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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)**

### **MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF PROPERTY**

#### **ACQUISITION OF PROPERTY**

The Board is pleased to announce that on 7 March 2025 (after trading hours), the Purchaser, an indirect non wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell, the Property at the consideration of RMB21,437,012.

#### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) in respect of the Acquisition exceeds 25% but is below 100%, the Acquisition constitutes a major transaction for the Company and is therefore subject to the announcement, reporting and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The 2025 AGM will be convened for the purpose of considering and, if thought fit, approving, among others, the Acquisition. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Acquisition and is required to abstain from voting at the 2025 AGM for the approval of the Acquisition.

Pursuant to Rule 14.41 of the Listing Rules, a circular in respect of the Acquisition containing, among other things, details of the Acquisition is required to be despatched to the Shareholders after the publication of this announcement. As it is expected that more time is required to prepare and finalise the financial information and other relevant information in the circular, the Company expects to despatch the circular on or before 17 April 2025.

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## THE AGREEMENT

The principal terms of the Agreement are summarised as follows:

**Date:** 7 March 2025 (after trading hours)

**Parties:** (1) The Vendor: Suzhou Maidi Jinggang Technology Co., Ltd.\*  
(蘇州勘迪京港科技有限公司)

To the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are Independent Third Parties.

(2) The Purchaser: Suzhou Ruiquan Biotechnology Science and Technology Co., Ltd.\* (蘇州瑞泉生物醫藥科技有限公司) (formerly known as "Suzhou Yonglan Biotechnology Science and Technology Co., Ltd.\* (蘇州詠藍生物醫藥科技有限公司)"), an indirect non wholly-owned subsidiary of the Company

**Property to be acquired:** Units 101, 201, 301, 401, Building 7, 26 Jinxing Road, Jinfeng Town, Zhangjiagang, Suzhou, Jiangsu Province, PRC\* (中國江蘇省蘇州市張家港錦豐鎮錦興路26號7幢101, 201, 301, 401) with a gross floor area of approximately 4,660.22 sq. m.

**Consideration and payment terms:** The Consideration for the Acquisition is RMB21,437,012 and shall be payable by the Purchaser to the Vendor in the following manner:

- (a) the Purchaser shall pay to the Vendor RMB4,287,402.4 as the first instalment of the Consideration within seven (7) days after the Agreement becomes unconditional; and
- (b) the Purchaser shall pay to the Vendor RMB17,149,609.6, being the balance of the Consideration, within sixty (60) business days after the Agreement becomes unconditional.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to, among others, (i) the prevailing market value of properties of similar nature and size in the vicinity; and (ii) the appraised value of the Property as at 31 January 2025 of RMB21,903,000 contained in the Independent Valuation Report.

The Consideration will be funded by the Group's internal resources and external financing.

**Conditions precedent:** The Agreement is subject to that necessary approval from the Shareholders to approve the Acquisition as required under the Listing Rules has been obtained.

**Delivery:** Pursuant to the Agreement, the Property shall be in a condition suitable for delivery. Both parties shall conduct an inspection and handover, and shall sign a property delivery form for the purpose of formalizing the delivery of the Property.

## **INFORMATION ON PARTIES TO THE AGREEMENT**

### **The Company**

The Company, Raily Aesthetic Medicine International Holdings Limited, is a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the main board of the Stock Exchange (stock code: 2135). The principal activity of the Company is investment holding.

### **The Group**

The principal activities of the Group are provision of aesthetic medical services. The Company's aesthetic medical services principally include (i) aesthetic surgery services, comprising aesthetic surgical procedures performed on various parts of the face or body; (ii) minimally-invasive aesthetic services, primarily comprising aesthetic injection procedures; and (iii) aesthetic dermatology services, primarily comprising various aesthetic energy-based procedures. It is also engaged in aesthetic medical management consulting services and sales of aesthetic medical equipment products.

### **The Purchaser**

The Purchaser is an indirect non wholly-owned subsidiary of the Company, and its primary business is focused on the pharmaceutical and high-end medical equipment manufacturing industry.

### **The Vendor**

The Vendor, Suzhou Maidi Jinggang Technology Co., Ltd.\* (蘇州勸迪京港科技有限公司), is a company established in the PRC with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Vendor is principally engaged in property development; (ii) the Vendor's ultimate controlling shareholder is Xu Lingze (徐菱澤); and (iii) the Vendor and its ultimate controlling shareholder are Independent Third Parties.

