

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.



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)

CHANGE IN USE OF NET PROCEEDS FROM THE RIGHTS ISSUE

Reference is made to the prospectus of Raily Aesthetic Medicine International Holdings Limited (the “**Company**”) dated 2 April 2024 relating to the proposed rights issue (the “**Rights Issue**”) on the basis of one (1) rights share for every three (3) shares held on the record date (the “**Prospectus**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Prospectus.

The board of directors of the Company (the “**Board**”) would like to provide an update on the proposed change in use of proceeds from the Rights Issue in the manner as set out below.

USE OF PROCEEDS FROM THE RIGHTS ISSUE

As disclosed in the Prospectus, the net proceeds from the Rights Issue (the “**Net Proceeds**”) were intended to be used for the following purposes:

- (i) approximately 50.0% of the Net Proceeds will be used for the acquisition of equipment and raw materials necessary to initiate the manufacturing process;
- (ii) approximately 40.0% of the Net Proceeds will be used for the registration filing of aesthetic medical equipment products with NMPA, including clinical trials which are integral to the registration process; and
- (iii) approximately 10.0% of the Net Proceeds will be used for the general working capital of the Company and its subsidiaries (collectively the “**Group**”).

CHANGE IN USE OF NET PROCEEDS

As at the date of this announcement, a total of approximately HK\$11.4 million of the Net Proceeds had been utilised by the Group according to the allocation as set out in the Prospectus and the unutilised Net Proceeds amounted to approximately HK\$7.6 million (the “**Unutilised Net Proceeds**”).

After careful consideration and detailed evaluation of the Group's operations and the business strategies, the Board has resolved to change the use of the Unutilised Net Proceeds. Set out below is the utilisation of Net Proceeds up to the date of this announcement and the proposed change in use of the Unutilised Net Proceeds:

	Intended use of Net Proceeds as disclosed in the Prospectus <i>HK\$ million</i>	Utilised Net Proceeds as at the date of this announcement <i>HK\$ million</i>	Unutilised Net Proceeds as at the date of this announcement <i>HK\$ million</i>	Revised application of the Unutilised Net Proceeds <i>HK\$ million</i>
Use of Net Proceeds				
Acquisition of equipment and raw materials necessary to initiate the manufacturing process	9.5	9.5	–	–
Registration filing of aesthetic medical equipment products with the NMPA, including clinical trials which are integral to the registration process	7.6	–	7.6	–
Registration filing of aesthetic medical equipment products with the NMPA, encompassing clinical trials, product research and development, sample production and testing, procurement of equipment and other relevant steps integral to the registration process	–	–	–	7.6
General working capital	1.9	1.9	–	–
Total	19.0	11.4	7.6	7.6

The Company currently expects to fully utilise the Unutilised Net Proceeds by 31 March 2027. Such expected timeline is based on the estimation made by the Company which might be subject to changes in accordance with the change in market conditions from time to time.

Save for the disclosed herein, there are no other changes in the use of the Net Proceeds.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF NET PROCEEDS

Following a review of the procedures required for the registration filing of aesthetic medical equipment products with the NMPA, the Board is of the view that the process involves multiple integral stages. In addition to conducting clinical trials to confirm that products are safe and suitable for human use, the Company also needs to conduct product research and development to ensure product reliability and efficacy, produce and test samples to meet technical standards, and procure the necessary equipment to properly support these actions. These steps are required to ensure that the Company's aesthetic medical equipment products satisfy the regulatory requirements and are well-positioned for successful approval by the NMPA. These procedures are considered to be an extended part of the registration filing of the aesthetic medical equipment products with the NMPA.

In light of the nature of these procedures leading up to the registration process, the Board considers the extension of the expected timeline for the full utilisation of the Unutilised Net Proceeds of the Rights Issue from 31 March 2026 to 31 March 2027 will provide the Company with adequate time to complete these procedures, while enabling more effective use and allocation of its financial resources. The Board is also of the view that the extension will allow the Company to maintain and accumulate sufficient working capital to support its ongoing operational needs, while at the same time create a buffer against future economic uncertainties.

The Board confirms that there are no material changes in the nature of the business of the Company and considered that the proposed change is in the interests of the Company and its shareholders as a whole and will not have any material adverse effect on the existing business and operations of the Company.

The Board will continuously assess the changing market conditions and may revise or amend such plans where necessary to cope with the changing market conditions in order to strive for better performance of the Company and optimize the Group's financial resources.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Raily Aesthetic Medicine International Holdings Limited
Mr. Fu Haishu
Chairman and Executive Director

Hangzhou, the PRC, 7 May 2026

As at the date of this announcement, the Board comprises Mr. Fu Haishu, Mr. Song Jianliang and Mr. Wang Ying as Executive Directors; and Dr. Lin Hai, Ms. Yang Xiaofen and Mr. Liu Teng as Independent Non-executive Directors.