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

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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, 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 was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITOR; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Rainmed Medical Limited to be held at Building 31, Northeast District, No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, the People's Republic of China on Thursday, June 29, 2023 at 10:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of Rainmed Medical Limited ([www.rainmed.com](http://www.rainmed.com)).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 10:00 a.m. on June 27, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

References to times and dates in this circular are to Hong Kong local times and dates.

April 27, 2023

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building 31, Northeast District, No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC on Thursday, June 29, 2023 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the third amended and restated memorandum and articles of association of the Company adopted on June 18, 2022 with effect from the Listing Date, as amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time
“Company”	Rainmed Medical Limited (潤邁德醫療有限公司), an exempted company incorporated in the Cayman Islands with limited liability on April 9, 2021
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Latest Practicable Date”	April 19, 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 Date”	July 8, 2022, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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## DEFINITIONS

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“PRC”	the People’s Republic of China excluding, for the purpose of this circular, 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
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	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 (霍雲飛)  
*(Chairman and Chief Executive Officer)*  
Mr. Lyu Yonghui (呂永輝)  
Mr. Zhang Liang (張亮)  
Ms. Gu Yang (谷陽)

*Non-executive Directors:*

Mr. Wang Lin (王霖)  
Mr. Heng Lei (衡磊)

*Independent non-executive Directors:*

Mr. Liu Shuen Kong (廖船江)  
Mr. Li Ho Man (李浩民)  
Mr. Lau Tsz Ho Tony (劉梓浩)

*Registered office:*

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

*Headquarters and principal place of business in the PRC:*

Building 31, Northeast District  
No. 99, Jinji Lake Avenue  
Suzhou Industrial Park  
Suzhou, Jiangsu Province, PRC

*Principal place of business in Hong Kong:*

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

April 27, 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITOR; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to notify you of the Annual General Meeting and to provide you with information on the resolutions to be proposed at the Annual General Meeting, including (a) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to the Directors; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditor of the Company.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, an ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting that the Directors be granted the Issue Mandate to exercise the powers of the Company to allot, issue and/or deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, 1,167,799,000 Shares were in issue. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to allot, issue and/or deal with a maximum of 233,559,800 Shares under the Issue Mandate.

In addition, subject to the passing of the ordinary resolution numbered 4(C), the limit to the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors under the Issue Mandate, if granted to the Directors, be extended to include the number of the Shares repurchased by the Company under the Repurchase Mandate provided that the number of Shares to be allotted and issued under the extended Issue Mandate will not exceed 10% of the number of issued Shares as at the date of the passing of the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### REPURCHASE MANDATE

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting that the Directors be granted the Repurchase Mandate to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 of the Articles of Association shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation.

Accordingly, pursuant to Article 16.2 and Article 16.18 of the Articles of Association, Mr. Zhang Liang (an executive Director), Mr. Heng Lei (a non-executive Director) and Mr. Li Ho Man (an independent non-executive Director) will retire by rotation and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the skills, experience, professional knowledge, time commitments and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and directors' nomination policy, as well as the Company's corporate strategies.

The Company has adopted and has complied with the directors' nomination policy. The Board has considered the qualifications, skills, knowledge, ability and experience of the Directors subject to the re-election at the Annual General Meeting, and their time commitment and attention to perform their Directors' duties, as well as the current structure and composition of the Board. The Board is of the view that these Directors have different cultural, educational and professional background and have abundant experience in their respective areas of expertise. The Board also believes that these Directors have brought, and will continue to bring, their respective valuable experience, skills and perspectives to the Board with a view of contributing to the diversity of the Board.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, the Company proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the next annual general meeting of the Company and to authorize the Board to fix its remuneration for the year ending December 31, 2023. The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made a recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 19 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to Shareholders to consider and, if thought fit, approve, among other things, the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to the Directors, the re-election of the retiring Directors, and the re-appointment of the auditor of the Company.

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published 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)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on June 27, 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if he/she/it so wishes and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The announcement of the poll results of the Annual General Meeting will be published 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)) after the conclusion of the Annual General Meeting in accordance with the requirements of the Listing Rules.

