

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
AESTHETIC MEDICAL INTERNATIONAL HOLDINGS GROUP LIMITED
FOR THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 8, 2022**

The undersigned shareholder of Aesthetic Medical International Holdings Group Limited, an exempted company incorporated under the laws of the Cayman Islands (the “Company”), hereby acknowledges receipt of the notice of annual general meeting (the “AGM Notice”) of shareholders and proxy statement, each dated August 2, 2022, and hereby appoints _____ (insert name) or failing him/her, Dr. Pengwu Zhou, chairman of the board of directors (the “Chairman”) of the Company, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the annual general meeting of shareholders of the Company to be held on September 8, 2022 at 10 a.m. China Standard Time (which is 10 a.m. (Eastern Daylight Time) at 4th Floor, Shenzhen Pengai Aesthetic Medical Hospital, 1122 Nanshan Boulevard, Nanshan District, Shenzhen, Guangdong Province, P.R.C. and at any adjournment thereof (the “Annual General Meeting”), and to vote _____ ordinary shares in the Company which the undersigned would be entitled to vote if then and there personally present on the matters set forth below (i) as specified by the undersigned below or, if no such specification is made, as the proxy thinks fit, and (ii) in the discretion of the proxy upon such other business as may properly come before the meeting, all as set forth in the AGM Notice and in the proxy statement furnished herewith.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If NO direction is made, the proxy will vote the shares in his or her discretion, unless this sentence referring to a holder of the proxy having such discretion has been crossed-out and the deletion initialed on this form of proxy. Where the chairman, a director or officer of the Company acts as proxy and is entitled to exercise his or her discretion, he or she is likely to vote “FOR” the following proposals:

Proposal 1: By the passing of an ordinary resolution, ratify the appointment of Union Power HK CPA Limited as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022.

For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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Proposal 2: By the passing of an ordinary resolution, approve and confirm the issuance and allotment of 36,402,570 new ordinary shares in the Company to Hainan Oriental Jiechuang Investment Partnership (Limited Partnership) or its designated affiliate for the total consideration in USD that is equivalent of RMB 170 million.

For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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Proposal 3: By the passing of an ordinary resolution, approve and confirm the transfer of shares in the Company by certain existing shareholders of the Company to Australia Wanda International Company Limited (“Wanda”) of an aggregate of 21,321,962 ordinary shares in the Company for the total consideration in USD that is equivalent of RMB 100 million, comprising of (i) 9,231,635 ordinary shares by Seefar Global Holdings Limited (“Seefar”), (ii) 8,869,610 ordinary shares by Jubilee Set Investments Limited, and (iii) 3,220,717 ordinary shares by Pengai Hospital Management Corporation.

For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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Proposal 4: By the passing of an ordinary resolution, approve and confirm the (i) issuance and allotment of certain number of new ordinary shares in the Company to Peak Asia Investment Holdings V Limited (“ADV”), and (ii) issuance and allotment of certain number of ordinary shares to ADV upon the exercise of and fulfilment of the terms of the warrant issued to ADV on July 20, 2022 under the Cooperation Agreement (as defined in the AGM Notice).

For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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Proposal 5: By the passing of an ordinary resolution, approve and confirm the issuance and allotment of 4,655,386 ordinary shares to Seefar and 6,423,983 ordinary shares to Wanda upon the exercise of and fulfilment of the terms of the warrants to be issued to Seefar and Wanda in accordance with the Shareholders’ Agreement (as defined in the AGM Notice).

For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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Proposal 6: By the passing of an ordinary resolution, authorize any one director or officer of the Company to (if appropriate) update the register of members of the Company and make all required filings, if any, in relation to the above ordinary resolutions with the Registrar of Companies and the Company to perform, execute, acknowledge, and deliver or cause to be performed, executed, acknowledged, and delivered all such further and other acts, instruments, and assurances as may reasonably be required in relation to the above ordinary resolutions.

For

Against

Abstain

Proposal 7: By the passing of a special resolution, approve and confirm the amendments to the fourth amended and restated articles of association of the Company.

For

Against

Abstain

Proposal 8: By the passing of a special resolution, authorize any one director or officer of the Company to make all required filings, if any, in relation to the above special resolution with the Registrar of Companies and the Company to perform, execute, acknowledge, and deliver or cause to be performed, executed, acknowledged, and delivered all such further and other acts, instruments, and assurances as may reasonably be required in relation to the above special resolution.

For

Against

Abstain

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TO BE HELD ON SEPTEMBER 8, 2022**

Dated: _____ 2022

Shareholder Name:

Signature

Notes

1. To be valid, this proxy must be deposited by mail to 4th Floor, Shenzhen Pengai Aesthetic Medical Hospital, 1122 Nanshan Boulevard, Nanshan District, Shenzhen, Guangdong Province, P.R.C. (attention: Derrick Shi) no later than 10 am on September 6, 2022, which is not less than 48 hours prior to the Annual General Meeting.
2. This proxy must be signed by the person registered in the register of members at the close of business on September 30, 2022 or by his or her attorney duly authorized in writing. In the case of a corporation, this proxy must be executed either under seal or under the hand of an officer or attorney duly authorized for that purpose.
3. The full text of each of the above proposals and resolutions is set out in the AGM Notice of shareholders and proxy statement, each dated August 2, 2022.
4. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint holders of a share, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. Please insert the number of share registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
6. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
7. You may revoke your proxy at any time before your shares are voted by:
 - (i) mailing a later dated proxy to the Company's principal executive office at 4th Floor, Shenzhen Pengai Aesthetic Medical Hospital, 1122 Nanshan Boulevard, Nanshan District, Shenzhen, Guangdong Province, P.R.C. (attention: Derrick Shi) by 10 am on September 6, 2022 being not less than 48 hours prior to the Annual General Meeting;
 - (ii) voting in person at the Annual General Meeting; or
 - (iii) providing written notice of revocation to the Company's principal executive office at 4th Floor, Shenzhen Pengai Aesthetic Medical Hospital, 1122 Nanshan Boulevard, Nanshan District, Shenzhen, Guangdong Province, P.R.C. (attention: Derrick Shi) prior to the Annual General Meeting.