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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Baytacare Pharmaceutical Co., Ltd.* (the “**Company**”) will be held at Level 40, Long Yuan Chuang Zhan Building, No. 2010 Baoan South Road, Luohu District, Shenzhen City, the People’s Republic of China on Sunday, 30 June 2019 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 2018;
2. To consider and approve the report of the directors of the Company for the year ended 31 December 2018;
3. To consider and approve the report of the supervisory board of the Company for the year ended 31 December 2018;
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 2018;

7. To consider and approve the election of Ms. Zheng Chunyan (鄭春燕女士) as an executive director of the Company;
8. To consider and approve the election of Ms. Zhao Xiaomei (趙曉梅女士) as an independent non-executive director of the Company;
9. To consider and approve the election of Mr. Zhu Tianxiang (朱天相先生) as an independent non-executive director of the Company;
10. (A) To consider and approve the change of registered address of the Company to Room 601, Longyuan Chuangzhan Building, No. 2010 Baoan South Road, Luohu District, Shenzhen, Guangdong Province, PRC (Post Code: 518001);

(B) To authorize any one director of the Company to be designated by the Board to take all such actions and execute all such documents or instruments for and on behalf of the Company as necessary or expedient and make arrangements for all specific matters relating to, in connection with or to give effect to the foregoing.

SPECIAL RESOLUTIONS

11. 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
 - (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;

- 12. 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;
 - (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);

- (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.

13. Conditional upon the passing of Resolution 10 as set out in the notice convening the AGM, to consider and approve the proposed amendments to article 3 of the articles of association of the Company.

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

Shenzhen, People's Republic of China, 15 May 2019

* *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 12th Floor, Kam Sang Building, 255-257 Des Voeux Road Central, Hong Kong on or before 4:30 p.m. on 31 May 2019.

Shareholders should note that the register of members of the Company will be closed from 1 June 2019 to 30 June 2019 (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 31 May 2019 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 11 June 2019; 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.

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 notarised 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.**

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 Chen Youfang and Zhu Tianxiang.

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.