### RECOMMENDATIONS

The Directors consider that the proposed resolutions for (a) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to the Directors; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditor of the Company are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the Annual General Meeting, during which no share transfers will be registered. To be eligible to attend the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, June 23, 2023.

### 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.



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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the Annual General Meeting. Your attention is also drawn to the additional information 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*

*Below sets out the particulars of the Directors proposed to be re-elected at the Annual General Meeting as required under the Listing Rules.*

As at the Latest Practicable Date, save as disclosed below, (i) none of the following Directors had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance; (ii), none of the following Directors holds any position with the Company or any other member of the Group, or held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointment and professional qualification; (iii) each of the following Directors is not otherwise related to any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders nor is there any information relating to the following Directors which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## EXECUTIVE DIRECTOR

**Mr. Zhang Liang (張亮)**, aged 40, is an executive Director, chief financial officer and joint company secretary of the Company. He was appointed as an executive Director, chief financial officer and joint company secretary of the Company on December 10, 2021. He is responsible for supervising the internal financial control and securities works of the Group. Since March 2021, he has been served as the chief financial officer of Suzhou Rainmed Medical Technology Co., Ltd.\* (蘇州潤邁德醫療科技有限公司) (a wholly-owned subsidiary of the Company), and is responsible for internal control and financial affairs. He served as the chief financial officer 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 of the Company dated June 27, 2022) from January 2021 to February 2021, and he was responsible for the internal control and financial affairs.

Mr. Zhang has over 16 years of experience in enterprises senior management especially in compliance, investment and financing. Prior to joining the Group, he joined Yunnan Water Investment Co., Limited\* (雲南水務投資股份有限公司) (“**Yunnan Water**”), a company listed on the main board of the Stock Exchange (stock code: 6839.HK), and served as the board secretary from September 2015 to December 2016 and rejoined as the board secretary from September 2017 to February 2021. Then he served as an alternate to the authorized representative of Yunnan Water from November 2019 to November 2021, and he was responsible for compliance and acted as the channel of communication between the company and the Stock Exchange. He was the founder, chief technology officer and chief financial officer of H.C. operation capital limited\* (港陸資本運營有限公司), a company engaged in enterprise management consulting services, and he was responsible for project operations and quality control from October 2015 to December 2020. He was also the board secretary of Shenzhen Wangtong E-commerce Company Limited\* (深圳市網通電子商務有限公司) from July 2014 to June 2015, an E-commerce company. In addition, he served as vice president and board secretary of Shenzhen Jinxin Industry Group Co., Ltd.\* (深圳金信實業集團有限公司), a financial affairs service company, and he was responsible for capital operation and management from May 2013 to June 2014. He was also the board secretary and deputy investment general manager of Leoch International Technology Limited (理士國際技術有限公司) (0842.HK), a Hong Kong listed company engaged in research and development and sales of batteries, and he was responsible for the internal control and public affairs from November 2006 to May 2013.

Mr. Zhang obtained an undergraduate diploma in lawyer from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in June 2004. He further obtained his master's degree in executive business administration from Jilin University (吉林大學) in the PRC in December 2017. He was qualified as the board secretary from Shenzhen Stock Exchange in September 2016.

Mr. Zhang has entered into a service contract with the Company under which the initial term of his service contract shall be three years commencing from the date of his appointment (i.e. December 10, 2021) until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhang is entitled to an annual remuneration of HK\$240,000 as an executive Director pursuant to the service contract, which is determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang was interested in 4,420,000 Shares and was entitled 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 of the Company dated June 27, 2022) subject to the terms and conditions of these options.

## NON-EXECUTIVE DIRECTOR

**Mr. Heng Lei (衡磊)**, aged 35, is a non-executive Director. He was appointed as a Director on November 23, 2021 and was re-designated as a non-executive Director on December 10, 2021. He is responsible for providing guidance on investment strategy and governance to the Group.

