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**DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED**

**東瑞製葯(控股)有限公司\***

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 2348)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Dawnrays Pharmaceutical (Holdings) Limited (“**the Company**”) will be held at Units 3001–02, 30/F, CNT Tower, 338, Hennessy Road, Wanchai, Hong Kong, on Friday, 27 May 2022 at 10:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.065 per share for the year ended 31 December 2021.
3. To:
  - (I) re-elect Ms. Li Kei Ling as an executive director of the Company;
  - (II) re-elect Mr. Lo Tung Sing Tony as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
5. To re-appoint auditors and to authorise the Board to fix their remuneration.

\* *For identification purposes only*

## AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments the following resolutions as **Ordinary Resolutions** of the Company:

6. **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers or shares to be allotted, issued or dealt with either during or after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (i) and (ii) of this resolution above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company, or (c) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of shares in the Company is effected, the maximum number of shares that may be issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares, and powers granted under such approval shall be adjusted accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares or other equity securities of the Company open for a period fixed by the directors of the Company to holders of shares on the register of Members of the Company on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. **“THAT:**

- (i) subject to paragraph (iii) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose and that the exercise by the directors of the Company of all powers of the Company to purchase such securities shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors of the Company;
- (iii) the aggregate number of shares of the Company which are authorised to be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (i) of this resolution above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of shares is effected, the maximum number of shares that may be purchased pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares, and powers granted under such approval shall be adjusted accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

8. **“THAT:**

conditional upon the passing of the resolutions set out in paragraphs 6 and 7 of the notice convening this meeting, the aggregate number of shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to the resolution set out in paragraph 6 of the notice convening this meeting be and is hereby extended by the addition thereto of up to an amount representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in paragraph 7 above of the notice convening this meeting.”

As special business, to consider and, if thought fit, pass (with or without amendment(s)) the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

9. **“THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 22 April 2022 be and are hereby approved; and
- (b) the amended and restated articles of association of the Company (the “**New Articles**”) incorporating and consolidating all the Proposed Amendments and all previous amendments to the articles of association of the Company approved by the Company in compliance with the applicable laws (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that any Director be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the

amended and restated articles of association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Li Kei Ling**  
*Chairman*

Hong Kong, 22 April 2022

*Notes:*

- (a) For determining the entitlement to attend and vote at the Annual General Meeting, the register of Members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2022.
- (b) For determining the entitlement to the proposed final dividend, the register of Members of the Company will be closed from Thursday, 2 June 2022 to Monday, 6 June, 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 June 2022. The record date for determining Member’s entitlement to the proposed final dividend will be Monday, 6 June 2022.
- (c) A member of the Company entitled to attend and vote at the Annual General 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.
- (d) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.
- (e) 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.
- (f) Further details regarding resolutions set out in paragraphs 3, 6 to 9 of this notice of the annual general meeting of the Company are set out in the circular sent to the shareholders of the Company to which this Notice of Annual General Meeting forms part.

- (g) In view of the ongoing development of the epidemic caused by novel coronavirus (“COVID-19”), the following precautionary measures at the Annual General Meeting will be implemented:
- compulsory body temperature screening/check will be conducted for every Shareholder or proxy at the entrance of the venue and anyone with abnormal body temperature may be denied entry into the venue;
  - the Company may maintain appropriate distance and space at the AGM;
  - every Shareholder or proxy is required to use surgical face masks during their attendance of the AGM. Any person not wearing surgical face mask will not be permitted access to the meeting venue. No masks will be provided at the meeting venue;
  - no distribution of corporate gifts will be made and no refreshments will be served; and
  - Other measures that may be implemented as appropriate, taking into account, amongst other things, regulatory restrictions which may be imposed by the Hong Kong Government.
- (h) Due to the constantly evolving COVID-19 pandemic in Hong Kong, the shareholders of the Company are urged to view the respective websites of the Company and the Stock Exchange for future announcements on the arrangement of the Annual General Meeting, if any.
- (i) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government is/are in force in Hong Kong at or at any time after 8:00 am on the date of the meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the Company website ([www.dawnrays.com](http://www.dawnrays.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

*As at the date of this notice, the Board of the Company comprises two executive directors, namely Ms. Li Kei Ling and Mr. Hung Yung Lai; 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.*