

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenzhen Neptunus Interlong Bio-technique Company Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

---



深圳市海王英特龍生物技術股份有限公司  
**SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8329)**

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS  
AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of Shenzhen Neptunus Interlong Bio-technique Company Limited\* to be held at Meeting Room, 27th Floor, Block A, Neptunus Mansion, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on Tuesday, 24 June 2014 at 10:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon, in the case of holders of H Shares (as defined below), to the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in the case of holders of Domestic Shares (as defined below), to the registered office of the Company at 1/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China no later than 24 hours before the time appointed for the holding of the Annual General Meeting and or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the meetings should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

\* For identification purpose only

2 May 2014

---

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

---

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## **RESPONSIBILITY STATEMENT**

---

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement in this circular or this circular misleading.

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction .....	3
2. Proposed Re-Election of Directors and Supervisors and continuous appointment of independent non-executive Directors who have served for more than nine years .....	4
3. Annual General Meeting and Proxy Arrangement .....	5
4. Recommendation .....	5
<b>APPENDIX – Particulars of Directors and Supervisors Proposed to be                   Re-Elected at the Annual General Meeting</b> .....	6
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	15

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 24 June 2014 at Meeting Room, 27th Floor, Block A, Neptunus Mansion, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company currently in force;
“Board”	the board of directors of the Company;
“Company”	深圳市海王英特龍生物技術股份有限公司 (Shenzhen Neptunus Interlong Bio-technique Company Limited*), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on GEM;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“H Shares”	ordinary shares of RMB0.10 each in the issued share capital of the Company which are listed and traded on GEM;
“Latest Practicable Date”	28 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

---

## DEFINITIONS

---

“Neptunus Bio-engineering”	深圳市海王生物工程股份有限公司 (Shenzhen Neptunus Bio-engineering Company Limited*), a joint stock limited company established under the law of the PRC with a registered capital of RMB652,510,385 (equivalent to approximately HK\$815,637,981.25) whose shares are listed on the Shenzhen Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the Domestic Shares and the H shares;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Supervisor(s)”	the supervisor(s) of the Company.

*Translation of RMB into HK\$ in this circular is based on the exchange rate of HK\$1 = RMB0.80. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at such or any other rates or at all.*

*\* For identification purpose only*

---

## LETTER FROM THE BOARD

---



深圳市海王英特龍生物技術股份有限公司  
**SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8329)**

*Executive Directors:*

Mr. Zhang Feng (*Chairman*)  
Mr. Chai Xiang Dong  
Mr. Xu Yan He

*Non-executive Directors:*

Ms. Yu Lin  
Mr. Liu Zhan Jun  
Mr. Song Ting Jiu

*Independent Non-executive Directors:*

Mr. Yick Wing Fat, Simon  
Mr. Poon Ka Yeung  
Mr. Yu Bo

*Registered Office:*

1/F, Block 1  
Research Building  
Neptunus Technical Center  
Langshan 2nd R.N.  
Nanshan District, Shenzhen  
Guangdong Province  
The PRC

*Place of business In Hong Kong*

18th Floor  
United Centre  
95 Queensway  
Admiralty  
Hong Kong

2 May 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS  
AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### **2. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS**

According to the article 114 of the Articles, the term of the Directors and Supervisors is for three years and shall be eligible for re-election. On the other hand, Mr. Song Ting Jiu was appointed as a non-executive Director by the Board with effect from 31 January 2014 while Mr. Yu Bo was appointed as an independent non-executive Director by the Board with effect from 5 August 2013. In accordance with article 114 of the Articles, Mr. Song Ting Jiu and Mr. Yu Bo shall retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election. As a result, the term of office of each of the Directors and Supervisors of the current term will expire on the date of the Annual General Meeting.

At the Annual General Meeting, all Directors will offer themselves for re-election and resolutions will be proposed to elect each of them for a term of 3 years. The term of office of the re-elected Directors and Supervisors will be for a period of 3 years which is proposed to commence on 25 June 2014.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

Mr. Yick Wing Fat, Simon will have served as an independent non-executive Director for more than nine years after August 2014. The Company has received from Mr. Yick a confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Mr. Yick has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Yick to be independent under the GEM Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Yick's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Yick who has over time gained valuable insight into the Group. Separate resolution will be proposed for his re-election at the Annual General Meeting.

Mr. Poon Ka Yeung will have served as an independent non-executive Director for more than nine years after August 2014. The Company has received from Mr. Poon a confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Mr. Poon has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Poon to be independent under the GEM Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Poon's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Poon who has over time gained valuable insight into the Group. Separate resolution will be proposed for his re-election at the Annual General Meeting.