## **INFORMATION ON THE PROPERTY**

The Property is situated at Units 101, 201, 301, 401, Building 7, 26 Jinxing Road, Jinfeng Town, Zhangjiagang, Suzhou, Jiangsu Province, PRC\* (中國江蘇省蘇州市張家港錦豐鎮錦興路26號7幢101, 201, 301, 401). It is an industrial land with a gross floor area of approximately 4,660.22 sq. m.. The valuation of the Property was approximately RMB21,903,000 as at 31 January 2025, which was valued based on a market comparison approach by the Independent Qualified Valuer.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

In response to the growing market demand for a diverse array of offerings in the aesthetic medical industry, the Group is dedicated to advancing its research and manufacturing platform for cutting-edge aesthetic medical materials and equipment products. To support this initiative, the Property would be acquired and used as a production facility primarily focused on the production of innovative aesthetic medical materials and equipment products, thereby enhancing the Group's development and production capabilities in the upstream aesthetic medical industry and solidifying its position in the market. The Acquisition would enable the Group to establish a production facility for aesthetic medical materials and equipment products, covering subcutaneous injection products, thereby ensuring greater control over product quality and promoting product technology innovation while meeting the growing demand for advanced aesthetic medical materials and equipment products in the market.

The Board (including the independent non-executive Directors) is of the opinion that the terms of the Agreement are on normal commercial terms, fair and reasonable, and that the Acquisition contemplated thereby is in the interests of the Company and the Shareholders as a whole.

No Director has any material interest in the transaction under the Agreement. Accordingly, no Director is required to abstain from voting on the Board meeting approving the Acquisition.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) in respect of the Acquisition exceeds 25% but is below 100%, the Acquisition constitutes a major transaction for the Company and is therefore subject to the announcement, reporting and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The 2025 AGM will be convened for the purpose of considering and, if thought fit, approving, among others, the Acquisition. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Acquisition and is required to abstain from voting at the 2025 AGM for the approval of the Acquisition.

Pursuant to Rule 14.41 of the Listing Rules, a circular in respect of the Acquisition containing, among other things, details of the Acquisition are required to be despatched to the Shareholders after the publication of this announcement. As it is expected that more time is required to prepare and finalise the financial information and other relevant information in the circular, the Company expects to despatch the circular on or before 17 April 2025.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following respective meanings:

“2025 AGM”	the 2025 annual general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving, among others, the Agreement and the Acquisition
“Acquisition”	the acquisition of the Property pursuant to the terms of the Agreement
“Agreement”	the agreement entered into between the Purchaser and the Vendor on 7 March 2025 in relation to the Acquisition
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Raily Aesthetic Medicine International Holdings Limited (Stock Code 2135), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Consideration”	the consideration in relation to the Acquisition pursuant to the Agreement in the amount of RMB21,437,012
“controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Delivery”	the delivery of the Acquisition in accordance with the terms and conditions of the Agreement
“Director(s)”	the director(s) of the Company
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Qualified Valuer”	Hangzhou Lucheng Asset Appraisal Co., Ltd.* (杭州祿誠資產評估有限公司), an independent professional valuer
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected person(s) (having the meaning ascribed to it under the Listing Rules)
“Independent Valuation Report”	The independent valuation report of the Property prepared by the Independent Qualified Valuer

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Property”	the property situated at Units 101, 201, 301, 401, Building 7, 26 Jinxing Road, Jinfeng Town, Zhangjiagang, Suzhou, Jiangsu Province, PRC* (中國江蘇省蘇州市張家港錦豐鎮錦興路26號7幢101, 201, 301, 401) with a gross floor area of approximately 4,660.22 sq. m.
“Purchaser”	Suzhou Ruiquan Biotechnology Science and Technology Co., Ltd.* (蘇州瑞泉生物醫藥科技有限公司) (formerly known as “Suzhou Yonglan Biotechnology Science and Technology Co., Ltd* (蘇州詠藍生物醫藥科技有限公司)”), a company established in the PRC with limited liability and an indirect non wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“sq. m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Vendor”	Suzhou Maidi Jinggang Technology Co., Ltd.* (蘇州勸迪京港科技有限公司), a company established in the PRC with limited liability
“%”	per cent.

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

Hangzhou, the PRC, 7 March 2025

*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.*

\* For identification purposes only