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DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED

東瑞製藥(控股)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2348)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Dawnrays Pharmaceutical (Holdings) Limited (the “**Company**”) will be held at Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 3 August 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments each as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the declaration and payment of a special dividend of HK\$0.15 per ordinary share of a par value of HK\$0.10 each in the share capital of the Company before the Share Sub-division (as defined below) becoming effective (equivalent to HK\$0.075 per Sub-divided Share (as defined below) upon the Share Sub-division becoming effective) be and is hereby approved and the directors of the Company (the “**Director(s)**”), be and are hereby authorised to take such action, do such things and execute such documents and deeds as considered necessary, desirable, appropriate and expedient for the purpose of or in connection with the foregoing.”
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Sub-divided Shares (as defined below), with effect from the business day immediately following the day of passing of this resolution:
 - (a) each of the issued and unissued shares of par value HK\$0.10 each of the Company be sub-divided into two (2) sub-divided shares of par value of HK\$0.05 each in the share capital of the Company (the “**Sub-divided Share(s)**”), and such Sub-divided Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the ordinary shares contained in the articles of association of the Company (the “**Share Sub-division**”); and

* *For identification purposes only*

- (b) the Directors of the Company be and are hereby authorised for and on behalf of the Company to take such action, do such things and execute such documents and deeds as considered necessary, desirable, appropriate and expedient for the purpose of or to give effect to the Share Sub-division.”

By order of the Board
Dawnrays Pharmaceutical (Holdings) Limited
LI Kei Ling
Chairman

Hong Kong, 18 July 2018

Notes:

1. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 31 July 2018 to Friday, 3 August 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 July 2018.
2. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from Thursday, 27 September 2018 to Friday, 28 September 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, all transfer of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 26 September 2018, being the record date for determining member’s entitlement to the proposed special dividend.
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Further details regarding resolutions set out in paragraphs 1 and 2 of this notice of the Meeting will be sent to the shareholders of the Company together with this Notice of the Extraordinary General Meeting.

As at the date of this notice, the board of directors of the Company comprises three executive directors, namely Ms. Li Kei Ling, Mr. Hung Yung Lai and Mr. Chen Shaojun; one non-executive director, namely Mr. Leung Hong Man; three independent non-executive directors, namely Mr. Lo Tung Sing Tony, Mr. Ede, Ronald Hao Xi and Ms. Lam Ming Yee Joan.