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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING
(2) CHANGE OF DIRECTORS
(3) CHANGE OF SUPERVISORS
(4) APPOINTMENT OF CHAIRMAN
(5) CHANGE OF COMPOSITION OF BOARD COMMITTEES
AND
(6) APPOINTMENT OF CHAIRMAN OF SUPERVISORY BOARD

1. POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board announces that save for AGM Resolutions numbered 7, 9, 17 and 18, all the AGM Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

2. CHANGE OF DIRECTORS

The Board announces that with effect from the conclusion of the AGM:

- a. Mr. Fang has been appointed as an executive Director;
- b. Mr. Guo has been appointed as an executive Director;
- c. Mr. Chen has been appointed as an independent non-executive Director;
- d. Mr. Wang has ceased to be an executive Director; and
- e. Mr. Jiang has ceased to be an executive Director.

3. CHANGE OF SUPERVISORS

The Board announces that with effect from the conclusion of the AGM:

- a. Ms. Li has been appointed as a supervisor of the Company and as a shareholder representative supervisor of the Company;
- b. Mr. Zhao has been appointed as a supervisor of the Company and as an employee representative supervisor of the Company;
- c. Ms. Yang Lixue has ceased to be a supervisor of the Company; and
- d. Ms. Han Xue has ceased to be a supervisor of the Company.

4. APPOINTMENT OF CHAIRMAN

The Board is pleased to announce that it has resolved to appoint Mr. Fang as the Chairman with effect from the conclusion of the AGM.

5. CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from the conclusion of the AGM:

- (a) Mr. Fang has been appointed as the chairman of the Nomination Committee and the chairman of the Executive Committee;
- (b) Mr. Guo has been appointed as a member of the Executive Committee;
- (c) Mr. Chen has been appointed as a member of the Remuneration Committee and the chairman of the Audit Committee;
- (d) Ms. Cui has ceased to act as a member and the chairman of the Nomination Committee, and the chairman of the Executive Committee, but remains as a member of the Executive Committee; and
- (e) Mr. Jiang has ceased to be a member of the Executive Committee.

6. APPOINTMENT OF CHAIRMAN OF SUPERVISORY BOARD

The Board announces that Ms. Lin has been appointed as the chairman of the supervisory board of the Company with effect from the conclusion of the AGM.

1. POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular dated 4 May 2018 (the “**Circular**”), the notice of annual general meeting dated 30 April 2018 (the “**AGM Notice**”) of Baytacare Pharmaceutical Co., Ltd.* (the “**Company**”). Capitalised terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

At the annual general meeting of the Company (the “**AGM**”) 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., poll voting was demanded by the chairman of the AGM for voting on the resolutions (the “**AGM Resolutions**”) set out in the AGM Notice. The Board is pleased to announce that except for AGM Resolutions numbered 7, 9, 17 and 18, the AGM Resolutions were duly approved by the Shareholders at the AGM and the poll results in respect of the AGM Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
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.	407,734,660 (100%)	0 (0%)	407,734,660
2.	To consider and approve the report of the directors of the Company for the year ended 31 December 2017.	407,734,660 (100%)	0 (0%)	407,734,660
3.	To consider and approve the report of the supervisory board of the Company for the year ended 31 December 2017.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660
6.	To consider and approve the remuneration proposals for the directors and supervisors of the Company for the year ended 31 December 2017.	407,734,660 (100%)	0 (0%)	407,734,660
7.	To consider and approve the re-election of Mr. Wang Shaoyan (王少岩先生) as an executive director of the Company.	0 (0%)	407,734,660 (100%)	407,734,660
8.	To consider and approve the re-election of Ms. Cui Bingyan (崔冰岩女士) as an executive director of the Company.	407,734,660 (100%)	0 (0%)	407,734,660

ORDINARY RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
9.	To consider and approve the re-election of Mr. Jiang Xiaobin (姜曉斌先生) as an executive director of the Company.	0 (0%)	407,734,660 (100%)	407,734,660
10.	To consider and approve the re-election of Mr. Shi Peng (師鵬先生) as a non-executive director of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
11.	To consider and approve the re-election of Mr. Cao Yang (曹陽先生) as a non-executive director of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660
14.	To consider and approve the election of Mr. Fang Yao (方耀先生) as an executive director of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
15.	To consider and approve the election of Mr. Guo Aiqun (郭愛群先生) as an executive director of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660

ORDINARY RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
17.	To consider and approve the re-election of Ms. Yang Lixue (楊瀉雪女士) as a supervisor of the Company.	0 (0%)	407,734,660 (100%)	407,734,660
18.	To consider and approve the re-election of Ms. Han Xue (韓雪女士) as a supervisor of the Company.	0 (0%)	407,734,660 (100%)	407,734,660
19.	To consider and approve the re-election of Ms. Lin Xiarong (林夏容女士) as a supervisor of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660
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.	407,734,660 (100%)	0 (0%)	407,734,660

SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
22.	To consider and approve the mandate on authorizing the board of directors of the Company to allot, issue and deal with H shares of the Company.	407,734,660 (100%)	0 (0%)	407,734,660
23.	To consider and approve the mandate on authorizing the board of directors of the Company to allot, issue and deal with domestic shares of the Company.	407,734,660 (100%)	0 (0%)	407,734,660

As all of the votes were cast against AGM Resolutions numbered 7, 9, 17 and 18, such AGM Resolutions were not passed as ordinary resolutions. As a result, with effect from the conclusion of the AGM:

- a. Mr. Wang Shaoyan (“**Mr. Wang**”) has ceased to be an executive Director;
- b. Mr. Jiang Xiaobin (“**Mr. Jiang**”) has ceased to be an executive Director and a member of the executive committee of the Board (the “**Executive Committee**”);
- c. Ms. Yang Lixue has ceased to be a supervisor of the Company; and
- d. Ms. Han Xue has ceased to be a supervisor of the Company.

