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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
AND
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

1. POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board announces that 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. Ms. Zheng Chunyan (鄭春燕女士) has been appointed as an executive Director;
- b. Ms. Zhao Xiaomei (趙曉梅女士) has been appointed as an independent non-executive Director; and
- c. Mr. Zhu Tianxiang (朱天相先生) has been appointed as an independent non-executive Director.

3. CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that with effect from the conclusion of the AGM:

- a. Ms. Zheng Chunyan (鄭春燕女士) has been appointed as a member of the Executive Committee;
- b. Ms. Zhao Xiaomei (趙曉梅女士) has been appointed as a member of each of the Nomination Committee and the Audit Committee;
- c. Mr. Zhu Tianxiang (朱天相先生) has been appointed as a member of each of the Nomination Committee and the Audit Committee, and the chairman of the Remuneration Committee;
- d. Mr. Shi Peng (師鵬先生) has ceased to be a member of the Remuneration Committee; and
- e. Mr. Cao Yang (曹陽先生) has been appointed as a member of the Remuneration Committee.

1. POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting dated 15 May 2019 (the “**AGM Notice**”) and the circular dated 15 May 2019 (the “**Circular**”) 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 Level 40, Long Yuan Chuang Zhan Building, No. 2010 Baoan South Road, Luohu District, Shenzhen, The People’s Republic of China on Sunday, 30 June 2019 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 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 2018.	477,734,660 (100%)	0 (0%)	477,734,660
2.	To consider and approve the report of the directors of the Company for the year ended 31 December 2018.	477,734,660 (100%)	0 (0%)	477,734,660
3.	To consider and approve the report of the supervisory board of the Company for the year ended 31 December 2018.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660
6.	To consider and approve the remuneration proposals for the directors and supervisors of the Company for the year ended 31 December 2018.	477,734,660 (100%)	0 (0%)	477,734,660

ORDINARY RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
7.	To consider and approve the election of Ms. Zheng Chunyan (鄭春燕女士) as an executive director of the Company.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660
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).	477,734,660 (100%)	0 (0%)	477,734,660
	(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.	477,734,660 (100%)	0 (0%)	477,734,660

SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		FOR	AGAINST	
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.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660
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.	477,734,660 (100%)	0 (0%)	477,734,660

As all of the votes were cast in favour of AGM Resolutions numbered 1 to 10, such AGM Resolutions were passed as ordinary resolutions.

As all of the votes were cast in favour of AGM Resolutions numbered 11, 12 and 13, 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 14 May 2019 of the Company in relation to the proposed appointment of Directors of the Company. At the AGM, the following appointments were duly approved by the Shareholders by ordinary resolutions and became effective upon conclusion of the AGM:

- a. Ms. Zheng Chunyan (鄭春燕女士) has been appointed as an executive Director;
- b. Ms. Zhao Xiaomei (趙曉梅女士) has been appointed as an independent non-executive Director; and

- c. Mr. Zhu Tianxiang (朱天相先生) has been appointed as an independent non-executive Director.

Ms. Zheng Chunyan (鄭春燕女士)

Ms. Zheng Chunyan, aged 35, graduated from Southwest China Normal University with an undergraduate degree in English in 2005. From June 2005 to January 2006, Ms. Zheng served as a translator and the assistant to the General Manager in Loncin Group. From March 2006 to May 2009, she served as the secretary to the Chairman and translator of Sing Heng Chan (Chongqing) Construction Materials Co., Ltd.* (新興棧(重慶)建材有限公司) (a company of a Singapore Listed Group). From May 2009 to August 2012, she served as Executive Vice President and assistant to the Chairman of Dixi Trading Co., Ltd.* (帝西商貿有限公司), a wholly-owned subsidiary of Sing Heng Chan (Chongqing) Construction Materials Co., Ltd. From October 2012 to January 2014, she served as Operation Manager and assistant to the Chairman of Chongqing Leilong Trading Co., Ltd. (Harley-Davidson Chongqing)* (重慶雷隆商貿有限公司(哈雷戴維森重慶)). Ms. Zheng has served as the assistant to the Chairman of Chongqing Siya Pharmaceutical Co., Ltd.* (重慶思亞醫藥有限公司) and the Deputy General Manager of its subsidiary since July 2015.

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

Ms. Zheng does not have any relationship with any 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.

Save as disclosed herein, there are no other matters relating to the appointment of Ms. Zheng that need to be brought to the attention of the shareholders and there is no information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

Ms. Zheng 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. Zheng'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.

