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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 MAY 2022; AND ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board is pleased to announce that all proposed ordinary resolutions and the special resolution as set out in the Notice of the AGM were duly passed by the shareholders of the Company at the AGM held on 27 May 2022 by way of poll. Following the passing of the special resolution, the Amended and Restated Articles of Association was adopted with immediate effect.

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of the annual general meeting (the “AGM”) of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) dated 22 April 2022. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in Circular.

POLL RESULTS OF THE AGM

As at the date of the AGM, the number of shares of the Company (the “Shares”) in issue was 1,498,637,000 Shares, which was the total number of Shares entitling the shareholders of the Company (the “Shareholders”) to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. No party has stated its intention in the Circular that it would vote against any proposed resolution or it would abstain from voting at the AGM.

The board (the “Board”) of directors (the “Directors”) of the Company is pleased to announce that all the proposed ordinary resolutions and the special resolution as set out in the Notice were duly passed by Shareholders by way of poll at the AGM. The poll results of all the resolutions proposed at the AGM are as follows:

** for identification purpose only*

Ordinary Resolutions		Number of Votes and approximate percentage of total number of votes	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the financial year ended 31 December 2021.	976,113,423 (99.97%)	268,000 (0.03%)
2.	To declare a final dividend of HK\$0.065 per share for the year ended 31 December 2021.	976,381,423 (100.00%)	0 (0.00%)
3.	(I) To re-elect Ms. Li Kei Ling as an executive director of the Company.	847,176,618 (86.77%)	129,204,805 (13.23%)
	(II) To re-elect Mr. Lo Tung Sing Tony as an independent non-executive director of the Company.	971,035,236 (99.45%)	5,346,187 (0.55%)
4.	To authorize the board of directors of the Company to fix the remuneration of the directors.	854,275,805 (87.49%)	122,105,618 (12.51%)
5.	To re-appoint Ernst & Young as Auditors of the Company and authorize the board of directors to fix their remuneration.	975,847,423 (99.95%)	534,000 (0.05%)
6.	Ordinary resolution no. 6 set out in the notice of the Annual General Meeting (to grant a general mandate to the directors of the Company to allot, issue and deal with new shares in the Company not exceeding 20% of the total number of issued shares of the Company).	791,893,042 (81.10%)	184,488,381 (18.90%)
7.	Ordinary resolution no. 7 set out in the notice of the Annual General Meeting (to grant a general mandate to the directors of the Company to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company).	976,381,423 (100.00%)	0 (0.00%)
8.	Ordinary resolution no. 8 set out in the notice of the Annual General Meeting (to extend the general mandate to the directors of the Company to allot, issue and deal with new shares in the Company by an amount not exceeding the aggregate number of shares of the Company repurchased by the Company).	828,937,042 (84.90%)	147,444,381 (15.10%)
Special Resolution		Number of Votes and approximate percentage of total number of votes	
		For	Against
9.	To approve the adoption of the amended and restated articles of association of the Company.	971,631,078 (99.51%)	4,750,345 (0.49%)

The description of the resolutions above is by way of summary only. The full text of these resolutions is set out in the Notice of the AGM.

Tricor Abacus Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as scrutineer for the voting process at the AGM. As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 8, such resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the resolution no. 9, such resolution was duly passed as a special resolution of the Company.

In accordance with Rule 13.39(5A) of the Listing Rules, two executive Directors, namely Ms. Li Kei Ling and Mr. Hung Yung Lai, one non-executive Director, namely Mr. Leung Hong Man and two independent non-executive Directors, namely Mr. Ede, Ronald Hao Xi and Ms. Lam Ming Yee Joan attended the AGM in person. Mr. Lo Tung Sing Tony, an independent non-executive Director, was unable to attend the AGM due to other business arrangements.

ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The resolution on the proposed adoption of amended and restated articles of association was approved at the AGM and the amended and restated articles of association was adopted with immediate effect.

By Order of the Board
Dawnrays Pharmaceutical (Holdings) Ltd.
Pang Kit Ling
Company Secretary

Hong Kong, 27 May 2022

As at the date of this announcement, 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.