Banks in 2000 and 2003 and was vice chairman of the Hong Kong Association of Banks in 2001, 2002, 2004 and 2005. He was also the chairman of the Financial Services Advisory Committee and a member of the Services Promotion Programme Committee of the Hong Kong Trade Development Council. He was a member of the Risk Management Committee of the Hong Kong Exchanges and Clearing Limited, vice president and a council member of the Hong Kong Institute of Bankers, a member of the Aviation Development Advisory Committee, the chairman of Executive and Campaign Committee of the Community Chest of Hong Kong, the deputy council chairman of the Council of City University of Hong Kong, a council member of the University of Hong Kong, an adviser of the Employers' Federation of Hong Kong and a member of the Planning Committee of the 5th East Asian Games.

Dr. Or was awarded a Silver Bauhinia Star from the Hong Kong Special Administrative Region and Honorary University Fellow from the University of Hong Kong in 2009. He was conferred an Honorary Doctor of Social Science by the City University of Hong Kong and an Honorary Fellowship by Hang Seng Management College in November 2014 and May 2017 respectively. Dr. Or is a Justice of the Peace.

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

The appointment of Dr. Or is for a term of three years commencing on 11 September 2015, which can be renewed upon mutual agreement unless terminated by not less than two months' written notice. Dr. Or is entitled to a director's fee of HK\$380,000 per annum and his annual director's fee for subsequent financial years is subject to annual review based on prevailing market practice, the Company's remuneration policy and Dr. Or's responsibilities with the Group.

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.

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 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 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 Repurchase Mandate to repurchase a maximum of 122,425,000 Shares, representing 10% of the aggregate nominal amount of Shares in issue, 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 Repurchase Mandate is in the best interests of the Company and the Shareholders.

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 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 2017 (being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Proposed Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Proposed 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 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 Repurchase Mandate is exercised.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July	10.72	7.90
August	10.08	8.46
September	10.90	9.36
October	10.70	7.38
November	8.14	7.38
December	7.65	6.15
2017		
January	6.99	6.07
February	6.62	5.50
March	6.43	5.80
April	6.19	5.74
May	6.17	5.55
June	6.75	5.53
July (up to the Latest Practicable Date)	7.43	6.50

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company pursuant to the Proposed 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 889,000,000 Shares representing approximately 72.62% 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 Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 80.68%. 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 the Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Rooms 2401-02, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 22 August 2017 at 4:30 p.m. 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 2017.
2. To declare a final dividend for the year ended 31 March 2017.
3. To re-elect the following retiring directors:
 - (i) Mr. Chen Zhiping as an executive director;
 - (ii) Ms. Sze Shui Ling as an executive director; and
 - (iii) Dr. Or Ching Fai 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 the directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

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

“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

NOTICE OF ANNUAL GENERAL MEETING

(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 resolution as an ordinary resolution:

“**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;

NOTICE OF ANNUAL GENERAL MEETING

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

Hong Kong, 24 July 2017

NOTICE OF ANNUAL GENERAL MEETING

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 were 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 Tuesday, 22 August 2017 are entitled to attend and vote at the above meeting. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 16 August 2017 to Tuesday, 22 August 2017, 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. on Tuesday, 15 August 2017.
6. The final dividend will be payable on or about Monday, 11 September 2017 to the shareholders whose names appear on the register of members of the Company on Wednesday, 30 August 2017. For the purpose of ascertaining shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Monday, 28 August 2017 to Wednesday, 30 August 2017, 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. on Friday, 25 August 2017.
7. A circular containing further details concerning items 3, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2016/17 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.