



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)

**Procedures for Shareholders
to propose a person for election as a Director**

Subject to the applicable laws and rules, including The Companies Law of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and Dawnrays Pharmaceutical (Holdings) Ltd. ("Company")'s articles of association ("Articles"), as amended from time to time, the Company may in general meeting by ordinary resolution elect any person to be a director of the Company ("Director") either to fill a casual vacancy on the board of directors of the Company ("Board"), or as an addition to the existing Board.

According to Articles 88, a shareholder of the Company ("Shareholder"), duly qualified to attend and vote at a general meeting, may propose a person ("Candidate") other than Director of the Company for election as a director of the Company at the general meeting by lodging the following documents at the Company's head office in Hong Kong for the attention of the Company Secretary:

1. A written notice signed by the requisitioning Shareholder (other than the Candidate) concerned which is given of his/her intention to propose the Candidate for election;
2. A written notice signed by the Candidate indicating his/her willingness to be elected, together with the Candidate's biographical details as required by Rule 13.51(2) of the Listing Rules with his/her contact address and telephone number ; and
3. The Candidate's written consent to the publication of his/her personal data.

The period for lodgment of the captioned documents will commence no earlier than the day after the despatch of the notice of relevant general meeting and end no later than 7 days prior to the date of relevant general meeting.

However, in order to comply with the requirement of the Listing Rules and ensure other Shareholders have sufficient time to receive and consider the information of the Candidate, the requisitioning Shareholders must submit their proposals with captioned documents in case of Candidate for election as director, as early as practicable in advance of the relevant general meeting but not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which there are dealings/trading on the Stock Exchange of Hong Kong Ltd.) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's Hong Kong Branch Share Registrar and Transfer Office, and procure the publication of an announcement and/or the despatch of a supplementary circular to

Shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such proposal is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant general meeting so as to give Shareholders a notice of at least 10 clear business days of the proposal in accordance with the Listing Rules.

Hong Kong, 14 March 2016

Head office in Hong Kong:

Units 3001-02, 30/F, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong.

**for identification purpose only*