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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Rainmed Medical Limited**, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares or any securities of the Company.

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**RainMed**

**Rainmed Medical Limited**

**潤邁德醫療有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2297)**

**MAJOR TRANSACTION  
CONSTRUCTION AGREEMENT**

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Unless the context otherwise requires, all capitalized terms used in this circular shall have the meanings as set out in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 9 of this circular.

The Company has obtained a written approval in respect of the Construction Agreement and the transaction contemplated thereunder pursuant to Rule 14.44 of the Listing Rules from a closely allied group of Shareholders who held more than 50% of the entire issued share capital of the Company as at the Latest Practicable Date. As such, no extraordinary general meeting will be convened for the approval of the Construction Agreement as permitted under Rule 14.44 of the Listing Rules.

This circular is being dispatched to the Shareholders for information only.

April 20, 2023

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Company”	Rainmed Medical Limited (潤邁德醫療有限公司), an exempted company with limited liability incorporated in the Cayman Islands on April 9, 2021
“Construction Agreement”	the agreement entered into between Rainmed Robot and the Contractor dated March 24, 2023 for the Construction Works
“Construction Works”	the construction and engineering works of manufacturing facilities, office buildings and supporting facilities on a piece of land located in Wuzhong District, Suzhou, Jiangsu Province, the PRC with a construction area of approximately 75,600 sq.m.
“Contractor”	Wujiang Construction Engineering (Group) Co., Ltd.* (吳江市建設工程(集團)有限公司), a limited liability company established under the laws of the PRC
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 17, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus of the Company dated June 27, 2022
“Rainmed Robot”	Suzhou Rainmed Robot Co., Ltd.* (蘇州潤邁德機器人有限公司), a limited liability company established under the laws of the PRC on August 30, 2022, being an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each
“Shareholder(s)”	holder(s) of the Share(s)
“sq.m.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suzhou Rainmed”	Suzhou Rainmed Medical Technology Co., Ltd.* (蘇州潤邁德醫療科技有限公司), a limited liability company incorporated under the laws of PRC on December 5, 2016, being a wholly-owned subsidiary of the Company
“%”	per cent

\* *The English translation of Chinese names of entities included in this circular is prepared for identification purpose only.*



**Rainmed Medical Limited**

**潤邁德醫療有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2297)**

*Executive Directors:*

Mr. Huo Yunfei  
Mr. Lyu Yonghui  
Mr. Zhang Liang  
Ms. Gu Yang

*Registered office:*

Floor 4, Willow House  
Cricket Square  
Grand Cayman KY1-9010  
Cayman Islands

*Non-executive Directors:*

Mr. Wang Lin  
Mr. Heng Lei

*Principal place of business in Hong Kong:*

Room 2723, 27/F  
AXA Southside  
38 Wong Chuk Hang Road  
Wong Chuk Hang, Hong Kong

*Independent non-executive Directors:*

Mr. Liu Shuen Kong  
Mr. Li Ho Man  
Mr. Lau Tsz Ho Tony

April 20, 2023

*To the Shareholders*

Dear Sirs or Madams,

**MAJOR TRANSACTION  
CONSTRUCTION AGREEMENT**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated March 27, 2023 in relation to the Construction Agreement between Rainmed Robot and the Contractor, pursuant to which the Contractor will undertake the Construction Works at a consideration of RMB430,000,000.

The purpose of this circular is to provide you with, among other things, details of the Construction Agreement, the transaction contemplated thereunder and the general information of the Group.

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## LETTER FROM THE BOARD

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### 2. THE CONSTRUCTION AGREEMENT

The principal terms of the Construction Agreement are set out below:

Date: March 24, 2023

Parties: (i) Rainmed Robot; and  
(ii) the Contractor

Scope of work: The construction and engineering works of manufacturing facilities, office buildings and supporting facilities on a piece of land located in Wuzhong District, Suzhou, Jiangsu Province, the PRC with a construction area of approximately 75,600 sq.m.

Construction period: The Construction Works are expected to be completed within 730 days after the commencement date, which will be specified in the commencement report or commencement notice and is expected to be May 7, 2023.

Consideration: The consideration payable to the Contractor shall be RMB430,000,000, subject to any adjustments arising from fluctuations on market prices on raw material costs (including steel, concrete, cables and aluminium alloy).

Payment terms: The consideration shall be settled by Rainmed Robot in the following manner:

- (1) 10% of the consideration shall be paid to the Contractor as prepayment one week before the Contractor commences the Construction Works provided that the performance guarantee as set out below has been furnished by the Contractor to Rainmed Robot;
- (2) by way of instalments, part of the consideration shall be paid upon certain milestones of the Construction Works having been attained such that up to 70% of the consideration will have been paid upon completion of acceptance filing of the Construction Works;
- (3) 25% of the consideration shall be paid upon the signing of the settlement audit report by both parties such that up to 95% of the consideration will have been paid; and
- (4) the remaining 5% of the consideration shall be withheld by Rainmed Robot as retention money and shall be released upon expiry of the defect liability period as detailed below.

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## LETTER FROM THE BOARD

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- Performance guarantee: The Contractor shall, within 30 days after the entering into of the Construction Agreement, provide a letter of guarantee issued by a bank or factoring company to Rainmed Robot in an amount of RMB43,000,000, representing 10% of the consideration, for a period commencing on the date on which the Construction Agreement is entered into and ending on the date on which the Contractor receives the acceptance certificate of the Construction Works from Rainmed Robot.
- Defect liability period: The liability period of any defects of the Construction Works is 24 months commencing from the completion acceptance of the Construction Works by Rainmed Robot.
- Condition precedent: The Construction Agreement is conditional upon the approval by the Shareholders. As at the Latest Practicable Date, the condition precedent has been fulfilled.