The biographical details of the candidates proposed to be elected as Directors and Supervisors at the Annual General Meeting are set out in the Appendix to this circular.



---

## LETTER FROM THE BOARD

---

### 3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Directors and Supervisors and continuous appointment of independent non-executive Directors who have served for more than nine years.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.interlong.com](http://www.interlong.com)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete, sign and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 3 June 2014 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

### 4. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Shenzhen Neptunus Interlong  
Bio-technique Company Limited\***  
**Zhang Feng**  
*Chairman*

\* *For identification purposes only*

## EXECUTIVE DIRECTORS

**Mr. Zhang Feng** (張鋒), aged 42, has been the chairman of the Board since June 2011. He is also the compliance officer of the Company. He obtained a MBA degree from University of Technology, Sydney. Mr. Zhang studied in Göteborg University, Sweden. He is a member of the 10th session of All-China Youth Federation and the 10th session of Chinese People's Political Consultative Committee of Jilin Province, the deputy chairman of Jilin Youth Federation, the deputy president of the 8th session of council of Guangdong Province Youth Entrepreneurs Association and the 5th session of council of Shenzhen City Youth Entrepreneurs Association. Mr. Zhang served as the general manager of Shenzhen Neptunus Pharmaceutical Co., Ltd. and Shenzhen Neptunus Tongai Pharmaceutical Manufacturing Company Ltd., the deputy general manager and the chief marketing officer of Neptunus Bio-engineering and a director of Shenzhen Neptunus Health Technology Development Co., Ltd. (深圳市海王健康科技發展有限公司). He is currently the deputy chairman of the 5th session of the board of directors of Neptunus Bio-engineering.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Zhang was interested within the meaning of Part XV of the SFO in 532,437 shares of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company. Save as disclosed above, Mr. Zhang does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Zhang will also enter into a three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to him. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Zhang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Chai Xiang Dong** (柴向東), aged 53, has been appointed as the general manager of the Company since February 2000, and is responsible for the Company's day-to-day management and overall activities. In April 2002, he was appointed as a Director. Mr. Chai is a doctor in chemistry jointly cultivated by Jilin University of the PRC and Super Molecule Chemical Laboratory of Collège de France (法蘭西學院) of France, and was a former deputy director and professor of Chemistry Department of Jilin University of the PRC. Mr. Chai also obtained an EMBA degree from Euro-China International Business College. Mr. Chai is currently a visiting professor of Shenzhen University and member of

MBA Education Committee of Shenzhen University. He has extensive experience in listed medical companies management and international project cooperation with domestic companies.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Chai was interested within the meaning of Part XV of the SFO in 30,561,000 Domestic Shares. Save as disclosed above, Mr. Chai does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Chai will also enter into a three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to him. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Chai that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Xu Yan He** (徐燕和), aged 57, has been appointed as a Director since June 2011. He graduated from Zhejiang Engineering College, the PRC, with a bachelor's degree in 1982, and has nearly 30 years of experience in pharmaceutical manufacturing industry in China. He is the deputy president of Fujian Pharmaceutical Profession Association (福建省醫藥行業協會), Fujian Pharmaceutical Association (福建省藥學會) and Fujian Medical Insurance Association (福建省醫療保險協會). Mr. Xu is the managing director of Fuzhou Neptunus Fuyao Pharmaceutical Company Limited and Fuzhou Neptunus Jinxiang Chinese Pharmaceutical Co., Ltd. and authorized representative of Fuzhou Fuyao Medical Co., Ltd. Mr. Xu has received a number of recognition, including Outstanding Entrepreneur in Fujian and Outstanding Pharmacist in China.

Save as disclosed above, Mr. Xu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Xu will also enter into a three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to him. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Xu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**NON-EXECUTIVE DIRECTORS**

**Mr. Liu Zhan Jun** (劉占軍), aged 56, has been appointed as a Director since June 2011. He graduated from Nankai University, the PRC in 1997, with a doctoral degree in Economics and a postdoctoral degree in Management. As a professor, he is a renowned expert in corporate management and development strategies. Mr. Liu served as assistant to the secretary and head of Research and Consulting Department of China Development Institute in Shenzhen, China, and an independent director of Neptunus Bio-engineering. He led and participated in a number of national key research projects and corporate consulting programmes. Mr. Liu has extensive experience in corporate management and capital operation. He is currently a director of the 5th session of the board of directors and president of Neptunus Bio-engineering.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Liu was interested within the meaning of Part XV of the SFO in 266,217 shares of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company. Save as disclosed above, Mr. Liu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Liu will also enter into a three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to him. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Liu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Ms. Yu Lin** (于琳), aged 57, has been appointed as a Director since February 2005. Currently, she is the director and vice president of Neptunus Bio-engineering and is responsible for its new products research and development. Ms. Yu graduated from Sun Yat-Sen University of the PRC, and has more than 30 years of experience in biochemical and pharmaceutical industries in the PRC.