As all of the votes were cast in favour of AGM Resolutions numbered 22 and 23, such AGM Resolutions were passed as special resolutions.

Pan-China (H.K.) CPA Limited was appointed as the scrutineer at the AGM for vote taking.

As at the date of the AGM, there were 858,054,240 Shares in issue (comprising 609,654,240 Domestic Shares and 248,400,000 H Shares), being the total number of Shares entitling the Shareholders to attend and vote for or against the AGM Resolutions at the AGM. No Shareholder was required to abstain from voting on any resolutions proposed at the AGM as required by the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and no Shareholder has stated his or her intention in the Circular to vote against the AGM Resolutions proposed at the AGM or to abstain from voting. No Shareholder was entitled to attend and abstain from voting in favour of any of the AGM Resolutions at the AGM as required by the GEM Listing Rules.

SCOPE OF WORK OF PAN-CHINA (H.K.) CPA LIMITED

The poll results were subject to scrutiny by Pan-China (H.K.) CPA Limited, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to Pan-China (H.K.) CPA Limited. The work performed by Pan-China (H.K.) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

2. CHANGE OF DIRECTORS

Reference is made to the announcement dated 30 April 2018 of the Company in relation to the proposed appointment of Directors and the proposed appointment of supervisors of the Company. At the AGM, the following appointment was duly approved by the Shareholders by ordinary resolutions and became effective upon conclusion of the AGM:

- a. the appointment of Mr. Fang Yao (“**Mr. Fang**”) as an executive Director;
- b. the appointment of Mr. Guo Aiqun (“**Mr. Guo**”) as an executive Director;
and
- c. the appointment of Mr. Chen Youfang (“**Mr. Chen**”) as an independent non-executive Director.

Mr. Fang

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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Fang 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. Fang is entitled to a proposed director’s fee of RMB600,000 per annum being an executive Director and the Chairman (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the 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

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 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. The proposed director's fee of Mr. Guo is RMB200,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the 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

Mr. Chen, aged 28, 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 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. The proposed director's fee of Mr. Chen is RMB150,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the 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.

3. CHANGE OF SUPERVISORS

The Board is pleased to announce that the following appointment was duly approved by the Shareholders by ordinary resolutions and became effective upon the conclusion of the AGM:

- a. the appointment of Ms. Li Li (“**Ms. Li**”) as a supervisor of the Company and as a shareholder representative supervisor of the Company; and
- b. the appointment of Mr. Zhao Haitao (“**Mr. Zhao**”) as a supervisor of the Company and as an employee representative supervisor of the Company.

Ms. Li

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 supervisor'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. Li is not entitled to any specific remuneration, except for a bonus for each financial year which is at the Board's discretion and determined by reference to the Company's results and performance for the financial year concerned as well as subject to the approval by the Shareholders at relevant annual general meeting of the Company.

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

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.

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 supervisor'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. Zhao is not entitled to any specific remuneration, except for a bonus for each financial year which is at the Board's discretion and determined by reference to the Company's results and performance for the financial year concerned as well as subject to the approval by the Shareholders at relevant annual general meeting of the Company.

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.

4. APPOINTMENT OF CHAIRMAN

Following the appointment of Mr. Fang as an executive Director at the AGM, the Board is pleased to announce that it has resolved to appoint Mr. Fang as the chairman of the Board (the "**Chairman**") with effect from the conclusion of the AGM.

5. CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from the conclusion of the AGM:

- (a) Mr. Fang has been appointed as the chairman of the nomination committee of the Board (the “**Nomination Committee**”) and the chairman of the Executive Committee;
- (b) Mr. Guo has been appointed as a member of the Executive Committee;
- (c) Mr. Chen has been appointed as a member of the Remuneration Committee of the Board (the “**Remuneration Committee**”) and the chairman of the audit committee of the Board (the “**Audit Committee**”);
- (d) Ms. Cui Bingyan (“**Ms. Cui**”) has ceased to act as a member and the chairman of the Nomination Committee, and the chairman of the Executive Committee, but remains as a member of the Executive Committee; and
- (e) Mr. Jiang has ceased to be a member of the Executive Committee.

6. APPOINTMENT OF CHAIRMAN OF SUPERVISORY BOARD

The Board is pleased to announce that Ms. Lin Xiarong (“**Ms. Lin**”), a supervisor of the Company has been appointed as the chairman of the supervisory board of the Company with effect from the conclusion of the AGM.

The Board would like to welcome Mr. Fang, Mr. Guo, Mr. Chen, Ms. Li, Mr. Zhao and Ms. Lin on their new appointments with the Company.

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

Beijing, People’s Republic of China, 15 June 2018

As at the date of this announcement, the executive Directors are Cui Bingyan, Fang Yao and Guo Aiqun; the non-executive Directors are Shi Peng and Cao Yang; and the independent non-executive Directors are Hui Lai Yam, Gao Zhikai and Chen Youfang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of GEM at www.hkgem.com for at least 7 days from the date of the publication and the Company’s website at www.baytacare.com from the date of this announcement.

* *for identification purposes only*