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**北 斗 嘉 藥 業 股 份 有 限 公 司**

**BAYTACARE PHARMACEUTICAL CO., LTD.\***

*(formerly known as 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)**

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND  
PROPOSED APPOINTMENT OF SUPERVISOR**

The Board announces that:

- (1). Mr. Jiang Xiaobin (姜曉斌) has been nominated as a candidate for election at the AGM as an executive Director;
- (2). Mr. Yang Yulin (楊育林) has been nominated as a candidate for election at the AGM as an independent non-executive Director; and
- (3). Ms. Han Xue (韓雪) has been nominated as a candidate for election at the AGM as a member of the supervisory board of the Company.

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Baytacare Pharmaceutical Co., Ltd.\* (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Jiang Xiaobin (姜曉斌) (“**Mr. Jiang**”) has been nominated as a candidate as executive Director and Mr. Yang Yulin (楊育林) (“**Mr. Yang**”) has been nominated as a candidate as independent non-executive Director for election at the forthcoming annual general meeting of the Company to be held on 31 May 2017 (the “**AGM**”) subject to the approval by the shareholders of the Company (the “**Shareholders**”).

Set out below is the biography of Mr. Jiang.

Mr. Jiang, aged 46, obtained a bachelor's degree in international economics and trade from Beijing International Studies University (北京第二外國語學院) in 1994, a master degree in Chinese medicines preparations from Beijing University of Chinese Medicine (北京中醫藥大學) in 2003 and a master's degree in business administration from Capital University of Economics and Business (首都經濟貿易大學) in 2005. He had been the president for operation and sale of Right Health Nutrition American Group Inc. (美國雷德生物健康產業集團) from March 2004 to March 2009. From June 2009 to March 2016, he was the chairman of the board of directors of Beijing Holley-Cotec Pharmaceuticals Co., Ltd.\* (北京華方科泰醫藥有限公司). Since December 2016, he has been the chairman of the board of directors of Zhong Sheng Wantong Investment Fund Management (Beijing) Company Limited\* (中盛萬通投資基金管理(北京)有限公司).

Save as disclosed above, Mr. Jiang 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. Jiang 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 (Cap. 571, Laws of Hong Kong) (the “SFO”).

Mr. Jiang 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. Jiang 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 Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Set out below is the biography of Mr. Yang.

Mr. Yang, aged 63, obtained a doctor of philosophy (engineering design and manufacture) from The University of Hull in January 2004. He had been the vice principal of Yanshan University (燕山大學) from July 1995 to July 1999 and from September 2003 to December 2014. He had been the chairman of the board of directors of Eagle Equipment Technology QHD Co., Ltd.\* (鷹領航空高端裝備秦皇島有限公司) from December 2014 to December 2016.

Save as disclosed above, Mr. Yang 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. Yang 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. Yang 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. Yang 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.

## **PROPOSED APPOINTMENT OF SUPERVISOR**

The Board is pleased to announce that Ms. Han Xue (韓雪) (“**Ms. Han**”) has been nominated as a candidate for election at the AGM as a member of the supervisory board of the Company subject to the approval by the Shareholders at the AGM.

Set out below is the biography of Ms. Han.

Ms. Han, aged 29, obtained a bachelor of arts degree in Japanese language from Hebei University of Economics and Business (河北經貿大學) in July 2011. From June 2011 to June 2016, she had been the secretary of the chairman of the board of directors of DIR Xunhe Business Innovation (Beijing) Limited (訊和創新科技(北京)有限公司). Currently, Ms. Han had been the manager of the board of Directors of the Company.

Save as disclosed above, Ms. Han 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. Han 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. Han 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. Han 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.

## **SUPPLEMENTAL NOTICE OF AGM AND REVISED PROXY FORM**

Reference is made to the notice of annual general meeting dated 12 April 2017 (the “**AGM Notice**”) and form of proxy (the “**Proxy Form**”) issued by the Company in relation to the AGM to be held at Level 40, Long Yuan Chuang Zhan Building, No. 2010 Baoan South Road, Luohu District, Shenzhen, The People’s Republic of China on 31 May 2017 at 2:00 p.m..

Due to the aforesaid proposed appointment of Mr. Jiang and Mr. Yang as executive Director and independent non-executive Director respectively and the proposed appointment of Ms. Han as a member of the supervisory board of the Company, the supplemental AGM Notice and the revised Proxy Form which include the resolutions for the above matters will be despatched to the Shareholders as soon as possible.

## **CIRCULAR**

A circular containing, among other things, details of the proposed appointment of Mr. Jiang and Mr. Yang as executive Director and independent non-executive Director respectively and the proposed appointment of Ms. Han as a member of the supervisory board of the Company will be despatched to the Shareholders as soon as possible.

By order of the Board  
北斗嘉藥業股份有限公司  
**Baytacare Pharmaceutical Co., Ltd.\***  
Chairman  
**Wang Shaoyan**

Jilin, the People's Republic of China, 12 May 2017

*As at the date of this announcement, the executive Directors are Wang Shaoyan, Cui Bingyan and Qin Haibo; the non-executive Directors are Guo Aiqun and Cao Yang and the independent non-executive Directors are Zhao Zhen Xing, Chen Youfang and Hui Lai Yam.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 the Growth Enterprise Market at <http://www.hkgem.com> for at least 7 days from the day of its posting and the Company's website at <http://www.northeasttiger.com> from the date of this announcement.*

\* For identification purpose only