### **3. BASIS OF CONSIDERATION**

The consideration of the Construction Agreement was determined based on the tender price provided by the Contractor and the Construction Agreement was awarded to the Contractor after the tendering process. The Directors assessed (i) the prevailing market price of construction works with similar scale and complexity, (ii) the experience and capability of the Contractor, (iii) the scope and complexity of the Construction Works, and (iv) anticipated material costs and labor costs, and consider that the consideration of the Construction Agreement is fair and reasonable.

The consideration of the Construction Agreement will be satisfied by the Group's bank borrowings and internal funds.

### **4. FINANCIAL EFFECTS OF ENTERING INTO THE CONSTRUCTION AGREEMENT**

The consideration of the Construction Agreement is RMB430,000,000 and the Company considers that there will not be any material effect on the earnings of the Group immediately after the execution of the Construction Agreement. Since the consideration of the Construction Agreement is expected to be satisfied by the Group's bank borrowings and internal funds, the cash and cash equivalents of the Group will decrease, while the property, plant and equipment and the interest-bearing borrowings of the Group will increase. However, there will be no significant change in the net assets of the Group.

### **5. REASONS FOR AND BENEFITS OF ENTERING INTO THE CONSTRUCTION AGREEMENT**

In March 2023, the Group acquired a piece of land located in Wuzhong District, Suzhou, Jiangsu Province, the PRC, with a total site area of approximately 20,000 sq.m. for the purpose of developing an industrial park of the Group, at a consideration of RMB5,040,050.

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## LETTER FROM THE BOARD

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The Group currently leases four properties in Suzhou for its own use for manufacturing, research, development and offices. While the Group's principal business operation is all located in Suzhou, the currently leased operation sites are relatively scattered, which is not optimal for effective management. It has been the Group's intention to expand, centralize and consolidate the Group's management and operation. As such, the Group engaged the Contractor for the Construction Works after the acquisition of the aforementioned land. Upon completion of the construction, the industrial park will serve as the Group's new headquarters, which allow the Group to (i) centralize its management and operation in a favorable location in line with its expansion strategies, (ii) reduce ongoing rental costs and avoid future rental fluctuations, (iii) expand its asset base, and (iv) enhance cost efficiency and effectiveness for its long-term development.

Based on the above, the Directors consider that the terms of the Construction Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### 6. INFORMATION ON THE GROUP

The Group is principally engaged in the research, development, manufacturing and commercialization of medical instruments related to coronary angiography-derived fractional flow reserve system and coronary angiography-derived index of microvascular resistance system.

Rainmed Robot is a limited liability company established under the laws of the PRC and is an indirect wholly-owned subsidiary of the Company. Rainmed Robot is principally engaged in the research, development and manufacturing of surgical robots. As at the Latest Practicable Date, Rainmed Robot had not commenced any substantial business activities.

### 7. INFORMATION ON THE CONTRACTOR

The Contractor is a limited liability company established under the laws of the PRC and is principally engaged in provision of general contracting services for construction and development. The Contractor is owned as to approximately 66.28% by Suzhou Weiye Group Co., Ltd.\* (蘇州偉業集團有限公司) (“**Suzhou Weiye**”), 28.75% by the Contractor's employee shareholding committee (職工持股會), 1.99% by Wang Huizhong (王惠忠) (“**Mr. Wang**”), 0.49% by Liu Mingbao (劉明寶) (“**Mr. Liu**”), 0.49% by Yao Aqin (姚阿琴) (“**Ms. Yao**”), 0.49% by Pang Yulin (龐玉林) (“**Mr. Pang**”), 0.46% by Song Huilin (宋惠林), 0.46% by Shen Peilong (沈佩龍) (“**Mr. Shen**”), 0.33% by Dong Lihua (董立華) and 0.13% by Lu Xiaorong (陸小榮), respectively. Further, Suzhou Weiye is owned as to 58.35% by Mr. Wang, 8.575% by Mr. Liu, 8.575% by Ms. Yao, 8.575% by Mr. Pang, 8.575% by Mr. Shen and 7.35% by Liu Weiguo (劉衛國), respectively.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Contractor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).



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## LETTER FROM THE BOARD

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### 8. IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transaction contemplated under the Construction Agreement exceeds 25% but is less than 100%, the transaction contemplated under the Construction Agreement constitutes a major transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the transaction contemplated under the Construction Agreement. As such, no Shareholder is required to abstain from voting if an extraordinary general meeting were to be convened for the approval of the Construction Agreement and the transaction contemplated thereunder.

The Company has obtained a written approval in respect of the Construction Agreement and the transaction contemplated thereunder from a closely allied group of Shareholders, which collectively held 665,009,530 Shares, representing approximately 56.95% of the entire issued share capital of the Company as at the Latest Practicable Date. As such, no extraordinary general meeting will be convened for the approval of the Construction Agreement as permitted under Rule 14.44 of the Listing Rules.

