

*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)**

### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The board (the “**Board**”) of directors (the “**Directors**”) of Raily Aesthetic Medicine International Holdings Limited (the “**Company**”) announces that to conform with the core shareholder protection standards set out in Appendix 3 (“**Core Shareholder Protection Standards**”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and to provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes to amend the current Memorandum and Articles of Association of the Company to conform with the Core Shareholder Protection Standards and to allow general meetings to be held as a hybrid meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to as a physical meeting where Shareholders attend in person. The amendments also explicitly set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance as well as ensuring the security and orderly conduct of such general meetings. The other house-keeping amendments to the current Memorandum and Articles of Association of the Company are in line with the proposed amendments.

The Board proposes to adopt a new set of memorandum and articles of association (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the current Memorandum and Articles of Association.

A summary of the major changes brought about by the adoption of the New Memorandum and Articles of Association are set out below:

- 1) Set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of financial year;
- 2) Give the right of any Shareholder(s) holding not less than 10 per cent of the voting rights of the Company to make a requisition to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting;
- 3) Specify that all Shareholders of the Company have the right to speak and the right to vote at general meetings;
- 4) Give the Shareholders of the Company the right to remove the Auditors of the Company by an ordinary resolution;
- 5) Allow all general meetings to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting;
- 6) Insert the definitions of “Electronic Communication”, “Electronic Facilities”, “Electronic Meeting”, “Hybrid Meeting”, “Meeting Location(s)”, “Participation in a general meeting”, “Physical Meeting” and “Principal Meeting Place”, and making corresponding changes to the relevant articles;
- 7) Include the additional details to be specified in a notice of a general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting;
- 8) Specify that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting);
- 9) Allow general meetings to be held at one or more locations, or as a hybrid meeting, and the powers of the Board and the chairman in relation thereto;
- 10) Specify that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine; and
- 11) Make other house-keeping amendments, including inserting the definition of “electronic communication” and making consequential amendments in line with the above amendments to the current Memorandum and Articles of Association.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Friday, 10 June 2022(the “**2022 AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the current Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association together with a notice convening the 2022 AGM will be despatched to the Shareholders in accordance with the Listing Rules.

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

Hangzhou, the PRC, 7 April 2022

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