



# DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED

## 東瑞製藥(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING — 29TH APRIL, 2004

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.1 each in the capital of

Dawnrays Pharmaceutical (Holdings) Limited (the “Company”), HEREBY APPOINT (Note 3) \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to attend the Annual General Meeting of the Company to be held at Plaza 4, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 29th April, 2004 at 10:00 a.m. and 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.

RESOLUTIONS	FOR(Note 4)	AGAINST(Note 4)
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st December, 2003.		
2. To declare a final dividend.		
3(I). To re-elect Ms LI Kei Ling as director and authorise the board of directors to fix her remuneration.		
3(II). To re-elect Mr HUNG Yung Lai as director and authorise the board of directors to fix his remuneration.		
3(III). To re-elect Mr ZHANG Jing Xing as director and authorise the board of directors to fix his remuneration.		
3(IV). To re-elect Mr LAM Kam Wah as director and authorise the board of directors to fix his remuneration.		
3(V). To re-elect Mr LI Tung Ming as director and authorise the board of directors to fix his remuneration.		
3(VI). To re-elect Mr XU Kehan as director and authorise the board of directors to fix his remuneration.		
3(VII). To re-elect Mr PAN Xue Tian as director and authorise the board of directors to fix his remuneration.		
3(VIII). To re-elect Mr LEE Cheuk Yin Dannis as director and authorise the board of directors to fix his remuneration.		
4. To re-appoint Ernst & Young as Auditors of the Company and authorise the board of directors to fix their remuneration.		
5(A). Ordinary resolution no. 5(A) set out in the notice of the Annual General Meeting (to give a general mandate to the directors to issue shares in the Company).		
5(B). Ordinary resolution no. 5(B) set out in the notice of the Annual General Meeting (to give a general mandate to the directors to repurchase shares in the Company).		
5(C). Ordinary resolution no. 5(C) set out in of the notice of the Annual General Meeting (to extend the general mandate to the directors to issue shares in the Company).		
6. To approve the amendments to the Articles of Association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004 Signature (Note 5) \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.1 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. Important: If you wish to vote for any of the resolution, tick in the appropriate box marked “For”. If you wish to vote against any of the resolution, tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s principal office in Hong Kong at Suites 3212-13, Shell Tower, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.