The closely allied group of Shareholders comprises the following Shareholders which are the respective holding vehicles established by or connected with a Director, an employee of the Group, a family member of a Director or a former director of the entity operating the Group's business prior to the Group's reorganization as detailed in the Prospectus:

Name of Shareholders	Number of Shares held	Approximate shareholding percentage in the Company as at the Latest Practicable Date
Opera Rose Limited <sup>(1)</sup>	214,749,000	18.39%
Vermilion Bird Limited <sup>(2)</sup>	159,934,000	13.70%
AIMEI LIMITED <sup>(3)</sup>	18,955,000	1.62%
Stevenwu Limited <sup>(4)</sup>	14,216,000	1.22%
ASHG HK LIMITED <sup>(5)</sup>	5,364,000	0.46%
Mingze. Limited <sup>(6)</sup>	30,937,000	2.65%
Nicholas Duan Limited <sup>(7)</sup>	2,652,000	0.23%
NEXT DAWN LIMITED <sup>(8)</sup>	4,420,000	0.38%
ANC HK LIMITED <sup>(9)</sup>	4,420,000	0.38%
Light wisdom HK LIMITED <sup>(10)</sup>	49,032,000	4.20%
Beijing Light Silver Capital Partnership (General Partnership)* (北京輕舟互動投資管理合夥企業(普通合夥)) ("Light Silver") <sup>(10)</sup>	5,614,000	0.48%
Beijing Qingzhou Internet Investment Center (Limited Partnership)* (北京輕舟互聯投資中心(有限合夥)) ("Qingzhou Internet") <sup>(10)</sup>	19,419,000	1.66%

## LETTER FROM THE BOARD

Name of Shareholders	Number of Shares held	Approximate shareholding percentage in the Company as at the Latest Practicable Date
Shanghai Xingzhourun Enterprise Management Partnership (Limited Partnership)* (上海興舟潤企業管理合夥企業(有限合夥)) ("Shanghai Xingzhourun") <sup>(10)</sup>	7,264,530	0.62%
Shanghai Tongxiang Haoqian Enterprise Management Partnership (Limited Partnership)* (上海同襄灝乾企業管理合夥企業(有限合夥)) ("Tongxiang Haoqian") <sup>(11)</sup>	98,569,000	8.44%
Xinyu Tongchuang Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership)* (新余市同創國盛科創產業投資合夥企業(有限合夥)) ("Tongchuang Guosheng") <sup>(11)</sup>	29,464,000	2.52%
<b>Total</b>	<b>665,009,530</b>	<b>56.95%</b>

*Notes:*

- (1) Opera Rose Limited is owned as to 99.9% by Dawning Sky Limited and 0.1% by Huo Yunfei (霍雲飛) ("Mr. Huo"), an executive Director, the chairman of Board and the chief executive officer of the Company, respectively. Dawning Sky Limited is wholly owned by The Core Trust Company Limited, being the trustee of the Opera Rose Trust which is a discretionary trust established by Mr. Huo as the settlor and beneficiary.
- (2) Vermilion Bird Limited is owned as to 99.9% by Glowing Fame Limited and 0.1% by Huo Yunlong (霍雲龍) ("Dr. Huo"), the brother of Mr. Huo, respectively. Glowing Fame Limited is wholly owned by The Core Trust Company Limited, being the trustee of the Vermilion Bird Trust which is a discretionary trust established by Dr. Huo as the settlor and beneficiary.
- (3) AIMEI LIMITED is wholly owned by Liu Guangzhi (劉廣志), the chief technology officer of the Company.
- (4) Stevenwu Limited is wholly owned by Wu Xingyun (吳星雲), a vice president of the Company.
- (5) ASHG HK LIMITED is wholly owned by Gu Yang (谷陽), an executive Director and vice president of the Company, and a cousin of Mr. Huo.
- (6) Mingze. Limited is wholly owned by Lyu Yonghui (呂永輝), an executive Director and the joint chief executive officer of the Company.
- (7) Nicholas Duan Limited is wholly owned by Duan Ning (段寧), the sales director of the Company.
- (8) NEXT DAWN LIMITED is wholly owned by Liu Kangjian (劉康健), a vice president and the secretary of the Board of the Company.

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## LETTER FROM THE BOARD

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- (9) ANC HK LIMITED is wholly owned by Zhang Liang (張亮), an executive Director, the chief financial officer and the joint company secretary of the Company.
- (10) Light wisdom HK LIMITED is wholly owned by Zhou Bin (周彬) (“**Mr. Zhou**”), a former director and shareholder of Suzhou Runxin Medical Instrument Co., Ltd.\* (蘇州潤心醫療器械有限公司), the holding company of the Group’s principal operating subsidiaries in the PRC prior to the Group’s reorganization as detailed in the Prospectus.

Light Silver is a partnership established in the PRC and each of Qingzhou Internet and Shanghai Xingzhourun is a limited partnership established in the PRC. Each of Light Silver, Qingzhou Internet and Shanghai Xingzhourun invested in the Group prior to the global offering and listing of the Shares on the Stock Exchange. The general partner of both Qingzhou Internet and Shanghai Xingzhourun is Light Silver and the executive partner of Light Silver is Mr. Zhou.

- (11) Each of Tongxiang Haoqian and Tongchuang Guosheng is a limited partnership established in the PRC and invested in the Group prior to the global offering and listing of the Shares on the Stock Exchange. The general partner of Tongxiang Haoqian is Xinyu Tongchuang Investment Management Co., Ltd.\* (新余同創精選投資管理有限公司) which is wholly owned by Shenzhen Cowin Asset Management Co., Ltd.\* (深圳同創偉業資產管理股份有限公司) (“**Cowin**”) (a company listed on National Equities Exchange and Quotations (832793.NEEQ)). The general partner of Tongchuang Guosheng is Shenzhen Cowin Jinxiu Asset Management Co., Ltd.\* (深圳同創錦繡資產管理股份有限公司) which is wholly owned by Cowin. Heng Lei (衡磊), a non-executive Director, has been a deputy director of investment of Cowin since July 2017.

