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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 Friday, June 28, 2024 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, 2023.
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. Huo Yunfei as an executive Director;
  - (ii) Mr. Lyu Yonghui as an executive Director;
  - (iii) Ms. Gu Yang as an executive Director; and
  - (iv) Mr. Chen Xuefeng 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 SHINEWING (HK) CPA Limited 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, 2024.

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;
- (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 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
- (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.”

(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.”

5. To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT:**

(a) the proposed amendments to the existing third amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated April 30, 2024, be and are hereby approved;

(b) the fourth amended and restated memorandum and articles of association of the Company, a copy of which has been produced to this Meeting marked “A” and signed by the Chairman of this Meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing third amended and restated memorandum and articles of association of the Company with immediate effect after the close of this Meeting; and

(c) any Director or the company secretary of the Company be and is hereby authorised to do all such acts as he/she deems fit to effect the adoption of the fourth amended and restated memorandum and articles of association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, April 30, 2024

*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

*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 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 (i.e. before 10:00 a.m. on June 26, 2024) (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from June 25, 2024 to June 28, 2024, 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 24, 2024.

- (v) In respect of the resolution numbered 2 above, Mr. Huo Yunfei, Mr. Lyu Yonghui, Ms. Gu Yang and Mr. Chen Xuefeng 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 30, 2024.
- (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 30, 2024.
- (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.
- (x) 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.*