



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)

Rules of Procedures of Strategic Investment Committee under the Board of Directors

(Adopted on 28 December 2024)

Chapter 1 General Provisions

- Article 1 In order to enhance the investment decision-making procedures of Raily Aesthetic Medicine International Holdings Limited (hereinafter referred to as the “Company”), the board of directors of the Company (hereinafter referred to as the “Board”) has established the Strategic Investment Committee (hereinafter referred to as the “Committee”) and formulated these rules of procedures in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws and regulations, and the Articles of Association of the Company (hereinafter referred to as the “Articles”).
- Article 2 The Committee is a dedicated body established under the Board for providing advice or suggestions for decisions made by the Board, and shall be accountable and report to the Board.
- Article 3 These rules of procedures shall apply to the Committee and the personnel and departments referred to in these rules of procedures.

Chapter 2 Composition of the Committee

- Article 4 The Committee shall have one chairman, which shall be nominated by the chairman of the Board and considered and approved by the Board.
- Article 5 The Committee shall comprise a minimum of three directors of the Company (the “Directors”), at least one of which shall be a non-executive Director. The members of the Committee shall be nominated by the chairman of the Committee and considered and approved by the Board.

- Article 6 The term of office of the members of the Committee shall be the same as that of the Directors in the same session. A member of the Committee may serve consecutive terms upon the expiry of his/her term of office if such term of office is the same as his/her respective term of office as a Director. If any member of the Committee serving as a Director ceases to be a Director during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of the member of the Committee, and the chairman of the Committee shall fill the vacancy based on actual needs and relevant requirements.
- Article 7 A member of the Committee may submit a written resignation to the Board prior to the expiration of his/her term of office to resign as a member. Such resignation shall specify the reasons for the resignation and any matters which would require the attention of the Board.
- Article 8 Members of the Committee may be adjusted during their terms of office according to the recommendation of the chairman of the Board and upon the consideration and approval of the Board.
- Article 9 In the event that the number of members of the Committee falls below the quorum provided in these rules of procedures, the Board shall fill the vacancy based on relevant requirements.

Chapter 3 Duties of the Committee

- Article 10 Principal duties of the Committee:
- (I) to review and make suggestions for the long-term development strategies and major events of the Company;
 - (II) to review and make suggestions for major business restructuring, merger, division, and dissolution of the Company;
 - (III) to review and make suggestions for projects such as major capital operations that are subject to the approval of the Board under the Articles;
 - (IV) to review and make suggestions for the business model and business development direction of the Company;
 - (V) to review and make suggestions for the targeted projects of merge and acquisition of the Company;
 - (VI) to review and make suggestions for any major events which may have an impact on the development of the Company;
 - (VII) to follow up and examine the implementation of above matters; and
 - (VIII) other duties as conferred by the Board.

- Article 11 Duties of the chairman of the Committee:
- (I) to convene and chair the meetings of the Committee;
 - (II) to supervise and examine the operations of the Committee;
 - (III) to sign on relevant documents of the Committee;
 - (IV) to report to the Board on the operations of the Committee; and
 - (V) other duties as stipulated in the laws and regulations and as delegated by the Board.

- Article 12 Rights and obligations of the members of the Committee are as follows:
- (I) attending the meetings of the Committee on time, expressing their opinion on matters deliberated at the meetings and exercising their voting rights;
 - (II) proposing matters to be deliberated at the meetings of the Committee based on the duties of the Committee;
 - (III) attending relevant meetings of the Company as non-voting delegates or visitors, conducting surveys and researches and collecting relevant information such as reports, documents and materials for the purpose of discharging their duties;
 - (IV) fully understanding the duties of the Committee and those of himself/herself as a member of the Committee and acquainting himself/herself with relevant information on the operations, business activities and development of the Company to ensure his/her capacity for discharging duties;
 - (V) fully ensuring that he/she has sufficient working hours and energy to fulfil his/her duties; and
 - (VI) other duties as stipulated in the laws and administrative regulations and as required or delegated by the Board.