Prior to joining the Group, Mr. Heng has been a deputy director of investment of Shenzhen Cowin Asset Management Co., Ltd.\* (深圳同創偉業資產管理股份有限公司) (stock code: 832793.NEEQ) since July 2017, a professional private equity investment company. He served as an analyst of SIP Oriza PE Fund Management Co., Ltd.\* (蘇州工業園區元禾重元股權投資基金管理有限公司) from April 2015 to June 2017, a subsidiary of Suzhou Oriza Holdings Co., Ltd.\* (蘇州元禾控股股份有限公司), an investment holding enterprise with a fund scale of more than RMB100 billion. He also worked as an investment manager of SanPower Group Co., Ltd.\* (三胞集團有限公司) from June 2014 to March 2015, a multi-national conglomerate whose core business engagements are within the technology and modern service industries. Moreover, he served as an investment manager of SND Ventures Group Co., Ltd.\* (蘇州高新創業投資集團有限公司) from May 2012 to June 2014, an equity investment company.

Mr. Heng obtained his bachelor's degree in biology science and master's degree in immunology from Soochow University (蘇州大學) in the PRC in June 2009 and June 2012, respectively.

Mr. Heng has entered into a service contract with the Company under which the initial term of his service contract shall be three years commencing from the date of his appointment (i.e. November 23, 2021) until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Heng will not receive any remuneration from the Company.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Li Ho Man (李浩民)**, aged 38, is an independent non-executive Director. He was appointed as an independent non-executive Director on December 10, 2021 with effect from the Listing Date and is responsible for supervising and providing independent judgment to the Board.

Mr. Li has profound experience in legal industry. Prior to joining the Group, Mr. Li has been an independent non-executive director of Yorkey Optical International (Cayman) Ltd. since November 2021. He worked at H. Y. Leung & Co. LLP from January 2021 to November 2021, where his last position was a consultant. He joined L&C Legal LLP (a Hong Kong law firm in association with Jingtian & Gongcheng from September 2018 and later renamed as Jingtian & Gongcheng LLP in April 2019) and served as a senior associate from September 2018 to January 2019 and as a salaried partner from January 2019 to June 2020. He served as a senior associate of Mayer Brown from February 2018 to August 2018 and as a senior associate of Holman Fenwick Willan from June 2017 to February 2018. In addition, he has been practicing law and has gained experience in Hong Kong listing and compliance matters as an associate at various law firms, including Troutman Sanders from September 2014 to June 2017, Fangda Partners from August 2013 to August 2014, DLA Piper (Hong Kong) from April 2011 to July 2013, Iu, Lai & Li from October 2010 to April 2011 and Stevenson Wong & Co. from September 2009 to June 2010. Moreover, he joined Deacons as a paralegal in April 2006 and further served as a trainee solicitor from August 2007 to July 2009.

Mr. Li obtained his bachelor's degree in law and post graduate certificate in laws from the University of Hong Kong in June 2005 and June 2007, respectively. He was qualified as a solicitor of the High Court of Hong Kong in December 2009.

Mr. Li has entered into an appointment letter with the Company for an initial term of three years from the Listing Date until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Li is entitled to an annual remuneration of HK\$280,000 as an independent non-executive Director pursuant to the appointment letter. The remuneration committee of the Company has reviewed and determined the remuneration and compensation packages with reference to his responsibilities, workload, the time devoted to the Group and the performance of the Group.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **SHARE REPURCHASE PROPOSAL**

As at the Latest Practicable Date, the total number of issued Shares was 1,167,799,000. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 116,779,900 Shares which represent 10% of the issued Shares as at the date of the passing of the relevant resolution to approve the Repurchase Mandate during the period ending on the earliest of: (i) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association and (iii) the passing of an ordinary resolution by Shareholders at a general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of the proceeds of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), has any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the relevant proposed resolution in accordance with the Listing Rules, the Articles of Association and the applicable laws and regulations of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

