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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (“**Director(s)**”) of Raily Aesthetic Medicine International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that the Board has resolved to grant share options (the “**Share Options**”) under the share option scheme adopted by the Company by way of its shareholders’ resolution passed on 4 December 2020 (the “**Share Option Scheme**”) to certain eligible persons (the “**Grantees**”), being three employees of the Group, to subscribe for a total of 48,630,462 ordinary shares of US\$0.01 each (the “**Share(s)**”) in the share capital of the Company, which represents approximately 2.33% of the Company’s issued share capital at the date of grant, subject to acceptance of the Grantees. Details of such offer of the Share Options are set out below:

Date of grant	:	26 January 2024
Exercise price of the Share Options	:	HK\$0.115 per Share, which represents the highest of (i) the closing price of HK\$0.115 per Share as stated in the Stock Exchange’s daily quotation sheets on 26 January 2024, being the date of grant; (ii) the average closing price of HK\$0.103 per Share as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of US\$0.01 per Share
Number of Share Options	:	48,630,462 Share Options
Closing price of the Shares on the date of grant	:	HK\$0.115 per Share

Validity period of the Share Options	:	Until the last day of the 10-year period after the date of grant of the Share Options, subject to the terms and conditions described in the offer letter at the time of the grant of the Share Options
Vesting date of the Share Options	:	100% of the Share Options shall vest on the 1st anniversary of the date of grant, being 26 January 2025.
Vesting conditions of the Share Options	:	The Share Options shall be exercisable subject to the terms and conditions of the Share Option Scheme, including the condition that the Grantees remain as an employee of the Group (where applicable).
Consideration for the grant of the Share Options	:	HK\$1 to be paid by a Grantee upon acceptance of the offer of Share Options
Performance target	:	The Share Options are not subject to any performance target. The remuneration committee of the Board (the “ Remuneration Committee ”) is of the view that performance targets are not necessary and the grant of Share Options aligns with the purpose of the Share Option Scheme, taking into account:

1. the purpose of the Share Option Scheme is to reward the Grantees who have contributed or will contribute to the Group and to encourage the Grantees to work towards enhancing the value of the Company and its Shares, align the interests of the Group with the respective Grantees’ interests and create a shared stake in the results of the Company. With respect to each Grantee’s experiences and value in the Group, the Grantees have demonstrated their contribution and dedication to the Group in their respective positions, and the Remuneration Committee is of the view that the grant of Share Options could solidify their loyalty to the Group; and
2. the Grantees who are employees of the Group will directly contribute to the overall business performances and development of the Group. By granting the Share Options, these Grantees will have the opportunity to share the results achieved by the Group and be rewarded for their hard works and efforts.

Having considered the above, the Remuneration Committee believes that the grant of Share Options will align the interests of the Group with the respective Grantees’ interests, provide incentive to the Grantees to devote themselves to improving the business performance and enhancing the competitiveness of the Group, and reinforce their commitment to the Group, thereby achieving the objectives of the Share Option Scheme.

Clawback mechanism : The Share Options granted are subject to the clawback mechanism set out in the Share Option Scheme, such as the lapse of Share Options upon cessation of employment of a Grantee with the Group and the cancellation of Share Options at the discretion of the Board with a Grantee's agreement.

The Remuneration Committee considers that such mechanism is sufficient for the purposes of the grant of Share Options.

Financial assistance : The Group will not provide any financial assistance to any Grantee to facilitate their purchase of Shares under the Share Option Scheme.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with the Share Options and awards granted or to be granted to him/her in any 12-month period exceeding the 1% individual limit under the Listing Rules; and (iii) none of the Grantees is a related entity participant or service provider (as defined under the Listing Rules).

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

After the above grant of Share Options, no remaining Share will be available for future grant under the existing scheme mandate limit of the Share Option Scheme.

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

Hangzhou, the PRC, 26 January 2024

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