

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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 30 JUNE 2019 (OR AT ANY ADJOURNMENT THEREOF)

Number of shares relevant to the proxy form: ^(note 1) _____ Domestic Shares/H Shares*
I/We ^(note 2) _____ of _____

being the registered shareholder of Baytacare Pharmaceutical Co. Ltd.** (the "Company") holding _____ Domestic Shares/H Shares* hereby appoint ^(note 3) the chairman of the Annual General Meeting (the "AGM") or _____ of _____ as my/our proxy or proxies to attend on my/our behalf the AGM (or any adjournment thereof) to be held at Level 40, Long Yuan Chuang Zhan Building, 2010 Baoan South Road, Luohu District, Shenzhen City, the People's Republic of China on 30 June 2019 at 2:00 p.m. and to vote for me/us on the undermentioned resolutions as indicated. Failure to complete the boxes will entitle my/our proxy to vote at his/her own discretion:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
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		FOR ^(Note 4)	AGAINST ^(Note 4)
11.	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.		
12.	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.		
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.		

Signed this _____ day of _____

Signature ^{(Note 6):} _____

Notes:

- Please fill in the number of shares registered in your name(s) and the number of shares relevant to this proxy form. Failure to complete the aforesaid shares will deem this proxy form to relate to all shares registered in your name(s) in the Company.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a member of the Company, but must attend the AGM in order to represent you. If the proxy other than the chairman is preferred, strike out "the chairman of the Annual General Meeting (the "AGM") or" herein inserted and insert the name and address of the proxy or proxies desired in the space provided. If they are left blank, the Chairman of the AGM will act as your proxy. Any alteration made to this proxy form must be initiated by the person who completes it.
- Important: If you wish to vote for a resolution, place a "✓" in the box marked "FOR". If you wish to vote against a resolution, place a "X" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the AGM or any adjournment thereof other than those referred to in the notice covering such meeting.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the AGM.
- The proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 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. 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's principal place of business in Hong Kong at 12th Floor, Kam Sang Building, 255-257 Des Voeux Road Central, Hong Kong (for holders of domestic shares of the Company) 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 of the Company) not less than 24 hours before the time designated for the holding of the AGM or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. In the event that you attend the meeting, this proxy form will be deemed to have been revoked.

* Delete the inappropriate
** For identification purposes only