**TAKEOVERS CODE**

If, as a result of any repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. To the best knowledge of the Directors, save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations to make a mandatory general offer by any Shareholder under the Takeovers Code.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agrees to waive the requirements under the Listing Rules regarding the public shareholding referred to above. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares was made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each calendar month from the Listing Date up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest price per Share HK\$</b>	<b>Lowest price per Share HK\$</b>
<b>2022</b>		
July (since July 8, 2022)	6.100	4.420
August	4.970	3.350
September	3.800	2.300
October	3.100	2.160
November	2.930	1.800
December	1.900	1.510
<b>2023</b>		
January	1.620	1.280
February	1.700	1.000
March	1.600	0.900
April ( <i>up to and including the Latest Practicable Date</i> )	2.000	0.910

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## NOTICE OF ANNUAL GENERAL MEETING

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### Rainmed Medical Limited

### 潤邁德醫療有限公司

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

**(Stock Code: 2297)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Rainmed Medical Limited (the “**Company**”) will be held at Building 31, Northeast District, No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, the People’s Republic of China on Thursday, June 29, 2023 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors (each a “**Director**”) and the auditor of the Company for the year ended December 31, 2022.
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. Zhang Liang as an executive Director;
  - (ii) Mr. Heng Lei as a non-executive Director; and
  - (iii) Mr. Li Ho Man as an independent non-executive Director;
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration for the year ending December 31, 2023.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without modification:
  - (A) “**That:**
    - (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and/or deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements, options and other rights which may require the exercise of such powers, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and other rights which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined below) pursuant to paragraph (i) of this resolution, otherwise than pursuant to or in consequence of:
  - (1) any Rights Issue (as defined below);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of Shares, options to subscribe for Shares or rights to acquire Shares;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
  - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the number of issued Shares as at the date of passing this resolution; and
- (b) (if the Directors are so authorized by the resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of the resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing the resolution numbered 4(B)),

and the approval shall be limited accordingly; and

- (iv) for the purposes of this resolution:
  - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (1) the conclusion of the next annual general meeting of the Company;
    - (2) the expiry of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; and
    - (3) the passing of an ordinary resolution by the shareholders of the Company at a general meeting revoking or varying the authority given to the Directors by this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) “Rights Issue” means an offer of Shares or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Takeovers and Mergers and Share Buy-backs, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares which may be repurchased pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; and
- (c) the passing of an ordinary resolution by the shareholders of the Company at a general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or deal with additional Shares and to make or grant offers, agreements, options and other rights which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 4(B) set out in this notice, provided that such amount shall not exceed 10% of the number of issued Shares of the Company as at the date of passing the said resolution.”

By order of the Board

**Rainmed Medical Limited**

**Huo Yunfei**

*Chairman of the Board and Executive Director*

Hong Kong, April 27, 2023

*Registered office:*

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

*Headquarters and principal place  
of business in the PRC:*

Building 31, Northeast District  
No. 99, Jinji Lake Avenue  
Suzhou Industrial Park  
Suzhou, Jiangsu Province, PRC

*Principal place of business in Hong Kong:*

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it was solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other 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 in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 10:00 a.m. on June 27, 2023) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from June 26, 2023 to June 29, 2023, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on June 23, 2023.
- (v) In respect of the resolution numbered 2 above, Mr. Zhang Liang, Mr. Heng Lei and Mr. Li Ho Man shall retire and, being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated April 27, 2023.
- (vi) In respect of the resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of the resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of the shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the Company of its own shares is set out in Appendix II to the circular of the Company dated April 27, 2023.
- (viii) The resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that the resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (x) If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the above meeting, which requires the date of the above meeting to be changed, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the Company's website ([www.rainmed.com](http://www.rainmed.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.
- (xi) All times and dates set out in this notice refer to Hong Kong local times and dates.

*As at the date of this notice, the Board comprises Mr. Huo Yunfei, Mr. Lyu Yonghui, Mr. Zhang Liang and Ms. Gu Yang as executive Directors, Mr. Wang Lin and Mr. Heng Lei as non-executive Directors, and Mr. Liu Shuen Kong, Mr. Li Ho Man and Mr. Lau Tsz Ho Tony as independent non-executive Directors.*