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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Baytacare Pharmaceutical Co., Ltd.*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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北 斗 嘉 藥 業 股 份 有 限 公 司
BAYTACARE PHARMACEUTICAL CO., LTD.*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8197)

- (1) PROPOSAL FOR GENERAL MANDATE TO ISSUE H SHARES**
(2) PROPOSAL FOR GENERAL MANDATE TO ISSUE DOMESTIC SHARES
(3) PROPOSED RE-ELECTION OF DIRECTORS
**(4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**
(5) PROPOSED RE-ELECTION OF SUPERVISORS
(6) PROPOSED ELECTION OF SUPERVISORS

A letter from the Board is set out on pages 3 to 7 of this circular.

Notice convening the AGM to be held at 2:00 p.m. on Friday, 15 June 2018 together with the relevant form of proxy and reply slip have already been despatched to H Shareholders. Such forms were also published on the websites of the GEM (www.hkgem.com) and the Company (www.baytacare.com). For ease of reference, the notice convening the AGM is set out on pages 19 to 25 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete the proxy form enclosed with the notice of the AGM in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong at Suite 2002, 20/F., Haleson Building, 1 Jubilee Street, Central, Hong Kong (for holders of Domestic Shares) or to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not prevent the Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website (www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company (www.baytacare.com).

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND THE DIRECTORS TO BE RE-ELECTED AT THE AGM	8
APPENDIX II – BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS AND THE SUPERVISORS TO BE RE-ELECTED AT THE AGM	15
NOTICE OF AGM	19

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at the conference room of Huaan International Hotel at 2001 Bao’an, South Road, Luohu District, Shenzhen City, the PRC on 15 June 2018 at 2:00 p.m.
“Board”	the board of Directors
“close associate”	shall have the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law of the PRC, as amended, supplemented and/or otherwise modified from time to time
“Company”	Baytacare Pharmaceutical Co., Ltd.* (北斗嘉藥業股份有限公司), a company incorporated in the PRC with limited liability, whose H Shares are listed on the GEM of the Stock Exchange (stock code: 8197)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.10 each, which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	registered holder(s) of Domestic Shares
“Domestic Shares Issue Mandate”	subject to the conditions set out in this circular, the general mandate enabling the Directors to allot, issue and deal with additional Domestic Shares with an aggregate number not exceeding 20% of the aggregate number of Domestic Shares in issue as at the date of the AGM
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	collectively, the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.10 each, which are listed on the GEM
“H Shareholder(s)”	registered holder(s) of H Shares
“H Shares Issue Mandate”	subject to the conditions set out in this circular, the general mandate enabling the Directors to allot, issue and deal with additional H Shares with an aggregate number not exceeding 20% of the aggregate number of H Shares in issue as at the date of the AGM
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	collectively, Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

In this circular, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. English translation of names in Chinese which are marked with “” is for identification purposes only.*

LETTER FROM THE BOARD

北斗嘉藥業股份有限公司
BAYTACARE PHARMACEUTICAL CO., LTD.*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8197)

Executive Directors:

Wang Shaoyan
Cui Bingyan
Jiang Xiaobin

Registered Office:

No. 3, No. 2 Road
Jilin Hi-Tech Development Zone
Jilin City
Jilin Province, PRC

Non-executive Directors:

Shi Peng
Cao Yang

Place of Business in Hong Kong:

Suite 2002
20/F., Haleson Building
1 Jubilee Street, Central
Hong Kong

Independent Non-executive Directors:

Gao Zhikai
Hui Lai Yam

4 May 2018

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSAL FOR GENERAL MANDATE TO ISSUE H SHARES**
- (2) PROPOSAL FOR GENERAL MANDATE TO ISSUE DOMESTIC SHARES**
- (3) PROPOSED RE-ELECTION OF DIRECTORS**
- (4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (5) PROPOSED RE-ELECTION OF SUPERVISORS**
- (6) PROPOSED ELECTION OF SUPERVISORS**

INTRODUCTION

The purpose of this circular is to provide you with information relating to (1) the proposal for the grant of the H Shares Issue Mandate to the Directors; (2) the proposal for the grant of the Domestic Shares Issue Mandate to the Directors; (3) the details of the proposed re-election of the retiring Directors; (4) the proposed election of executive Directors and independent non-executive Director; (5) the details of the proposed re-election of the retiring members of the supervisory board of the Company; and (6) the proposed election of members of the supervisory board of the Company.

