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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: 8180)**

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

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of New Ray Medicine International Holding Limited (“**Company**”) will be held at 1/F., Town Health Technology Centre, 10–12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, Hong Kong on Friday, 13 February 2015 at 9:00 a.m. (and immediately after the conclusion of the special general meeting of the Company convened to be held at 9:00 a.m. on the same day or the adjourned meeting thereof for approving the refreshment of the general mandate of the Company and the increase in authorised share capital of the Company), to consider, and if thought fit, approving the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the agreement dated 11 December 2014 and entered into between Sharp Shine International Limited, an indirect wholly-owned subsidiary of Town Health International Medical Group Limited, and Brilliant Dream Holding Limited, an indirect wholly-owned subsidiary of the Company, in relation to the formation of the JV Company (as defined in the circular of the Company dated 27 January 2015 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the SGM for the identification purpose and has been tabled at the SGM) (“**JV Agreement**”) (a copy of the JV Agreement is marked “B” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM) be and are hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and

- (b) any one director of the Company (“**Director**”) be and is 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 considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the JV Agreement, and to agree to such variation, amendments or waiver of matters relating thereto which are not fundamentally different from those as provided for in the JV Agreement as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**New Ray Medicine International Holding Limited**  
**Lee Chik Yuet**  
*Executive Director*

Hong Kong, 27 January 2015

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Headquarter:*

B-C, 37/F.  
Dikai International Center  
19 Dangui Road  
Hangzhou, PRC

*Principal place of business in Hong Kong:*

Room 517, 5th Floor  
Town Health Technology Centre  
10-12 Yuen Shun Circuit  
Siu Lek Yuen, Shatin  
New Territories, Hong Kong

*Notes:*

1. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors (“**Board**”)) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, 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, 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 joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

*As of the date of this announcement, the executive Directors are Mr. Zhou Ling, Mr. Dai Haidong, Ms. Yang Fang and Mr. Lee Chik Yuet; and the independent non-executive Directors are Mr. Ho Hau Cheung, BBS, MH, Mr. Sung Hak Keung, Andy and Mr. Leung Chi Kin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at <http://www.newraymedicine.com>.*