The interest of the closely allied group of Shareholders is no different from other Shareholders in respect of the Construction Agreement and the transaction contemplated thereunder.

### 9. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the entering into of the Construction Agreement is in the interests of the Company and the Shareholders as a whole, and the terms of the Construction Agreement are fair and reasonable. If an extraordinary general meeting were to be convened for the approval of the Construction Agreement and the transaction contemplated thereunder, the Board would recommend the Shareholders to vote in favor of the resolution to approve the Construction Agreement and the transaction contemplated thereunder at such general meeting.

### 10. ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Rainmed Medical Limited**  
**Huo Yunfei**  
*Chairman of the Board and Executive Director*

## 1. FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Group for each of the three years ended December 31, 2020, 2021 and 2022 are disclosed in the Prospectus for the two years ended December 31, 2020 and 2021 and the annual results announcement of the Company for the year ended December 31, 2022, respectively, which have been published and are available on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.rainmed.com](http://www.rainmed.com)):

- (a) the Prospectus from pages I-4 to I-60 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0627/2022062700021.pdf>); and
- (b) the annual results announcement of the Company for the year ended December 31, 2022 from pages 2 to 14 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0330/2023033001696.pdf>).

## 2. INDEBTEDNESS OF THE COMPANY

### Borrowings

As at the close of business on February 28, 2023, the Group had bank loans of RMB33.0 million. The bank loans are repayable within 1 year and were classified as current liabilities as at February 28, 2023. The bank loans bear fixed interest rates ranging from 2.8% to 3.85%.

### Contingent Liabilities

As at the close of business on February 28, 2023, the Group did not have any material contingent liabilities.

### Lease Liabilities

As at the close of business on February 28, 2023, the Group had total lease liabilities of approximately RMB9.8 million.

### Commitments

As at the close of business on February 28, 2023, the Group had capital commitments contracted but not provided for of RMB9.6 million in relation to the purchase of construction and furnishing services and equipment for the Group's production plants.

Save as disclosed above, as at the close of business on February 28, 2023, the Company did not have any other debt securities issued and outstanding, or authorized or otherwise created but unissued, loans or term loans (secured, unsecured, guaranteed or otherwise), other borrowings or indebtedness in the nature of borrowings including liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

### 3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

### 4. WORKING CAPITAL SUFFICIENCY OF THE GROUP

The Directors, after due and careful enquiry, are of the opinion that, after taking into account the Group's internal resources and the available banking facilities, and the effects of entering into the Construction Agreement, the working capital available to the Group is sufficient for the Group's requirements for at least the next 12 months from the date of this circular. The Group has obtained the relevant letter as required under Rule 14.66(12) of the Listing Rules.

### 5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As disclosed in the annual results announcement of the Company for the year ended December 31, 2022, in 2022, the Group's revenue was approximately RMB83.6 million, representing an increase of 3.0% as compared with the Group's revenue of approximately RMB81.2 million in 2021. Substantially all of the Group's revenue was generated from the sales of the Group's coronary angiography-derived fractional flow reserve system ("caFFR System"), comprising a console (the FlashAngio caFFR system) and its proprietary consumable (the FlashPressure caFFR pressure transducer), since its commercialization. The Group's gross profit margin remained relatively stable in 2022, being 83.5%, as compared with that in 2021 (being 85.0%).

The Group has a proven track record in commercializing its core product (as defined in the Listing Rules), caFFR System, with a comprehensive commercialization network in the PRC. The Group actively engages with key opinion leaders such as Dr. Ge Junbo (葛均波) and Dr. Huo Yong (霍勇), physicians and medical associations as a part of its academic promotion and marketing strategy. As at December 31, 2022, the Group's efficient and highly experienced sales team has established an extensive distribution network comprising 151 domestic distributors which are authorized by the Group to cover over 1,000 hospitals across 22 provinces, four autonomous regions and four municipal cities in the PRC. With the Group's effective and extensive sales and marketing activities, as at December 31, 2022, the caFFR Systems had been sold to and installed in over 400 hospitals and had been performed at over 1,100 hospitals in the PRC, and the Group had completed the procurement approval procedure with over 500 hospitals in the PRC. The Group has also obtained the patient charging price ranging from RMB10,200 to RMB12,000 for its proprietary consumable of caFFR System in 30 provinces and regions, among which 21 provinces and regions (for example, Shanghai, Guangdong, Chongqing and Henan) included the Group's proprietary consumable of caFFR System into the medical insurance reimbursement list. The Group will continue to deepen cooperation with existing distributors to actively seize business opportunities and actively explore potential markets to increase market share and expand customer base.

The Construction Works under the Construction Agreement in relation to the Group's industrial park is expected to be completed in 2025. Upon completion, there will be manufacturing facilities, office buildings and supporting facilities with a construction area of approximately 75,600 sq.m., which is expected to provide sufficient spaces for further expansion of the Group's manufacturing capabilities.

Despite the uncertainties in the market, the continuous outbreak of regional epidemics and the requirements of complying with strict epidemic prevention measures during 2022, all employees of the Group still forged ahead in a fluctuating environment and took initiative to maintain operations and continue to further expand the Group's business. The Group remains optimistic about the prospects for the mainland China and Hong Kong, and will strive to seize business opportunities, improve research and development capabilities, actively enhance corporate profitability, and commit to achieving long-term growth and maximizing value for the Shareholders.

