



Raily Aesthetic Medicine International Holdings Limited

瑞麗醫美國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2135)

FORM OF PROXY

Form of proxy for the 2022 annual general meeting (the “Meeting”) to be held at 5/F., Minhang Tower, No. 290 North Zhongshan Road, Gongshu District, Hangzhou City, PRC on Friday, 10 June 2022 at 3:00 p.m. or any adjournment thereof

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares of Raily Aesthetic Medicine International Holdings Limited (瑞麗醫美國際控股有限公司) (the “Company”) hereby appoint _____ (name) of _____ (address) or, failing him/her, the Chairman of the Meeting (note c) as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Meeting to be held at 5/F., Minhang Tower, No. 290 North Zhongshan Road, Gongshu District, Hangzhou City, PRC on Friday, 10 June 2022 at 3:00 p.m. and at any adjournment thereof to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

Ordinary Resolutions		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and independent auditors of the Company for the year ended 31 December 2021.		
2.	(a) To re-elect Mr. Song Jianliang as an Executive Director;		
	(b) To re-elect Mr. Wang Ying as an Executive Director;		
	(c) To re-elect Ms. Fan Qirui as a Non-executive Director; and		
	(d) To authorize the Board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint Ernst & Young, Certified Public Accountants, as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant the general mandate to the Directors to allot, issue and deal with additional shares of not exceeding 20% of the total number of issued shares as at the date of passing of this resolution.		
5.	To grant the general mandate to the Directors to repurchase shares of not exceeding 10% of the total number of issued shares as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by adding the number of shares repurchased by the Company.		
Special Resolution		FOR	AGAINST
7.	To approve the adoption of the New Memorandum and Articles of Association of the Company.		

Dated this _____ day of _____ 2022 Signature (Note f) _____

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
- c. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. A proxy does not need to be a member of the Company. **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS THE FORM.**
- d. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“”) THE BOX(ES) MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK (“”) THE BOX(ES) MARKED “AGAINST”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney so authorised.
- g. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- h. Completion and return of a form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.