* for identification purposes only

LETTER FROM THE BOARD

H SHARES ISSUE MANDATE

At the 2017 annual general meeting of the Company held on 31 May 2017, a special resolution was passed to grant to the Directors a general mandate to allot, issue and deal with additional H Shares up to a limit of 20% of the aggregate number of H Shares in issue as at 31 May 2017 (the “**Previous H Shares Mandate**”). As at the Latest Practicable Date, no H Shares were issued pursuant to the Previous H Shares Mandate.

Unless otherwise renewed, the Previous H Shares Mandate will lapse at the conclusion of the AGM. Accordingly, a resolution for the renewal of the Previous H Shares Mandate will be proposed at the AGM for the Shareholders’ approval to authorize the Directors to allot, issue and deal with additional H Shares up to 20% of the aggregate number of H Shares in issue as at the date of passing such resolution.

Under the applicable PRC laws and regulations, the Company is required to have the approvals from the CSRC for the exercise of the H Shares Issue Mandate. Accordingly, the H Shares Issue Mandate will be conditional upon the approvals of the CSRC and/or any other regulatory authorities (if applicable) as required by the laws, rules and regulations of the PRC being obtained. If the above conditions are not fulfilled, the H Shares Issue Mandate will not be exercisable by the Directors.

As at the Latest Practicable Date, a total of 248,400,000 H Shares were in issue. Subject to the passing of the relevant resolution to approve the H Shares Issue Mandate and on the basis that no further H Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorized to exercise the powers of the Company to issue a maximum of 49,680,000 H Shares.

DOMESTIC SHARES ISSUE MANDATE

At the 2017 annual general meeting of the Company held on 31 May 2017, a special resolution was passed to grant to the Directors a general mandate to allot, issue and deal with additional Domestic Shares up to a limit of 20% of the aggregate number of Domestic Shares in issue as at 31 May 2017 (the “**Previous Domestic Shares Mandate**”). As at the Latest Practicable Date, no Domestic Shares were issued pursuant to the Previous Domestic Shares Mandate.

Unless otherwise renewed, the Previous Domestic Shares Mandate will lapse at the conclusion of the AGM. Accordingly, a resolution for the renewal of the Previous Domestic Shares Mandate will be proposed at the AGM for the Shareholders’ approval to authorize the Directors to allot, issue and deal with additional Domestic Shares up to 20% of the aggregate number of Domestic Shares in issue as at the date of passing such resolution.

Under the applicable PRC laws and regulations, the Company is required to have the approvals from the CSRC for the exercise of the Domestic Shares Issue Mandate. Accordingly, the Domestic Shares Issue Mandate will be conditional upon the approvals of the CSRC and/or any other regulatory authorities (if applicable) as required by the laws, rules and regulations of the PRC being obtained. If the above conditions are not fulfilled, the Domestic Shares Issue Mandate will not be exercisable by the Directors.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 609,654,240 Domestic Shares were in issue. Subject to the passing of the relevant resolution to approve the Domestic Shares Issue Mandate and on the basis that no further Domestic Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorized to exercise the powers of the Company to issue a maximum of 121,930,848 Domestic Shares.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Wang Shaoyan (王少岩先生), Ms. Cui Bingyan (崔冰岩女士), Mr. Jiang Xiaobin (姜曉斌先生), being executive Directors; Mr. Shi Peng (師鵬先生), Mr. Cao Yang (曹陽先生), being non-executive Directors, and Mr. Gao Zhikai (高志凱先生) and Ms. Hui Lai Yam (許麗欽女士), being independent non-executive Directors, will retire from office as Directors and being eligible for re-election as Directors at the AGM. The biographical details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular.

PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated 30 April 2018 of the Company in relation to, among others, proposed election of executive Directors and independent non-executive Director.