## 6. MATERIAL ACQUISITION SINCE THE DATE OF THE LATEST PUBLISHED AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

After December 31, 2022 (being the date up to which the latest published audited consolidated financial statements of the Group have been made up) and up to the Latest Practicable Date, as disclosed in the announcements of the Company dated March 1, 2023 and March 20, 2023, on March 1, 2023 (after trading hours), Suzhou Rainmed entered into an investment agreement (the “**Investment Agreement**”) with Tianjin Yuehekang Biotechnology Co., Ltd.\* (天津悦和康生物技术有限公司) (the “**Target Company**”), Qingdao Yaoshuntong Trading Co., Ltd.\* (青島耀順通商貿有限公司) (“**Qingdao Yaoshuntong**”) and He Zhibo, pursuant to which (i) Suzhou Rainmed has conditionally agreed to acquire, and Qingdao Yaoshuntong has conditionally agreed to sell, the equity interest, which represented 57% of the registered capital of the Target Company as at March 1, 2023 and immediately before the subscription of subscription interests as contemplated under the Investment Agreement, at the consideration in the amount of RMB15,960,000; and (ii) Suzhou Rainmed has conditionally agreed to subscribe for the increased registered capital, which represented 11.32% of the total registered capital of the Target Company on a fully-diluted basis as enlarged by the transfer of interests and subscription of subscription interests as contemplated under the Investment Agreement (collectively, the “**Investment**”), at the consideration in the amount of RMB10,000,000 (comprising newly increased registered capital of approximately RMB8,214,300 and capital reserve of approximately RMB1,785,700). The aggregate consideration of RMB25,960,000 for the Investment will be satisfied by the Group's internal resources.

The Target Company is a limited liability company established under the laws of PRC on February 21, 2014, and is a diversified high-tech enterprise engaging in the research and development, production and marketing of in vitro diagnostic products. Its principal business is in the field of biochemical in vitro diagnostic reagents. The registered office, headquarters and principal place of business in the PRC of the Target Company are situated at 404B, Building 2, No. 4 Haitai Development Second Road, Huayuan Industrial Zone (Outer Ring), Tianjin Binhai Hi-Tech Area, Tianjin, the PRC.

The aggregate of the remuneration payable to and benefits in kind receivable by the directors of Suzhou Rainmed will not be varied in consequence of the Investment.

For further details relating to the Investment, please refer to the announcements of the Company dated March 1, 2023 and March 20, 2023.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests and/or short positions (as applicable) of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they were taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, were as follows:

Name of Directors	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Huo Yunfei (“Mr. Huo”)	Founder of a discretionary trust <sup>(1)</sup>	214,749,000	18.39%
	Beneficial owner <sup>(2)</sup>	2,996,400	0.26%
Lyu Yonghui (“Mr. Lyu”)	Interest in controlled corporations <sup>(3)</sup>	30,937,000	2.65%
	Beneficial owner <sup>(4)</sup>	1,350,000	0.12%
Zhang Liang (“Mr. Zhang”)	Interest in controlled corporations <sup>(5)</sup>	4,420,000	0.38%
	Beneficial owner <sup>(6)</sup>	1,800,000	0.15%
Gu Yang (“Ms. Gu”)	Interest in controlled corporations <sup>(7)</sup>	5,364,000	0.46%
	Beneficial owner <sup>(8)</sup>	1,050,000	0.09%

*Notes:*

- (1) Mr. Huo is the settlor and beneficiary of the Opera Rose Trust (a discretionary trust established by Mr. Huo on August 12, 2021), for which The Core Trust Company Limited acts as the trustee, which holds the entire interest in Dawning Sky Limited, which in turn holds 99.9% interest in Opera Rose Limited. As such, Mr. Huo is deemed to be interested in the Shares held by Opera Rose Limited under the SFO.
- (2) These Shares represent Mr. Huo’s entitlement to receive up to 2,996,400 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Option Scheme (as defined in the Prospectus), subject to the terms and conditions of these options.

- (3) Mr. Lyu is the sole shareholder of Mingze. Limited. As such, he is deemed to be interested in the Shares held by Mingze. Limited under the SFO.
- (4) These Shares represent Mr. Lyu's entitlement to receive up to 1,350,000 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Option Scheme (as defined in the Prospectus), subject to the terms and conditions of these options.
- (5) Mr. Zhang is the sole shareholder of ANC HK LIMITED. As such, he is deemed to be interested in the Shares held by ANC HK LIMITED under the SFO.
- (6) These Shares represent Mr. Zhang's entitlement to receive up to 1,800,000 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Option Scheme (as defined in the Prospectus), subject to the terms and conditions of these options.
- (7) Ms. Gu is the sole shareholder of ASHG HK LIMITED. As such, she is deemed to be interested in the Shares held by ASHG HK LIMITED under the SFO.
- (8) These Shares represent Ms. Gu's entitlement to receive up to 1,050,000 Shares pursuant to the exercise of options granted to her under the Pre-IPO Share Option Scheme (as defined in the Prospectus), subject to the terms and conditions of these options.

