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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)**

**GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (“Listing Rules”) governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The board of directors (the “Board”) of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) hereby announces that on 16 April 2015, 6,000,000 share options (the “Share Options” and each a “Share Option”) were granted to subscribe for a total of 6,000,000 new ordinary shares of HK\$0.1 each (each a “Share”) in the share capital of the Company to eligible participants (the “Grantees”), subject to acceptance of the Grantees, under the Company’s share option scheme which was adopted and became effective on 21 June 2013. Details of the Share Options are set out as follows:

Date of grant : 16 April 2015

Exercise price of the Share Options granted : HK\$7.34 per Share, which represents the highest of

- (i) the closing price of HK\$7.34 per Share on the date of grant of the Share Options, i.e. 16 April 2015;
- (ii) the average closing price of HK\$7.138 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant.

Number of Share Options granted : 6,000,000

Validity period (Exercise Period) of Share Options granted : From 16 April 2016 to 15 April 2021.  
The Share Options are exercisable for a period of five years commencing on the first anniversary date of the date of grant (i.e. 16 April 2016). The maximum number of Share Options that can be exercised during each anniversary year from 16 April 2016 to 15 April 2021 is 20% of Share Options together with any unexercised Share Options carried forward from the previous anniversary year(s).

Closing price of the Share on the date of grant : HK\$7.34 per Share

None of the Grantees of the Share Options is a director, chief executive officer or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them.

By Order of the Board  
**Dawnrays Pharmaceutical (Holdings) Limited**  
**Li Kei Ling**  
*Chairman*

Hong Kong, 16 April 2015

*As at the date of this announcement, the Board of the Company comprises three executive directors, namely Ms. Li Kei Ling, Mr. Hung Yung Lai and Mr. Li Tung Ming; one non-executive director, namely Mr. Leung Hong Man; three independent non-executive directors, namely Mr. Pan Xue Tian, Mr. Choi Tat Ying Jacky and Mr. Lo Tung Sing Tony.*

*\* For identification purpose only*