The Board proposes to present resolutions at the AGM to elect Mr. Fang Yao (方耀先生) (“**Mr. Fang**”) and Mr. Guo Aiqun (郭愛群先生) (“**Mr. Guo**”) as executive Directors, and Mr. Chen Youfang (陳有方先生) (“**Mr. Chen**”) as an independent non-executive Director. Subject to the approval by the Shareholders at the AGM, the term of service of each of Mr. Fang, Mr. Guo and Mr. Chen will be for a term of three years commencing from the date of the AGM. The biographical details of Messrs. Fang, Guo and Chen are set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF SUPERVISORS

Ms. Yang Lixue (楊瀆雪女士), Ms. Han Xue (韓雪女士) and Ms. Lin Xiarong (林夏容女士) being supervisors of the Company will retire from office as members of the supervisory board of the Company and being eligible for re-election at the AGM. The biographical details of the above supervisors are set out in Appendix II to this circular.

PROPOSED ELECTION OF SUPERVISORS

Reference is made to the announcement dated 30 April 2018 of the Company in relation to, among others, the proposed election of supervisors of the Company. On 30 April 2018, each Ms. Li Li (李黎女士) (“**Ms. Li**”) and Mr. Zhao Haitao (趙海濤先生) (“**Mr. Zhao**”) has been nominated as candidates for election at the AGM as a member of the supervisory board of the Company. Ms. Li and Mr. Zhao have also been nominated as a shareholder representative supervisor and as an employee representative supervisor of the Company, respectively. The biographical details of Ms. Li and Mr. Zhao are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

Notice of the AGM together with the relevant form of proxy and reply slip have been despatched to the Shareholders. A copy of the notice of the AGM is set out on pages 19 to 25 of this circular for ease of reference.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders has any material interest in the resolutions to be proposed at the AGM. Accordingly, none of the Shareholders will be required to abstain from voting on any of the resolutions to be proposed at the AGM.

Whether or not you are able to attend the said meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return them as soon as possible to the Company's principal place of business in Hong Kong at Suite 2002, 20/F., Haleson Building, 1 Jubilee Street, Central, Hong Kong (for holders of Domestic Shares), or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM. Completion and return of the form of proxy applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll for every resolution put to the vote at the AGM.

RECOMMENDATIONS

The Directors consider that (1) the granting of the H Shares Issue Mandate; (2) the granting of the Domestic Shares Issue Mandate; (3) the proposed re-election of the retiring Directors; (4) the proposed election of executive Directors and independent non-executive Director; (5) the proposed re-election of the retiring members of the supervisory board of the Company; and (6) the proposed election of members of the supervisory board of the Company, are in the best interests of the Company and the Shareholders, and accordingly recommend that all Shareholders should vote in favour of the aforesaid resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Baytacare Pharmaceutical Co., Ltd.*
Executive Director
Cui Bingyan

The biographical details of the proposed Directors and the retiring Directors are set out as follows:

Mr. Fang Yao (方耀先生)

Mr. Fang, aged 35, obtained a bachelor's degree in computer application technology education from the Vocation and Technical College of Harbin Institute of Technology (哈爾濱工業大學) in 2006. He had been a customer service specialist of the sales department of Shenzhen Longyuan Villa Industrial Development Co., Ltd.* (深圳市龍園山莊實業發展有限公司) from July 2006 to February 2010. From March 2010 to September 2017, he was the deputy director of the general office of Shandong Ruijing Properties Co., Ltd.* (山東瑞境置業有限公司). Since October 2017, he has been the general manager assistant of Shenzhen Longyuan Villa Industrial Development Co., Ltd.* (深圳市龍園山莊實業發展有限公司).

Save as disclosed above, Mr. Fang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Fang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Fang will enter into a director's service contract with the Company for a term of service of three years commencing from the date of the AGM, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Fang's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Guo Aiqun (郭愛群先生)