Article 13 The Committee shall be accountable to the Board.

Chapter 4 Meetings of the Committee

- Article 14 The Committee may convene meetings from time to time as necessary. In any of the following circumstances, the member of the Committee may convene an extraordinary meeting:
- (I) in circumstances as deemed necessary by the Board;
 - (II) in circumstances as deemed necessary by the chairman of the Committee; and
 - (III) when proposed by two or more members of the Committee.
- Article 15 The company secretary of the Company (the “Company Secretary”) shall be responsible for delivering the notice of meeting in writing to each member of the Committee and relevant person(s) invited to attend the meeting at least 3 days prior to the date of the meeting (except in special circumstances). The notice of meeting shall contain information on the manner, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information.
- Article 16 Upon receipt of the notice of meeting, each member of the Committee shall provide confirmation and any relevant feedback via a proper means in a timely manner.
- Article 17 The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person for any reason, such member shall, by signing and submitting a letter of proxy, authorise another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorisation. No member shall accept any such authorisation from two or more other members concurrently.
- Article 18 A meeting of the Committee shall be held only in the presence of two thirds or more of the members of the Committee. Each member has one vote. A resolution adopted by the meeting requires affirmative votes by a majority of all members. The meeting shall be chaired by the chairman of the Committee, or by authorised member authorised by the chairman of the Committee in the case of his/her absence.
- Article 19 The matters to be deliberated at the meeting of the Committee shall be discussed and studied at the meeting and the members of the Committee shall express their views clearly, independently and fully on the basis of their own judgement and any disagreement shall be set out in the minutes of the meeting submitted to the Board.

Article 20 Where a member of the Committee is interested in the matter being discussed at the meeting of the Committee, he/she shall be abstained from attending such meeting.

Article 21 All personnel attending the meeting shall undertake confidentiality obligations for all items discussed at the meeting. Relevant information shall not be disclosed without permission.

Chapter 5 Working bodies of the Committee

Article 22 The Company Secretary shall be responsible for organising and coordinating the work between the Committee and each of the relevant departments. The Company Secretary shall attend the meetings of the Committee.

Article 23 The strategic planning department of the Company shall be responsible for preparing and providing relevant materials required for the consideration of the matters on the agenda and for liaising with relevant departments, while other functional departments of the Company shall be responsible for providing support and cooperation to the Committee.

Chapter 6 Record and Minutes of the Meetings of the Committee

Article 24 Meeting record shall be prepared for the meetings of the Committee. The meeting record shall be prepared by the Company Secretary, which shall include the following information:

- (I) manner, date, venue, and name of the chairperson, of the meeting;
- (II) the attendance of members personally or by proxy;
- (III) name and title of each attendee;
- (IV) matters to be considered at the meeting;
- (V) main points made by the Committee members and other relevant attendees;
- (VI) name of the person keeping the record; and
- (VII) The members of the Committee present at the meeting shall sign the record of the meeting of the Committee. The record of Committee meetings shall be sent to all Committee members for their comments and records within a reasonable time after the meeting.

Article 25 The meeting minutes shall be submitted to the Board and other relevant departments and personnel.

Article 26 Meeting record, letters of proxy, written opinion of the members of the Committee and other meeting materials derived from the meetings of the Committee shall be kept by the Company Secretary in accordance with the relevant filing requirements.

Chapter 7 Supplementary Provisions

Article 27 These rules of procedures shall come into force upon approval by the Board.

Article 28 In case of any discrepancy between the English and Chinese versions of these terms, the Chinese version shall prevail.

Article 29 For any matters not covered in these rules of procedures, the relevant laws and regulations and the relevant provisions of the Articles shall apply. If the relevant provisions of these rules of procedures contravene with the relevant laws and regulations and the Articles as enacted or amended in the future, such relevant laws and regulations and the provisions of the existing or revised Articles shall prevail.

Article 30 The rights of interpretation and amendment of these rules of procedures shall be vested to the Board.