### 3. SUBSTANTIAL SHAREHOLDERS' INTEREST

As at the Latest Practicable Date, so far as the Directors are aware, the following persons (other than the Directors and chief executive of the Company) had an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, would be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Opera Rose Limited <sup>(1)</sup>	Beneficial owner	214,749,000	18.39%
Dawning Sky Limited <sup>(1)</sup>	Nominee for another person	214,749,000	18.39%
Vermilion Bird Limited <sup>(2)</sup>	Beneficial owner	159,934,000	13.70%
Glowing Fame Limited <sup>(2)</sup>	Nominee for another person	159,934,000	13.70%
Huo Yunlong (“Dr. Huo”) <sup>(2)</sup>	Founder of a discretionary trust	159,934,000	13.70%
TCT (BVI) Limited	Interest in controlled corporations <sup>(1)</sup>	214,749,000	18.39%
	Interest in controlled corporations <sup>(2)</sup>	159,934,000	13.70%
The Core Trust Company Limited	Trustee <sup>(1)</sup>	214,749,000	18.39%
	Trustee <sup>(2)</sup>	159,934,000	13.70%



Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Shanghai Tongxiang Haoqian Enterprise Management Partnership (Limited Partnership)* (上海同襄灝乾企業管理 合夥企業(有限合夥)) ("Tongxiang Haoqian") <sup>(3)</sup>	Beneficial owner	98,569,000	8.44%
Xinyu Tongchuang Investment Management Co., Ltd.* (新余同創精選投資管理 有限公司) <sup>(3)</sup>	Interest in controlled corporations	98,569,000	8.44%
Shenzhen Futian Tongchuang Weiye Dajiankang Industry Investment Fund Partnership (Limited Partnership)* (深圳福田同創偉業大健康 產業投資基金合夥企業 (有限合夥)) <sup>(3)</sup>	Interest in controlled corporations	98,569,000	8.44%
Shenzhen Cowin Asset Management Co., Ltd.* (深圳同創偉業資產管理 股份有限公司)("Cowin") <sup>(3)</sup>	Interest in controlled corporations	128,033,000	10.96%
Shenzhen Cowin Venture Capital Investments Co., Ltd.* (深圳市同創偉業創業投資 有限公司) <sup>(3)</sup>	Interest in controlled corporations	128,033,000	10.96%
Huang Li (黃荔) <sup>(3)</sup>	Interest in controlled corporations	128,033,000	10.96%
Guangzhou Ping An Consumer Equity Investment Partnership (Limited Partnership) (廣州市平安消費股權投資 合夥企業(有限合夥)) ("Ping An Investment") <sup>(4)</sup>	Beneficial owner	72,000,000	6.17%
Ping An Insurance (Group) Company of China, Ltd.* (中國平安保險(集團)股份 有限公司)("Ping An Group") <sup>(4)</sup>	Interest in controlled corporations	120,000,000	10.28%
Ping An Capital Co., Ltd. (平安資本有限責任公司) ("Ping An Capital") <sup>(4)</sup>	Interest in controlled corporations	120,000,000	10.28%

Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Shenzhen Pingan Yuanxin Investment Development Holdings Co., Ltd. (深圳市平安遠欣投資發展控股有限公司) ("Ping An Yuanxin") <sup>(4)</sup>	Interest in controlled corporations	120,000,000	10.28%
Shenzhen Ping An Financial Technology Consulting Co., Ltd. (深圳平安金融科技諮詢有限公司) ("Ping An Financial Technology") <sup>(4)</sup>	Interest in controlled corporations	120,000,000	10.28%
Zhou Bin (周彬) <sup>(5)</sup>	Interest in controlled corporations	81,329,530	6.96%
Hebei Dongto Investment Co., Ltd.* (河北東拓投資有限公司) ("Hebei Dongto") <sup>(6)</sup>	Beneficial owner	59,801,000	5.12%
Zhan Xi (詹曦) <sup>(6)</sup>	Interest in controlled corporations	59,801,000	5.12%
Liu Lirui (劉力睿) <sup>(6)</sup>	Interest in controlled corporations	59,801,000	5.12%
Shanghai Jingmairun Enterprise Management Center (L.P.)* (上海景邁潤企業管理中心(有限合夥)) ("Shanghai Jingmairun") <sup>(7)</sup>	Beneficial owner	58,927,000	5.05%
Shenzhen Jinghui Equity Investment Management Partnership (Limited Partnership)* (深圳景輝股權投資管理合夥企業(有限合夥)) ("Shenzhen Jinghui Equity") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Gongqingcheng Greenwood's Jingjia Investment Management Partnership (Limited Partnership) (共青城景林景嘉投資管理合夥企業(有限合夥)) ("Greenwoods Jingjia") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Gongqingcheng Jingchengyu Investment Management Partnership (Limited Partnership) (共青城景成域投資管理合夥企業(有限合夥)) ("Jingchengyu Investment") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Tang Hua (唐華) <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%

Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Shanghai Greenwoods Equity Investment Management Co., Ltd.* (上海景林股權投資管理有限公司) ("Shanghai Greenwoods Equity") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Greenwoods Capital Management Co., Ltd.* (景林資本管理有限公司) ("Greenwoods Capital") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Tibet Jingning Enterprise Management Co., Ltd.* (西藏景寧企業管理有限責任公司) ("Tibet Jingning") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Tibet Jingjia Enterprise Management Co., Ltd. (西藏景嘉企業管理有限責任公司) ("Tibet Jingjia") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Shanghai Jingwu Investment Center (Limited Partnership)* (上海景武投資中心(有限合夥)) ("Shanghai Jingwu Investment") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Jiang Jinzhi (蔣錦志) <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%
Shenzhen Greenwoods Jingying Equity Investment Fund Partnership (Limited Partnership)* (深圳景林景盈股權投資基金合夥企業(有限合夥)) ("Shenzhen Greenwoods") <sup>(7)</sup>	Interest in controlled corporations	58,927,000	5.05%

## Notes:

- (1) Opera Rose Limited is owned as to 99.9% by Dawning Sky Limited and 0.1% by Mr. Huo (through Rainmed01 Limited), respectively. The sole shareholder of Dawning Sky Limited is TCT (BVI) Limited which is in turn wholly owned by The Core Trust Company Limited, being the trustee of the Opera Rose Trust, a discretionary trust established by Mr. Huo as the settlor and beneficiary on August 12, 2021. As such, each of Opera Rose Limited, Dawning Sky Limited, TCT (BVI) Limited, The Core Trust Company Limited and Mr. Huo is deemed to be interested in the Shares held by Opera Rose Limited under the SFO.