Ms. Zhao Xiaomei (趙曉梅女士)

Ms. Zhao Xiaomei, aged 45, graduated from Xinxiang Medical University in 1998. From April 2001 to October 2006, Ms. Zhao served as Deputy General Manager of the China Advertising Association Special Operations Company* (中國廣告協會專項運營公司) and Zhongguang Tuopu Advertising Media Co., Ltd.* (中廣托普廣告傳媒有限公司). From October 2006 to March 2012, she served as the Chief Planning Officer, Chief Marketing Officer and Chief Strategy Officer of Minsheng Pharmaceutical E-Commerce Company* (民生醫藥電子商務網公司). From March 2012 to December 2012, she served as the partner engaged in the outsourcing of marketing projects. From December 2012 to September 2013, she served as the Director of E-Commerce of Gansu Longxi Zhongtian Pharmaceutical Co., Ltd.* (甘肅隴西中天藥業公司) (currently known as Tasly Zhongtian Pharmaceutical Co., Ltd.* (天士力中天藥業公司)). From January 2014 to December 2016, she served as the Deputy General Manager of Chongqing Pharmaceutical Public Credit Co., Ltd.* (重慶醫藥公信網有限公司), a wholly-owned subsidiary of Chongqing Medicine Exchange and the Director of Pharmaceutical Public Credit Pharmacy Chain Co., Ltd. and Wholesale Co., Ltd.* (醫藥公信網大藥房連鎖有限公司and批發有限公司), both being the holding subsidiaries of Chongqing Medicine Exchange. Ms. Zhao has served as Deputy Minister of Strategic Development Department and Deputy Director of Transaction Research Center at Chongqing Medicine Exchange Co., Ltd. since January 2017.

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

Ms. Zhao does not have any relationship with any 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.

Save as disclosed herein, there are no other matters relating to the appointment of Ms. Zhao that need to be brought to the attention of the shareholders and there is no information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

Ms. Zhao 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. Zhao'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.

Mr. Zhu Tianxiang (朱天相先生)

Mr. Zhu Tianxiang, aged 46, graduated from the School of Accountancy of Jiangxi College of Finance and Economics with a degree in international accounting and securities investment. Mr. Zhu has extensive experience in financial management and possesses professional qualification in accounting. He served as a manager of financial department in various companies from August 1994 to July 2002. From December 2004 to June 2008, Mr. Zhu served as a senior management member, a member of the president office, the chief duty compliance officer and the vice president of Founder Securities Limited. Subsequently, Mr. Zhu occupied various important positions in Credit Suisse Founder Securities Limited such as financial controller and secretary to the board. In addition, Mr. Zhu also served as the group general manager of Shenzhen Dasheng Agricultural Group Co., Ltd.* (深圳市大生農業集團有限公司). Mr. Zhu once served as a director and general manager of Shangdong Jiangquan Company Limited* (山東江泉股份有限公司) and a non-executive director of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (formerly known as Shanghai Tonva Petrochemical Co., Ltd.) (Hong Kong listed company stock code: 1103). Mr. Zhu is currently an executive director of Sino Energy International Holdings Group Limited (Hong Kong listed company stock code: 1096).

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

Mr. Zhu does not have any relationship with any 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. Save as disclosed herein, there are no other matters relating to the appointment of Mr. Zhu that need to be brought to the attention of the shareholders and there is no information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

Mr. Zhu 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. Zhu'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.

3. CHANGE OF COMPOSITION OF BOARD COMMITTEES

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

- a. Ms. Zheng Chunyan (鄭春燕女士) has been appointed as a member of the Executive Committee of the Board (the “**Executive Committee**”);
- b. Ms. Zhao Xiaomei (趙曉梅女士) has been appointed as a member of each of the Nomination Committee of the Board (the “**Nomination Committee**”) and the Audit Committee of the Board (the “**Audit Committee**”);
- c. Mr. Zhu Tianxiang (朱天相先生) has been appointed as a member of each of the Nomination Committee and the Audit Committee, and the chairman of the Remuneration Committee of the Board (the “**Remuneration Committee**”);
- d. Mr. Shi Peng (師鵬先生) has ceased to be a member of the Remuneration Committee; and
- e. Mr. Cao Yang (曹陽先生) has been appointed as a member of the Remuneration Committee.

The Board would like to welcome Ms. Zheng Chunyan (鄭春燕女士), Ms. Zhao Xiaomei (趙曉梅女士), Mr. Zhu Tianxiang (朱天相先生) and Mr. Cao Yang (曹陽先生) on their new appointments with the Company.

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

Shenzhen, People’s Republic of China, 30 June 2019

As at the date of this announcement, the executive Directors are Cui Bingyan, Fang Yao, Guo Aiqun and Zheng Chunyan; the non-executive Directors are Shi Peng and Cao Yang; and the independent non-executive Directors are Chen Youfang, Zhu Tianxiang and Zhao Xiaomei.

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*