Mr. Guo, aged 48, has been the general manager of Datong Hengji Industry Company Limited* (大同市恒吉實業有限責任公司) since 2004. Mr. Guo has prior experience as a vice-manager of Qinhuangdao of Jinhua branch of headquarter of Shanxi Coal Transportation Limited* (山西省煤炭運銷總公司晉華分公司秦皇島公司) from 2001 to 2003, a business manager of the sale center of Qinhuangdao of Datong branch of headquarter of Shanxi Coal Transportation Limited* (山西省煤炭運銷總公司大同分公司秦皇島銷售中心) from 1998 to 2000, a business manager of Shanxi Coal Import and Export Company Limited* (山西省煤炭進出口公司) from 1995 to 1998, an office secretary at Shanxi Coal Geology Company Limited*(山西省煤炭廳地質公司) from 1992 to 1995, a staff of the Shanxi Poverty Alleviation office* (山西省省直中委扶貧工作隊) from 1991 to 1992, and a staff at the machine repair factory of Shanxi Coal Geology Company Limited * (山西省煤炭廳地質公司) in 1991. He graduated from the Shanxi Vocation and Technology College of Coal in 1991 and obtained a bachelor's degree in law from the Central Party School of the Communist Party of China in 2004. From January 2016 to May 2017, Mr. Guo served as a non-executive Director of the Company.

Save as disclosed above, Mr. Guo does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Guo does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Guo will enter into a director's service contract with the Company for a term of service of three years commencing from the date of the AGM, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Guo's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chen Youfang (陳有方先生)

Mr. Chen, aged 27, has been serving as an assistant to the Chief Executive Officer and a supervisor at China Wit Media Co., Ltd. (深圳市中匯影視文化股份有限公司) since 2014. Mr. Chen has prior experience as the deputy general manager of Shanghai Xitian Youxi Script Creative Studio (Limited Partnership)* (上海喜天遊戲劇本創意工作室(有限合夥)) from 2013 to 2014, the chairman of Beijing Lihua Xingguang Television Culture Co., Ltd.* (北京麗華星光影視文化有限公司) and an executive director of Canada Huamei Mining Limited* (加拿大華美礦業公司) from 2012 to 2013. He obtained a Bachelor of Arts degree in mathematics from the University of Washington (Seattle campus) in 2014. From January 2016 to May 2017, Mr. Chen served as an independent non-executive Director of the Company.

Save as disclosed above, Mr. Chen does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Chen does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chen will enter into a director's service contract with the Company for a term of service of three years commencing from the date of the AGM, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chen's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wang Shaoyan (王少岩先生)

Mr. Wang Shaoyan, aged 35, was appointed as an executive Director on 10 January 2016. Mr. Wang currently serves as the general manager of Beijing Shanshi Media Technology Limited* (北京山石傳媒科技有限公司). Mr. Wang has prior experience as a project manager, deputy general manager and general manager of Beijing Shiji Fengqing Broadcast Limited* (北京世紀風情文化傳播有限公司) from 2007 to 2014. He obtained a Master of Science degree in mechanical and manufacturing engineering from the University of Birmingham in 2007 and a Bachelor of Business Administration degree from the West Coast University in 2005. Mr. Wang currently is also the chairman of the board (the "**Board**") of directors of the Company.

Save as disclosed above, Mr. Wang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Wang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Wang will enter into a director's service agreement with the Company for a term of three years commencing from the date of the AGM subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wang's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wang that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Cui Bingyan (崔冰岩女士)

Ms. Cui Bingyan, aged 44, was appointed as an executive Director on 10 January 2016. Ms. Cui currently serves as the general manager of Shenzhen Longyuan Shanzhuang Property Management Limited* (深圳市龍園山莊物業管理有限公司). Ms. Cui has prior experience as the general operating officer of Shenzhen Zhonghao (Group) Company Limited* (深圳中浩(集團)股份有限公司) from 1996 to 1998, the office manager of Haerbin Gongbai Holding Limited* (哈爾濱市工百集團) from 1993 to 1996, and a veteran of the 81156 army hospital of People's Liberation Army 13th Army* (中國人民解放軍第十三集團軍81156部隊醫院) from 1989 to 1992. She obtained a Master of Business Administration degree from the University of Northern Virginia in 2007. Ms. Cui completed an advanced seminar in property asset management at Tsinghua University in 2004. Ms. Cui obtained a bachelor's degree in law from National University of Defense Technology in 2004 and a college degree in history from Heilongjiang Institute of Education in 1996.

