

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



New Ray Medicine  
新銳醫藥

## **New Ray Medicine International Holding Limited** **新銳醫藥國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 6108)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of New Ray Medicine International Holding Limited (“**Company**”) will be held at 9:00 a.m. on Monday, 8 February 2021 at Units 1203B, 1204–1205, 12/F, Worldwide House, 19 Des Voeux Road Central, Central, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the disposal agreement dated 30 November 2020 (“**Disposal Agreement**”) entered into by and among Major Bright Holdings Limited, a wholly-owned subsidiary of the Company, as vendor, Wing Yin Holdings Limited as purchaser and 青島松山醫藥銷售有限公司 (in English, for identification purpose only, Qingdao Songshan Medicine Sales Co., Ltd.) as guarantor, in respect of the disposal of 25% of the issued share capital of Saike International Medical Group Limited (賽科國際醫療集團有限公司), the details of which are set out in the circular of the Company dated 21 January 2021 (“**Circular**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and
- (b) any one of the directors of the Company (“**Directors**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Disposal Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from

those as provided for in the Disposal Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board  
**New Ray Medicine International Holding Limited**  
**Liu Yang**  
*Chairman & Executive Director*

Hong Kong, 21 January 2021

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Headquarters:*  
B-C, 37/F  
Dikai International Center  
19 Dangui Road  
Hangzhou, the PRC

*Principal place of business in Hong Kong:*  
Room 911B, 9th Floor  
Tower 1, Silvercord  
No. 30 Canton Road  
Kowloon, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend the Meeting and vote on his behalf. A proxy needs not be a member of the Company but must attend the Meeting in person to represent the member of the Company.
2. A form of proxy for use at the Meeting and its adjournment (if any) is enclosed herewith.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, a form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event by 9:00 a.m. (Hong Kong time) on Saturday, 6 February 2021 or not less than 48 hours before the time appointed for holding any adjourned Meeting. The completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof if he so wish. In that event, his form of proxy will be deemed to have been revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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 joint holding.
6. To ascertain a member's entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 3 February 2021 to Monday, 8 February 2021 (both days inclusive), during which no transfer of Shares will be registered. The last registration date to determine the eligibility to attend the Meeting will be on Tuesday, 2 February 2021. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer documents, together with 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Tuesday, 2 February 2021.

7. The above resolution will be voted on by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
8. Trading in the Shares has been suspended with effect from 9:00 a.m. on 6 October 2017 by the Stock Exchange as directed by the Securities and Futures Commission in accordance with its direction issued under Section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V, the Laws of Hong Kong). Trading in the Shares will remain suspended until further notice.

*As of the date of this Notice, the executive Directors are Mr. Liu Yang, Mr. Huo Zhihong and Ms. Wang Qiuqin; and the independent non-executive Directors are Mr. Leung Chi Kin, Ms. Li Sin Ming, Ivy and Mr. Sy Lai Yin, Sunny.*