- (2) Vermilion Bird Limited is owned as to 99.9% by Glowing Fame Limited and 0.1% by Dr. Huo (through Hyljrkcyn888 Limited), respectively. The sole shareholder of Glowing Fame Limited is TCT (BVI) Limited which is in turn wholly owned by The Core Trust Company Limited, being the trustee of the Vermilion Bird Trust which is a discretionary trust established by Dr. Huo as the settlor and beneficiary on August 12, 2021. As such, each of Vermilion Bird Limited, Glowing Fame Limited, TCT (BVI) Limited, The Core Trust Company Limited and Dr. Huo is deemed to be interested in the Shares held by Vermilion Bird Limited under the SFO.
- (3) Tongxiang Haoqian is a limited partnership established in China. Xinyu Tongchuang Investment Management Co., Ltd.\* (新余同創精選投資管理有限公司) is the general partner of Tongxiang Haoqian and is wholly-owned by Cowin, a company listed on National Equities Exchange and Quotations (832793.NEEQ). Shenzhen Cowin Jinxiu Asset Management Co., Ltd.\* (深圳同創錦繡資產管理有限公司) is the general partner of Xinyu Tongchuang Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership)\* (新余市同創國盛科創產業投資合夥企業(有限合夥)) (“**Tongchuang Guosheng**”) and is also wholly-owned by Cowin. As at the Latest Practicable Date, Cowin was held as to approximately 35.01% by Shenzhen Cowin Venture Capital Investments Co., Ltd.\* (深圳市同創偉業創業投資有限公司), which was in turn held as to approximately 55% by Huang Li (黃荔).

As such, Xinyu Tongchuang Investment Management Co., Ltd.\* (新余同創精選投資管理有限公司) is deemed to be interested in the Shares held by Tongxiang Haoqian under the SFO and each of Cowin, Shenzhen Cowin Venture Capital Investments Co., Ltd.\* (深圳市同創偉業創業投資有限公司) and Huang Li (黃荔) is deemed to be interested in the 98,569,000 Shares held by Tongxiang Haoqian and the 29,464,000 Shares held by Tongchuang Guosheng under the SFO.

Shenzhen Futian Tongchuang Weiye Dajiankang Industry Investment Fund Partnership (Limited Partnership)\* (深圳福田同創偉業大健康產業投資基金合夥企業(有限合夥)) is the limited partner of Tongxiang Haoqian with approximately 96.3% partnership interest. As such, it is deemed to be interested in the Shares held by Tongxiang Haoqian under the SFO.

- (4) Ping An Group (02318.HK and 601318.SH) indirectly holds 100% interest in (i) Ping An Properties Investment Co., Ltd.\* (深圳市平安置業投資有限公司) (“**Ping An Properties**”), which is the general partner of Ping An Investment; and (ii) Ping An Capital, which is the general partner of Jiaxing Pinghui Lihai Equity Investment Partnership (Limited Partnership)\* (嘉興平匯利海股權投資合夥企業(有限合夥)) (formerly known as Shenzhen Haihui Quanli Investment Consulting Partnership (Limited Partnership)\* (深圳市海匯全利投資諮詢合夥企業(有限合夥))) (“**Pinghui Lihai**”). Ping An Capital is also the limited partner of Ping An Investment with 99.0% partnership interest. It is wholly owned by Ping An Yuanxin which is in turn a wholly-owned subsidiary of Ping An Financial Technology. Ping An Properties is also indirectly wholly owned by Ping An Financial Technology, a wholly owned subsidiary of Ping An Group. As such, each of Ping An Group, Ping An Financial Technology, Ping An Yuanxin and Ping An Capital is deemed to be interested in the 72,000,000 Shares held by Ping An Investment and the 48,000,000 Shares held by Pinghui Lihai under the SFO.
- (5) Zhou Bin (周彬) is (i) the sole shareholder of Light wisdom HK LIMITED and (ii) the executive partner of Beijing Light Silver Capital Partnership (General Partnership)\* (北京輕舟互動投資管理合夥企業(普通合夥)) (“**Light Silver**”), which in turn is the general partner of Shanghai Xingzhourun Enterprise Management Partnership (Limited Partnership)\* (上海興舟潤企業管理合夥企業(有限合夥)) (“**Shanghai Xingzhourun**”) and Beijing Qingzhou Internet Investment Center (Limited Partnership)\* (北京輕舟互聯投資中心(有限合夥)) (“**Qingzhou Internet**”). As such, Zhou Bin is deemed to be interested in the 49,032,000 Shares held by Light wisdom HK LIMITED, the 5,614,000 Shares held by Light Silver, the 7,264,530 Shares held by Shanghai Xingzhourun, and the 19,419,000 Shares held by Qingzhou Internet under the SFO.