Save as disclosed above, Ms. Cui does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Ms. Cui does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Cui will enter into a director's service agreement with the Company for a term of three years commencing from the date of the AGM subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Cui's remuneration will be determined by the Board with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Cui that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Jiang Xiaobin (姜曉斌先生)

Mr. Jiang, aged 47, obtained a bachelor's degree in international economics and trade from Beijing International Studies University (北京第二外國語學院) in 1994, a master degree in Chinese medicines preparations from Beijing University of Chinese Medicine (北京中醫藥大學) in 2003 and a master's degree in business administration from Capital University of Economics and Business (首都經濟貿易大學) in 2005. He had been the president for operation and sale of Right Health Nutrition American Group Inc. (美國雷德生物健康產業集團) from March 2004 to March 2009. From June 2009 to March 2016, he was the chairman of the board of directors of Beijing Holley-Cotec Pharmaceuticals Co., Ltd.* (北京華方科泰醫藥有限公司). Since December 2016, he has been the chairman of the board of directors of Zhong Sheng Wantong Investment Fund Management (Beijing) Company Limited* (中盛萬通投資基金管理(北京)有限公司).

Save as disclosed above, Mr. Jiang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Jiang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Jiang will enter into a director's service agreement with the Company for a term of three years commencing from the date of the AGM, subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Jiang's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Shi Peng (師鵬先生)

Mr. Shi, aged 42, obtained a bachelor's degree in public service management (film management) from Beijing Film Academy* (北京電影學院) in 2004. From June 2003 to June 2006, he had been the chairman of the board of directors of Beijing Jin Wu Huan Real Estate Development Company Limited* (北京金五環房地產開發有限公司). Mr. Shi then became an actor from June 2006 to 2016. Since 2017, Mr. Shi has been the chairman of the board of directors of Beijing Jin Wu Huan Real Estate Development Company Limited* (北京金五環房地產開發有限公司).

Save as disclosed above, Mr. Shi does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Shi does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Shi will enter into a director's service agreement with the Company for a term of three years commencing from the date of the AGM subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Shi's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Cao Yang (曹陽先生)

Mr. Cao Yang, aged 38, was appointed as a non-executive Director on 13 April 2016. He obtained a bachelor's degree in automation from Northeastern University, the People's Republic of China (中國東北大學) and has worked in the electronic industry for 14 years. Mr. Cao has prior experience as an engineer at Xu Dian (Suzhou) Technology Company Limited* (旭電(蘇州)科技有限公司) from 2002 to 2005, a manager at Suzhou Sheng Ze Electronic Company Limited* (蘇州盛澤電子有限公司) from 2005 to 2006, and a general manager at Kemaida (Beijing) Electronic Company Limited* (科邁達(北京)電子有限公司) from 2006 and onwards.

Save as disclosed above, Mr. Cao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Cao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Cao will enter into a director's service contract with the Company for a term of three years commencing from the date of the AGM subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Cao's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Cao that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Hui Lai Yam (許麗欽女士)

Ms. Hui Lai Yam, aged 48, was appointed as an independent non-executive Director on 19 June 2015. She has worked in the accounting industry for 23 years. She graduated from Xiamen University in Accounting. Ms. Hui is a Certified Dealmaker endorsed by the China Mergers and Acquisition Association.

Save as disclosed above, Ms. Hui does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Ms. Hui does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Hui will enter into a director's service contract with the Company for a term of service of three years commencing from the date of the AGM, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Hui's remuneration will be determined by the Board with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Hui that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Gao Zhikai (高志凱先生)

Mr. Gao, aged 56, holds a Juris Doctor degree from Yale Law School and holds a master degree in politics from the graduate school of Yale University. He obtained a master degree in English literature from Beijing Foreign Studies University* (北京外國語大學) and a bachelor's degree in English literature from Suzhou University* (蘇州大學). Mr. Gao is licensed as an attorney-at-law in the State of New York of the United States of America.

Mr. Gao is currently the director of China Energy Security Research Institute* (中國能源安全研究所), the vice president of China Beidou Industry Promotion Association* (中國北斗產業促進會), the deputy chairman of Sino-Europe United Investment Corporation* (中歐聯合投資有限公司) and a consultant of Arabian American Oil Company (沙特阿美公司). Mr. Gao is currently also a non-executive director of Huanxi Media Group Limited (stock code: 1003) and an independent non-executive director of E-Commodities Holdings Limited (stock code: 1733), the shares of both are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Gao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Gao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Gao will enter into a director's service contract with the Company for a term of service of three years commencing from the date of the AGM, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Gao's remuneration will be determined by the Board with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS AND THE SUPERVISORS TO BE RE-ELECTED AT THE AGM

