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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 Units 1203B, 1204–1205, 12/F, World-wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 18 July 2025 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following special resolution of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 27 June 2025 (“**Circular**”):

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon fulfilment of the conditions (“**Conditions**”) set out in the section headed “Conditions of the Capital Reorganisation” in the Circular, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, with effect from the second Business Day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every ten (10) issued and unissued Existing Shares of par value of HK\$0.05 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.50 in the share capital of the Company (“**Share Consolidation**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (“**Rounding**”);

- (c) the issued and paid-up share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the then issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01 (each such reduced ordinary share, a “**New Share**”) (which together with the Rounding, “**Capital Reduction**”);
- (d) each of the then authorised but unissued Consolidated Shares of par value of HK\$0.50 be sub-divided into fifty (50) New Shares of par value of HK\$0.01 each (“**Share Subdivision**” which together with the Share Consolidation and the Capital Reduction, “**Capital Reorganisation**”) so that following the Capital Reorganisation, the authorised share capital of the Company will remain at HK\$150,000,000 but divided into 15,000,000,000 New Shares of par value of HK\$0.01 each (previously divided into 3,000,000,000 Existing Shares of par value of HK\$0.05 each) and the issued share capital of the Company will be reduced from an amount of between HK\$83,592,332.85 and HK\$90,002,332.85 by an amount of between HK\$81,920,486.20 and HK\$88,202,286.20 to an amount of between HK\$1,671,846.65 and HK\$1,800,046.65;
- (e) the credits arising from the Capital Reduction be entirely transferred to the contributed surplus account of the Company within the meaning of the Companies Act (“**Contributed Surplus Account**”) and the board of directors of the Company (“**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed;
- (f) fractional Consolidated Shares will not be issued to holders of the same and the Directors be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

- (g) any one Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she may, in his/her absolute discretion, considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reorganisation.”

For and on behalf of the board of Directors of
New Ray Medicine International Holding Limited
Wang Qiuqin
Chairman & Executive Director

Hong Kong, 27 June 2025

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 published on the website of The Stock Exchange of Hong Kong Limited and that of the Company.
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Wednesday, 16 July 2025 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 previously submitted 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 Tuesday, 15 July 2025 to Friday, 18 July 2025 (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 Monday, 14 July 2025. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Monday, 14 July 2025.

As at the date of this notice, the executive Directors are Ms. Wang Qiuqin, Mr. Chu Xueping and Ms. Zhou Wan; and the independent non-executive Directors are Mr. Leung Chi Kin, Ms. Li Sin Ming, Ivy and Mr. Sy Lai Yin, Sunny.