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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 6 MAY 2011**

At the annual general meeting of Dawnrays Pharmaceutical (Holdings) Ltd. (the “Company”) held on 6 May 2011 (the “AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the notice of AGM dated 31 March 2011.

As at the date of the AGM, the number of issued shares of the Company was 798,224,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, acted as the scrutineer for the vote-taking at the AGM.

The poll results are set out as follows:

Resolutions		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 year ended 31st December, 2010.	481,480,434 (100.00%)	0 (0.00%)
2.	To declare a final dividend.	481,480,434 (100.00%)	0 (0.00%)
3.	(I) To re-elect Ms. Li Kei Ling as an executive director.	480,832,434 (99.87%)	648,000 (0.13%)
3.	(II) To re-elect Mr. Leung Hong Man as a non-executive director.	476,128,000 (98.89%)	5,352,434 (1.11%)
3.	(III) To re-elect Mr. Pan Xue Tian as an independent non-executive director.	481,480,434 (100.00%)	0 (0.00%)
3.	(IV) To re-elect Mr. Lo Tung Sing Tony as an independent non-executive director.	481,480,434 (100.00%)	0 (0.00%)
3.	(V) To authorize the board of directors of the Company to fix the remuneration of the directors.	479,822,000 (99.66%)	1,656,434 (0.34%)

Resolutions		Number of Votes (%)	
		For	Against
4.	To re-appoint Ernst & Young as Auditors of the Company and authorize the board of directors to fix their remuneration.	481,480,434 (100.00%)	0 (0.00%)
5.	Ordinary resolution no. 5 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 issued share capital of the Company).	479,460,434 (99.58%)	2,020,000 (0.42%)
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 repurchase shares in the Company not exceeding 10% of the issued share capital of the Company).	481,480,434 (100.00%)	0 (0.00%)
7.	Ordinary resolution no. 7 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 amount of shares in the Company repurchased by the Company).	477,804,000 (99.24%)	3,676,434 (0.76%)
8.	Ordinary resolution no.8 set out in the notice of the Annual General Meeting (to approve the refreshment of the scheme mandate under the share option scheme of the Company adopted on 21 June 2003).	478,773,000 (99.44%)	2,707,434 (0.56%)

As more than 50% of the votes were cast in favour of each of the Resolutions 1 to 8, all such resolutions were passed as ordinary resolutions.

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

Hong Kong, 6 May 2011

*As at the date of this announcement, the Board comprises eight Directors, of which four are Executive Directors, namely Ms. Li Kei Ling, Mr. Hung Yung Lai, Mr. Li Tung Ming and Mr. Gao Yi; one is Non-executive Director, Mr. Leung Hong Man; three are Independent Non-executive Directors, namely Mr. Pan Xue Tian, Mr. Choi Tat Ying Jacky and Mr. Lo Tung Sing Tony.*