- (6) As at the Latest Practicable Date, Hebei Dongto was held as to 52% and 48% by Zhan Xi (詹曦) and Liu Lirui (劉力睿), respectively. As such, each of Zhan Xi (詹曦) and Liu Lirui (劉力睿) is deemed to be interested in the Shares held by Hebei Dongto under the SFO.
- (7) Shanghai Jingmairun is a limited partnership established in the PRC. The general partner of Shanghai Jingmairun is Shenzhen Jinghui Equity, whose general partner is Shanghai Greenwoods Equity, which in turn is owned as to 90% by Greenwoods Capital. As at the Latest Practicable Date, Greenwoods Capital was held as to 50% by Tibet Jingning and 40% by Shanghai Jingwu Investment, whose general partner is Tibet Jingning. As at the Latest Practicable Date, Tibet Jingning was held as to approximately 84.5% by Jiang Jinzhi (蔣錦志). As such, each of Shenzhen Jinghui Equity, Shanghai Greenwoods Equity, Greenwoods Capital, Tibet Jingning, Shanghai Jingwu Investment and Jiang Jinzhi (蔣錦志) is deemed to be interested in the Shares held by Shanghai Jingmairun under the SFO.

Shenzhen Greenwoods is the limited partner of Shanghai Jingmairun with approximately 99.99% partnership interest. As such, Shenzhen Greenwoods is deemed to be interested in the Shares held by Shanghai Jingmairun. The general partner of Shenzhen Greenwoods is Shenzhen Jinghui Equity.

Greenwoods Jingjia, which is a limited partnership established in the PRC, is the limited partner of Shenzhen Jinghui Equity with 80% partnership interest. The general partner of Greenwoods Jingjia is Tibet Jingjia, which is in turn wholly owned Greenwoods Capital. Jingchengyu Investment is a limited partner of Greenwoods Jingjia with approximately 38% partnership interest. Jingchengyu Investment is a limited partnership established in the PRC whose partnership interest was held as to 83.7% by Tang Hua (唐華) as at the Latest Practicable Date. As such, each of Greenwoods Jingjia, Tibet Jingjia, Jingchengyu Investment and Tang Hua is deemed to be interested in the Shares held by Shanghai Jingmairun under the SFO.

#### 4. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the members of the Group within the two years immediately preceding the Latest Practicable Date which are or may be material:

- (a) the underwriting agreement dated June 24, 2022 relating to the Hong Kong Public Offering (as defined in the Prospectus) entered into by, among others, the Company, Huo Yunfei, Opera Rose Limited, Huatai Financial Holdings (Hong Kong) Limited and the Hong Kong Underwriters (as defined in the Prospectus), as further described in the paragraph headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement” in the Prospectus;
- (b) the underwriting agreement dated June 30, 2022 relating to the International Offering (as defined in the Prospectus) entered into by, among others, the Company, Huo Yunfei, Opera Rose Limited, Huatai Financial Holdings (Hong Kong) Limited and the International Underwriters (as defined in the Prospectus), as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — International Offering — International Underwriting Agreement” in the Prospectus;

- (c) the investment agreement dated March 1, 2023 between Suzhou Rainmed Medical Technology Co., Ltd.\* (蘇州潤邁德醫療科技有限公司) (“**Suzhou Rainmed**”), Qingdao Yaoshuntong Trading Co., Ltd.\* (青島耀順通商貿有限公司), He Zhibo and Tianjin Yuehekang Biotechnology Co., Ltd.\* (天津悅和康生物技術有限公司) (the “**Target Company**”) in relation to acquisition of equity interest and subscription of increased registered capital of the Target Company by Suzhou Rainmed at a total consideration of RMB25,960,000, as further detailed in the announcements of the Company dated March 1, 2023 and March 20, 2023;
- (d) the transfer agreement dated March 15, 2023 between Rainmed Robot and Suzhou Municipal Bureau of Natural Resources and Planning\* (蘇州市自然資源和規劃局) pursuant to which Rainmed Robot acquired a piece of land located in Wuzhong District, Suzhou, Jiangsu Province, the PRC, with a total site area of approximately 20,000 sq.m., at a consideration of RMB5,040,050; and
- (e) the Construction Agreement.

## 5. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the Group within one year without payment of compensation other than statutory compensation.

## 6. DIRECTORS’ INTEREST IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors (i) had any interest in any assets which have been, since December 31, 2022 (being the date up to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group, or (ii) was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting and significant in relation to the business of the Group.

## 7. COMPETING INTERESTS

As at the Latest Practicable Date, to the best knowledge of the Directors, none of the Directors and their respective close associates (as defined in the Listing Rules) had interests in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group which would require disclosures under Rule 8.10 of the Listing Rules.

## 8. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

**9. MISCELLANEOUS**

- (a) The registered office and transfer office of the Company are situated at Floor 4, Willow House, Cricket Square, Grand Cayman KY1-9010, Cayman Islands. The headquarters and principal place of business in the PRC of the Company are situated at Building 31, Northeast District No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC.
- (b) The principal place of business in Hong Kong of the Company is situated at Room 2723, 27/F, AXA Southside, 38 Wong Chuk Hang Road, Wong Chuk Hang, Hong Kong.
- (c) The branch share registrar in Hong Kong of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (d) The joint company secretaries of the Company are Zhang Liang, an executive Director and the chief financial officer of the Company, and Chu Cheuk Ting, an associate of The Chartered Governance Institute in United Kingdom and The Hong Kong Chartered Governance Institute.
- (e) This circular is prepared in both English and Chinese. In the event of inconsistency, the English version shall prevail.

**10. DOCUMENTS ON DISPLAY**

Copies of the material contracts referred to in the paragraph headed “4. Material Contracts” in this appendix will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.rainmed.com](http://www.rainmed.com)) from the date of this circular up to and including the 14th day thereafter.