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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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RainMed

Rainmed Medical Limited

潤邁德醫療有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2297)

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM to be held at Building 31, Northeast District, No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Monday, December 18, 2023 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of Rainmed Medical Limited (www.rainmed.com).

Whether or not you are able to attend the EGM, 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 EGM (i.e. before 10:00 a.m. on December 16, 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 EGM (or any adjournment thereof) if they so wish.

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

November 29, 2023

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DEFINITIONS

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

“Articles of Association”	the third amended and restated memorandum and articles of association of the Company adopted on June 18, 2022 with effect from July 8, 2022, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“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
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened and held at Building 31, Northeast District, No. 99, Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC on Monday, December 18, 2023 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 6 to 7 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Proposed Change of Auditor”	the proposed appointment of SHINEWING as auditor of the Company
“PwC”	PricewaterhouseCoopers
“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)
“SHINEWING”	SHINEWING (HK) CPA Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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

*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

Independent non-executive Directors:

Mr. Liu Shuen Kong
Mr. Li Ho Man
Mr. Chen Xuefeng

Principal place of business in Hong Kong:

Room 19-108, 19/F
Cityplaza Three
14 Taikoo Wan Road
Taikoo, Hong Kong

November 29, 2023

To the Shareholders

Dear Sirs or Madams,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated November 13, 2023 in relation to the Proposed Change of Auditor. The purpose of this circular is to provide you with details of the Proposed Change of Auditor and to give you the notice of EGM to be convened.

LETTER FROM THE BOARD

2. RESIGNATION OF AUDITOR AND PROPOSED APPOINTMENT OF AUDITOR

As disclosed in the Company's announcement dated November 13, 2023, PwC resigned as the auditor of the Company with effect from November 13, 2023. PwC stated in the resignation letter that they resigned as auditor of the Company as PwC was informed by the Board that the Board has decided to propose the appointment of another auditor because PwC was not able to reach a consensus with the Company on the reduction of audit fee for the year ending December 31, 2023 that was proposed by the Company after the annual general meeting of the Company held on June 29, 2023.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company's members and creditors. PwC has therefore not issued such confirmation.

The Board and the Audit Committee have confirmed that, save as the audit fee, there is no disagreement between the Company and PwC, and there is no other matter in relation to the resignation of PwC that needs to be brought to the attention of the Shareholders.

The Board and Audit Committee confirmed that PwC has not commenced any audit work on the consolidated financial statements of the Group for the year ending December 31, 2023. It is therefore expected that the change of auditor will not have any material impact on the annual audit of the Group for the year ending December 31, 2023.

The Audit Committee, after having discussions with PwC and reviewing the resignation letter of PwC, is satisfied that all the underlying reasons leading to PwC's resignation have been duly disclosed in the announcement of the Company dated November 13, 2023 and this circular.

The Board, with the recommendation from the Audit Committee, has resolved to propose the appointment of SHINEWING as the new auditor of the Company to fill the casual vacancy following the resignation of PwC, and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by the Shareholders at the EGM.

The Board proposes to seek the approval of the Shareholders by way of an ordinary resolution at the EGM to approve the Proposed Change of Auditor. The Proposed Change of Auditor shall come into effect upon the passing of such ordinary resolution by the Shareholders at the EGM.

In recommending SHINEWING as the auditor of the Company for the year ending December 31, 2023, the Audit Committee has considered and/or reviewed, among other things, (i) reputation and market position of SHINEWING; (ii) the resources and capabilities of SHINEWING, including size and structure of proposed audit team members and experience; (iii) the risk assessment process of SHINEWING; (iv) credentials and proposal provided by SHINEWING; (v) its independence from the Group and objectivity; and (f) proposed audit fee. The Audit Committee has also taken into account the following factors: (i) the size, complexity and risk profile of the Company, which are generally consistent with those in the past year such that the Company does not expect any material and unforeseen burdensome audit work for the year ending December 31, 2023; and (ii) the extensive experience of SHINEWING in providing audit service to listed companies and listing applicants, which is expected to promote the efficiency and effectiveness of its audit work.

LETTER FROM THE BOARD

Based on the above, the Audit Committee is satisfied that SHINEWING is independent, competent and capable (including manpower, expertise, time and other resources) to perform a quality audit and the proposed audit fee is commensurate with the extent of audit work required. The Board and the Audit Committee are of the view that the Proposed Change of Auditor would enhance the cost-effectiveness of the Company's audit and is in the interest of the Company and its Shareholders as a whole.

3. EGM

A notice convening the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Change of Auditor is set out on pages 6 to 7 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Proposed Change of Auditor and accordingly, no Shareholders is required to abstain from voting at the EGM.

4. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.rainmed.com). Whether or not you are able to attend and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, 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 EGM (i.e. before 10:00 a.m. on December 16, 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the 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, the resolution to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, December 13, 2023 to Monday, December 18, 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, December 12, 2023.

LETTER FROM THE BOARD

7. 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.

8. RECOMMENDATION

The Directors consider that the Proposed Change of Auditor is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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, PRC on Monday, December 18, 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT SHINEWING (HK) CPA Limited** be and is hereby appointed as the auditor of the Company to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company (the “**Directors**”) be and is hereby authorized to fix its remuneration for the year ending December 31, 2023.”

By order of the Board

Rainmed Medical Limited

Huo Yunfei

Chairman of the Board and Executive Director

Hong Kong, November 29, 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 19–108, 19/F
Cityplaza Three
14 Taikoo Wan Road
Taikoo, Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. 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.
2. 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.
3. 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 Saturday, December 16, 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.
4. The register of members of the Company will be closed from Wednesday, December 13, 2023 to Monday, December 18, 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 Tuesday, December 12, 2023.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), voting for the resolution set out in this notice will be taken by poll at the above meeting.
6. 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) and the Stock Exchange's website (www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.
7. 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. Chen Xuefeng as independent non-executive Directors.