



東北虎藥業股份有限公司
NORTHEAST TIGER 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 EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON 16 JANUARY 2017
 (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 Northeast Tiger Pharmaceutical Co. Ltd.** (the "Company") holding _____
 Domestic Shares/H Shares* hereby appoint ^(note 3) the chairman of the Extraordinary General Meeting (the "EGM") or _____
 of _____
 as my/our proxy or proxies to attend on my/our behalf the EGM (or any adjournment thereof) to be held at 2 p.m. on 16 January 2017 at
 Room 812, Block B, Jinma Building, No. 38 Xue Qing Road, Haidian District, Beijing, The People's Republic of China 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.	(A) To change the Chinese name of the Company to “北斗嘉藥業股份有限公司” and the English name of the Company to “Baytacare Pharmaceutical Co., Ltd.”.		
	(B) To authorize any one director of the Company to be designated by the board (the “Board”) of directors of the Company 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.		
2.	(A) To approve the change of the registered address of the Company to “Room 201, Block A, No. 1 Qian Wan Yi Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, the People's Republic of China (premises of Shenzhen Qianhai Business Secretarial Company Limited)”.		
	(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)
3.	(A) To approve, confirm and ratify the assets transfer agreement dated 28 November 2016 entered into between the Company and Beijing Heng Yuan Ji Ye Investment Management Co., Ltd.** (北京恒源基業投資管理有限公司) (the “Acquisition Agreement”) in relation to the acquisition of the Property (as defined in the announcement of the Company dated 28 November 2016 and headed “Major Transaction – Acquisition of Property”) and the transactions contemplated thereunder.		
	(B) To authorize any one director of the Company to be designated by the Board to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Acquisition Agreement and the transactions contemplated thereunder.		
4.	(A) To approve, confirm and ratify the assets transfer agreement dated 28 November 2016 entered into between the Company and Jilin Chun Hua Qiu Shi Agricultural Development Co., Ltd.** (吉林春華秋實農業開發有限公司) (the “Disposal Agreement”) in relation to the disposal of the Assets (as defined in the announcement of the Company dated 28 November 2016 and headed “Discloseable Transaction – Disposal of Assets”) and the transactions contemplated thereunder.		
	(B) To authorize any one director of the Company to be designated by the Board to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Disposal Agreement and the transactions contemplated thereunder.		
5.	Conditional upon the passing of Resolution 1 as set out in the notice convening the EGM, to consider and approve the proposed amendments to article 1 of the articles of association of the Company.		
6.	Conditional upon the passing of Resolution 1 as set out in the notice convening the EGM, to consider and approve the proposed amendments to article 2 of the articles of association of the Company.		
7.	Conditional upon the passing of Resolution 2 as set out in the notice convening the EGM, to consider and approve the proposed amendments to article 3 of the articles of association of the Company.		
8.	To consider and approve the proposed amendments to the first stage of amendments to article 23 of the articles of association of the Company.		
9.	To consider and approve the proposed amendments to the second stage of amendments to article 23 of the articles of association of the Company.		

* *Delete the inappropriate*

** *For identification purpose only*

Signed this _____ day of _____ Signature ^(note 5): _____

Notes:

1. 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If the proxy other than the chairman is preferred, strike out **“the chairman of the Extraordinary General Meeting (the “EGM”) 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 EGM will act as your proxy. A shareholder is entitled to appoint any person to be his/her proxy or proxies. The proxy or proxies need not be a shareholder of the Company. **Any alteration made to this proxy form must be initialed by the person who completes it.**
4. **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 EGM or any adjournment thereof other than those referred to in the notice covering such meeting.
5. 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.
6. 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 at No. 3, No. 2 Road, Jilin Hi-Tech Development Zone, Jilin City, Jilin Province, the People’s Republic of China (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 EGM or not less than 24 hours before the time appointed for taking the poll.
7. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, 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.
8. Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM 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.