

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **DISCLOSURE UNDER RULE 13.18 RELATING TO A SYNDICATED LOAN**

#### **THE FACILITY AGREEMENT**

The Board is pleased to announce that on 21 September 2021, the Company (as one of the Guarantors) and the other guarantors, the Borrowers (all being wholly-owned subsidiaries of the Company), the Lenders, the MLABs and the Agent entered into the Facility Agreement, pursuant to which the Lenders have agreed to provide the Syndicated Loan to the Borrowers. The facility amount is HK\$2,500 million and the final maturity date of the Syndicated Loan shall be 36 months after the date of the Facility Agreement.

The Facility Agreement requires that, among others, throughout the life of the facility, Mr. Hung shall:

- (i) maintain directly or indirectly, at least 51% of the issued share capital of the Company;
- (ii) maintain control over the management and business of the Company;
- (iii) remain as chairman and chief executive officer of the Board of Directors of the Company.

As at the date of this announcement, Mr. Hung is the chairman of the Board, executive Director and controlling shareholder of the Company, holding the direct and indirect interests in 896,023,000 shares, representing approximately 73.19% of the issued share capital of the Company.

If Mr. Hung breaches any of his specific performance covenants as mentioned above, it will trigger an event of default under the Facility Agreement. On and at any time after the occurrence of an event of default which is continuing, the Lenders may, by notice to the Company, declare that the outstanding amounts under the Facility Agreement and other related finance documents together with interests accrued thereon be immediately due and payable on demand. The Borrowers shall jointly and severally, within three business days of demand, indemnify each Finance Party against any cost, loss or liability incurred by that Finance Party.

The Syndicated Loan will be used for refinancing the existing bank loan facilities and general working capital requirements of the Group.

The Company will make continuing disclosure in its annual and interim reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as the circumstances giving rise to an obligation under Rule 13.18 of the Listing Rules continue to exist.

## **DEFINITION**

In this announcement, the following terms have the meanings set out below, unless the context requires otherwise:

“Acceded Lender”	the one or more bank(s) and/or financial institution(s) nominated by the Company to accede to the Facility Agreement (as defined below) as a lender and make available additional amounts of the Syndicated Loan (as defined below) under the Facility Agreement to the Borrowers
“Agent”	Hang Seng Bank Limited, a company incorporated in Hong Kong with limited liability, as the agent of the Finance Party (as defined below) (other than itself)
“Board”	the board of Directors
“Borrowers”	(i) Regina Miracle International Limited (維珍妮國際有限公司), a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company (as defined below)  (ii) Regina Miracle International (Group) Limited (維珍妮國際(集團)有限公司), a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company (as defined below)
“Company”	Regina Miracle International (Holdings) Limited (維珍妮國際(控股)有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2199)
“Director(s)”	the director(s) of the Company

“Facility Agreement”	the facility agreement entered into among the Company and other guarantors, the Borrowers, the Lenders, the MLABs (as defined below) and the Agent on 21 September 2021 for the Syndicated Loan (as defined below)
“Finance Party”	the Lenders or the MLABs (as defined below) and the Agent
“Group”	the Company and its subsidiaries
“Guarantors”	<ul style="list-style-type: none"> <li>(i) The Company</li> <li>(ii) Regina Miracle International (Vietnam) Limited, a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company</li> <li>(iii) Regina Miracle International (Vietnam) Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company</li> <li>(iv) Regina Miracle International Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company</li> <li>(v) Regina Miracle International (Group) Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company</li> </ul>
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Dollar” or “HK\$”	the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Lenders”	<ul style="list-style-type: none"> <li>(a) any Original Lender (as defined below);</li> <li>(b) any Acceded Lender;</li> <li>(c) any bank, financial institution, trust, fund or other entity which has become a party of the Facility Agreement</li> </ul> <p>each or any of (a), (b), and (c) are the Lenders, as the context may require</p>
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“MLABs”	the mandated lead arrangers and bookrunners, being The Hongkong and Shanghai Banking Corporation Limited, Hang Seng Bank Limited, and Bank of China (Hong Kong) Limited
“Mr. Hung”	Mr. Hung Yau Lit (also known as Mr. YY Hung), the chairman of the Board, chief executive officer, an executive Director and controlling shareholder of the Company
“Original Lender”	The Hongkong and Shanghai Banking Corporation Limited, Hang Seng Bank Limited, Bank of China (Hong Kong) Limited, Dah Sing Bank, Limited, United Overseas Bank Limited Hong Kong Branch, China Minsheng Banking Corp., Ltd Hong Kong Branch, DBS Bank (Hong Kong) Limited, CTBC Bank Co., Ltd, OCBC Wing Hang Bank Limited, China CITIC Bank International Limited, The Bank of East Asia, Limited, Bank SinoPac, Hong Kong Branch, Chong Hing Bank Limited
“Syndicated Loan”	the HK\$2,500 million loan granted by the Lenders to the Borrowers subject to the terms and conditions of the Facility Agreement
“%”	per cent

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

Hong Kong, 21 September 2021

*As at the date of this announcement, the board of directors 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. Tam Laiman as independent non-executive directors.*