Ms. Li Li (李黎女士)

Ms. Li, aged 26, obtained a bachelor's degree in broadcasting and hosting art from the School of Journalism and Communication at the Tianjin Normal University (天津師範大大學新聞傳播學院) in 2014. From July 2011 to April 2012, she interned as a story radio anchor at the Tianjin Radio and Television Station (天津人民廣播電臺). From May 2012 to September 2012, Mr. Li was a guest host of The Travel Channel (旅遊衛視). From October 2012 to February 2015, she was an on-screen reporter for "The Chinese World*華人世界" and "Hakka Walk* (客家足跡行)" on CCTV-4 and the host of "Foreigners in China* (外國人在中國)". From March 2015 to March 2016, she was the project manager at China Media Capital (華人文化產業投資基金) and Shangzhong Film and Television Co., Ltd.* (尚眾影視). From April 2016 to April 2017, Ms. Li was the assistant general manager at CEICloud Data Storage Center* (中經雲數據中心). Since May 2017, Ms. Li has been an entrepreneur in channel and business development, resources integration, financing and project management.

Save as disclosed above, Ms. Li does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Li will enter into a service contract with the Company for a term of service of three years commencing from the date of the AGM. Ms. Li's remuneration will be determined with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhao Haitao (趙海濤先生)

Mr. Zhao, aged 43, studied coal mine mechanical electronics and graduated from the Shanxi Yanbei Coal Industrial School (山西省雁北煤炭工業學校) in 1995. From 1997 to 1998, Mr. Zhao worked at the Upper Shenjian coal gathering station (上深澗煤炭集運站). From 1998 to 2000, he worked at the Qinhuangdao office of Shanxi Coal Sales Group Datong Co., Ltd.* (山西煤炭運銷集團大同有限公司). From 2000 to 2004, Mr. Zhao worked at the Qinhuangdao branch of Shanxi Jinhua Coal Transport and Marketing Co., Ltd.* (山西晉華煤炭運銷有限公司). Since 2004, Mr. Zhao has been a shareholder and supervisor of Qinhuangdao City Zhaoyu Materials Co., Ltd.* (秦皇島市兆宇物資有限責任公司).

Save as disclosed above, Mr. Zhao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS AND THE SUPERVISORS TO BE RE-ELECTED AT THE AGM

Mr. Zhao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhao will enter into a service contract with the Company for a term of service of three years commencing from the date of the AGM. Mr. Zhao's remuneration will be determined with reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Yang Lixue (楊瀟雪女士)

Ms. Yang Lixue, aged 34, was appointed as the chairman of the supervisory committee of the company on 10 January 2016. She has worked in the finance and risk management industry for approximately 11 years. Since 2011, she has been the deputy general manager of the investment and development department of Coastal Greenland Limited (沿海綠色家園有限公司) (stock code: 1124), a company the shares of which are listed on the Stock Exchange. In 2011, Ms. Yang was the corporate clients manager of the corporate banking and financial institutions department of Bank of China (Hong Kong branch). From 2009 to 2010, Ms. Yang was a risk management analyst at the risk management department of the Bank of Communications (Hong Kong branch). From 2008 to 2009, Ms. Yang was an analyst at the enterprise risk management and consulting department of Deloitte Touche Tohmatsu in Hong Kong and Deloitte Touche Tohmatsu Certified Public Accountants LLP in Beijing. From 2004 to 2005, Ms. Yang worked as a clerk at the National Accountant Assessment and Certification Centre of the Ministry of Finance PRC. From 2013 to 2015, Ms. Yang was a part-time postgraduate student studying in the appreciation and market collection management of fine arts at the China Central Academy of Fine Arts. Ms. Yang graduated from the International Capital Market Association Centre of University of Reading with a Master of Science degree in International Securities, Investment and Banking in 2007, and from the Lingnan (University) College of Sun Yat-Sen University with a bachelor's degree in finance in 2004.

