



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 2026 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, 26 June 2026 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 or ^(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, 26 June 2026 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 2025.		
2.	(a) To re-elect Dr. Lin Hai as an independent non-executive Director;		
	(b) To re-elect Ms. Yang Xiaofen as an independent non-executive Director;		
	(c) To re-elect Mr. Liu Teng as an independent 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 authorize 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.		
7.	(a) To approve and confirm the proposed amendments (the “Proposed Scheme Amendments”) to the share option scheme of the Company (the “Share Option Scheme”), details of which are set out in the section headed “Letter from the Board – Resolution (7) Proposed Amendments to the Share Option Scheme” in the circular of the Company dated 4 June 2026;		
	(b) To approve and adopt the Scheme Mandate Limit (as defined in the Share Option Scheme) on the total number of shares that may be issued in respect of all options and awards to be granted to the eligible participants under the Share Option Scheme and all other share schemes of the Company, being ten percent (10%) of the issued shares of the Company as at the date of the Meeting;		
	(c) To approve and adopt the Service Provider Sublimit (as defined in the Share Option Scheme) on the total number of shares that may be issued in respect of all options and awards to be granted to eligible participants who are service providers under the Share Option Scheme and all other share schemes of the Company, being one percent (1%) of the issued shares of the Company as at the date of the Meeting; and		
	(d) To authorise any Director or company secretary of the Company to execute all such documents and do all such other acts and things as he or she may, in his or her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Scheme Amendments, the Scheme Mandate Limit, the Service Provider Sublimit and any of the foregoing.		
Special Resolution		FOR	AGAINST
8.	(a) To approve the proposed amendments relating to the Uncertificated Securities Market Regime to the second amended and restated memorandum and articles of association (the “Existing Memorandum and Articles of Association”);		
	(b) To approve the proposed amendments relating to articles and/or provisions other than the Uncertificated Securities Market Regime to the Existing Memorandum and Articles of Association;		
	(c) To approve and adopt the third amended and restated memorandum and articles of association of the Company (the “New Memorandum and Articles of Association”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of this meeting; and		
	(d) To authorise each director, company secretary and registered office provider of the Company severally to do all things necessary or expedient to implement the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.		

* The full text of the above resolutions is set out in the notice convening the Meeting dated 4 June 2026.

Dated this _____ day of _____ 2026

Signature ^(Note 1) _____

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 Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) 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. For the avoidance of doubt, holders of treasury shares (if any) have no voting rights at the Company's general meeting(s).
- i. The description of the resolutions herein is by way of summary only. The full text of the resolutions is set out in the notice of annual general meeting of the Company.

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.