



DAWRAYS PHARMACEUTICAL (HOLDINGS) LIMITED

東瑞製藥(控股)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2348)

Form of proxy for use at the Extraordinary General Meeting of the Company (the “Meeting”)

to be held on Monday, 30 December 2019 (or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.05 each in the capital of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”), HEREBY APPOINT ^(Note 4) _____
of _____
or the Chairman of the Meeting as my/our proxy to attend the Meeting to be held at Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 30 December 2019 at 3:00 p.m. or at any adjournment thereof, to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, confirm and ratify the grant of 64,000,000 share options of the Company (the “Options”) to Mr. Chen Shaojun, the executive director and the chief executive officer of the Company, to subscribe for 64,000,000 shares of the Company (the “Shares”) at the exercise price of HK\$1.38 per Share and on the terms and conditions as set out in the Circular and authorise any one director of the Company to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the Options.		

Dated this _____ day of _____ 2019 Signature ^(Note 7) _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
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, on poll, vote on his behalf.
4. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “or the Chairman of the Meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on the resolution properly put to the Meeting other than the resolution referred to in the Notice convening the Meeting.
6. The full text of resolution No.1 appears in the Notice of the Meeting dated 21 November 2019.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised in writing.
8. In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as he were solely entitled thereto, but if more than one of such joint holders is 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. To be valid, this form of proxy, together with 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 appointed for the holding of the Meeting (or adjourned Meeting or the taking of the poll, as the case may be).
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purpose only