Save as disclosed above, Ms. Yang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Yang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Yang will enter into a service contract with the Company for a term of service of three years commencing from the date of the AGM. Ms. Yang's remuneration will be determined with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS
AND THE SUPERVISORS TO BE RE-ELECTED AT THE AGM**

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Lin Xiarong (林夏容女士)

Ms. Lin Xiarong, aged 36, was appointed as a supervisor of the Company on 10 January 2016. She has worked in the accounting industry for approximately 11 years. Since 2009, she has been serving as the financial manager of Shenzhen Longyuan Shanzhuang Industrial Development Company Limited* (深圳市龍園山莊實業發展有限公司). Ms. Lin is a certified senior accountant accredited by the International Profession Certification Association. From 2004 to 2008, Ms. Lin was an accountant with Shenzhen Longyuan Shanzhuang Property Management Company Limited* (深圳市龍園山莊物業管理有限公司). Ms. Lin graduated from Shenzhen University in Business Administration in 2005.

Save as disclosed above, Ms. Lin does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Lin does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Lin will enter into a service contract with the Company for a term of service of three years commencing from the date of the AGM. Ms. Lin's remuneration will be determined with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS
AND THE SUPERVISORS TO BE RE-ELECTED AT THE AGM**

Ms. Han Xue (韓雪女士)

Ms. Han, aged 30, obtained a bachelor of arts degree in Japanese language from Hebei University of Economics and Business (河北經貿大學) in July 2011. From June 2011 to June 2016, she had been the secretary of the chairman of the board of directors of DIR Xunhe Business Innovation (Beijing) Limited (訊和創新科技(北京)有限公司). Currently, Ms. Han had been the manager of the board of Directors of the Company.

Save as disclosed above, Ms. Han does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Han does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Han will enter into a service contract with the Company for a term of service of three years commencing from the date of the AGM. Ms. Han's remuneration will be determined with reference to her duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM

北 斗 嘉 藥 業 股 份 有 限 公 司
BAYTACARE PHARMACEUTICAL CO., LTD.*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8197)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Baytacare Pharmaceutical Co., Ltd.* (the “Company”) will be held at the conference room of Huaan International Hotel at 2001 Bao'an, South Road, Luohu District, Shenzhen City, the People's Republic of China on Friday, 15 June 2018 at 2:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2017;
2. To consider and approve the report of the directors of the Company for the year ended 31 December 2017;
3. To consider and approve the report of the supervisory board of the Company for the year ended 31 December 2017;
4. To consider and approve the re-appointment of Pan-China (H.K.) CPA Limited as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration;
5. To empower the executive directors of the Company to exercise the authority for the determination of incentive bonus to the relevant person of the Company as a motivation for the contribution of efforts to the development of the Company, if any;
6. To consider and approve the remuneration proposals for the directors and supervisors of the Company for the year ended 31 December 2017;
7. To consider and approve the re-election of Mr. Wang Shaoyan (王少岩先生) as an executive director of the Company;
8. To consider and approve the re-election of Ms. Cui Bingyan (崔冰岩女士) as an executive director of the Company;
9. To consider and approve the re-election of Mr. Jiang Xiaobin (姜曉斌先生) as an executive director of the Company;

NOTICE OF AGM

10. To consider and approve the re-election of Mr. Shi Peng (師鵬先生) as a non-executive director of the Company;
11. To consider and approve the re-election of Mr. Cao Yang (曹陽先生) as a non-executive director of the Company;
12. To consider and approve the re-election of Mr. Gao Zhikai (高志凱先生) as an independent non-executive director of the Company;
13. To consider and approve the re-election of Ms. Hui Lai Yam (許麗欽女士) as an independent non-executive director of the Company;
14. To consider and approve the election of Mr. Fang Yao (方耀先生) as an executive director of the Company;
15. To consider and approve the election of Mr. Guo Aiqun (郭愛群先生) as an executive director of the Company;
16. To consider and approve the election of Mr. Chen Youfang (陳有方先生) as an independent non-executive director of the Company;
17. To consider and approve the re-election of Ms. Yang Lixue (楊瀆雪女士) as a supervisor of the Company;
18. To consider and approve the re-election of Ms. Han Xue (韓雪女士) as a supervisor of the Company;
19. To consider and approve the re-election of Ms. Lin Xiarong (林夏容女士) as supervisor of the Company;
20. To consider and approve the election of Ms. Li Li (李藜女士) as a supervisor and a shareholder representative supervisor of the Company;
21. To consider and approve the election of Mr. Zhao Haitao (趙海濤先生) as a supervisor and an employee representative supervisor of the Company;

NOTICE OF AGM

SPECIAL RESOLUTIONS

22. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to allot, issue and deal with H shares in the Company (the “**H Shares**”) subject to the following conditions:
- (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “**PRC**”), The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and they are hereby authorized to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with H Shares during the Relevant Period (as defined in paragraph (e) below);
 - (b) the authority granted under paragraph (a) above shall authorize the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require H Shares to be allotted and issued either during or after the end of the Relevant Period;
 - (c) the aggregate number of H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (e) below); (ii) the exercise of any options granted under any share option schemes of the Company or other similar arrangement adopted from time to time; (iii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iv) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (v) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate number of H Shares in issue at the date of passing of this resolution;
 - (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC (if necessary) being obtained by the Company;
 - (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; and

NOTICE OF AGM

- (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting;

“**Rights issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange);

- (f) subject to approvals of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such H Shares being granted, the Board be and it is hereby authorized to:
 - (i) make such corresponding amendments to the articles of association of the Company as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of authority to allot, issue and deal with H Shares as conferred under paragraph (a) above; and
 - (ii) file the amended articles of association of the Company with the relevant governmental authorities of the PRC;

23. To authorize the Board to allot, issue and deal with domestic shares in the Company (the “**Domestic Shares**”) subject to the following conditions:

- (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, the Board be and they are hereby authorized to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with Domestic Shares during the Relevant Period (as defined in paragraph (e) below);
- (b) the authority granted under paragraph (a) above shall authorize the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares to be allotted and issued either during or after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of Domestic Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (e) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate number of Domestic Shares in issue at the date of passing of this resolution;
- (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC (if necessary) being obtained by the Company;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; and
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting;

“**Rights issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange);

NOTICE OF AGM

- (f) subject to approvals of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such Domestic Shares being granted, the Board be and it is hereby authorized to:
- (i) make such corresponding amendments to the articles of association of the Company as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of authority to allot, issue and deal with Domestic Shares as conferred under paragraph (a) above; and
 - (ii) file the amended articles of association of the Company with the relevant governmental authorities of the PRC.

By order of the Board
北斗嘉藥業股份有限公司
Baytacare Pharmaceutical Co., Ltd.*
Executive Director
Cui Bingyan

Beijing, People's Republic of China, 30 April 2018

* *for identification purposes only*

Notes:

1. Eligibility for the AGM

Shareholders of the Company who intend to attend the AGM must deliver all instruments of transfer, accompanied by the relevant share certificates, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's principal place of business in Hong Kong at Suite 2002, 20/F., Haleson Building, 1 Jubilee Street, Central, Hong Kong on or before 4:30 p.m. on 15 May 2018.

Shareholders should note that the register of members of the Company will be closed from 16 May 2018 to 15 June 2018 (both days inclusive) for the purpose of ascertaining the shareholders of the Company entitled to attend the AGM.

Holders of shares whose names stand on the register of members of the Company at 4:30 p.m. on 15 May 2018 are entitled to attend and vote at the AGM.

2. Registration procedures for the AGM

- (i) A shareholder or his proxy should produce proof of identity when attending the AGM;
- (ii) Shareholders of the Company who intend to attend the AGM should return the reply slip for the AGM to the Company on or before 25 May 2018; and
- (iii) Shareholders of the Company may send the above reply slip to the principal place of business of the Company in Hong Kong in person, by post or by facsimile at (852) 3020 0233.

NOTICE OF AGM

3. Proxy

- (i) A shareholder of the Company eligible to attend the AGM is entitled to appoint one or more proxies to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company;
- (ii) A proxy shall be appointed by a written instrument signed by the appointer or its attorney. If the proxy form is signed by the attorney of the appointer, the power of the attorney or other authorisation document(s) of such attorney should be notarised; and
- (iii) To be valid, the power of attorney or other authorisation document(s) which have been notarized together with the completed proxy form, must be delivered to the registered address of the Company (for holders of domestic shares) or to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time designed for the holding of the AGM or any adjournment thereof.

4. The AGM is expected not to last for more than half a day. Attendants shall bear their own traveling and accommodation expenses.