So far as the Directors are aware as at the Latest Practicable Date, Ms. Yu was interested within the meaning of Part XV of the SFO in 79,864 shares of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company. Save as disclosed above, Ms. Yu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After her re-election at the Annual General Meeting, she will continue to serve on the Board until she resigns or is removed and she will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Ms. Yu will also enter into a three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to her. Other emoluments are determined by the Board with reference to her duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Ms. Yu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Song Ting Jiu** (宋廷久), male, aged 57, has been appointed as a non-executive Director since 31 January 2014. Mr. Song graduated from Northeast Dianli University in 1982. He is currently the Vice President of Neptunus Bio-engineering and the General Manager of Jiangsu Neptunus Health Food Company Limited, a subsidiary of Neptunus Bio-engineering. Mr. Song was engaged in the macroscopic and strategic research regarding energy and the State's economic development at the Energy Research Institute under Chinese Academy of Sciences and was granted the First Class Award of the State Scientific and Technological Progress Award during such period. Since 1985, he has been engaged in financial management and was appointed the positions of Office Supervisor, Deputy Head of Bank and Head of Bank at the Branch and Sub-branch of the Bank of China in Shenzhen Municipality. Since 2002, he started taking tasks regarding enterprise management and worked as Deputy General Manager at Guangdong Heng Feng Investment Company Limited, Deputy General Manager at Shenzhen Heng Feng Real Property Company, Managing Deputy General Manager at Heng Feng Hai Yue Hotel, and the Deputy General Manager of the Company.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Song was interested within the meaning of Part XV of the SFO in 1,521,500 Domestic Shares. Save as disclosed above, Mr. Song does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Song will also enter into a

three-year service agreement with the Company, pursuant to which no director's remuneration will be paid to him. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Song that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Yick Wing Fat, Simon** (易永發), aged 56, has been appointed as an independent non-executive Director since August 2005. Mr. Yick holds a bachelor's degree in business administration, majoring in accounting, from the Chinese University of Hong Kong. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants in England. Mr. Yick has more than 29 years of experience in auditing, direct investment, investment banking and corporate advisory services. In addition, Mr. Yick is also an independent non-executive director and chairman of the audit committee of Shanghai International Shanghai Growth Investment Limited and China Singyes Solar Technologies Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange).

Save as disclosed above, Mr. Yick does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Yick will also enter into a three-year service agreement with the Company, pursuant to which he is entitled to a director's remuneration of RMB212,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Yick that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Poon Ka Yeung** (潘嘉陽), aged 47, has been appointed as an independent non-executive Director since August 2005. Mr. Poon obtained his bachelor's degree in mathematics with minor in economics and marketing from the Chinese University of Hong Kong in 1989 and was further admitted to the MBA degree by the University of Hull,



United Kingdom, in 1996. Mr. Poon has been appointed as a Honorary Institute Fellow of the Asia-Pacific Institute of Business of the Chinese University of Hong Kong since April 2002. He has been teaching marketing-related subjects for the master's degree in science program, MBA program and Global Executive MBA program (OneMBA) of the Chinese University of Hong Kong. Since June 2008, he has been appointed as visiting Adjunct Associate Professor in the Department of Marketing of the Chinese University of Hong Kong.

Save as disclosed above, Mr. Poon does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Poon will also enter into a three-year service agreement with the Company, pursuant to which he is entitled to a director's remuneration of RMB106,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Poon that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Yu Bo (于渤)**, aged 54, has been appointed as an independent non-executive Director since August 2013. Mr. Yu graduated from the Harbin Institute of Technology with a master's degree in Engineering Management and doctorate in Management Science and Engineering. He is currently the dean, a professor and a PhD supervisor of the School of Economics and Management at the Harbin Institute of Technology. Mr. Yu is also an executive member of China Energy Research Society, a member of National MBA Education Committee, a councilor of Chinese Society of Technology Economics and an executive member of System Engineering Society of China. In addition, Mr. Yu is an independent non-executive director, member of the audit committee and remuneration committee of Harbin Electric Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange. He also serves as an independent director in Mudanjiang Hengfeng Paper Company Limited, a company whose shares are listed on the Shanghai Stock Exchange, where he acts as the chairman of the nomination committee, as well as a member of the audit committee and the remuneration committee.

Save as disclosed above, Mr. Yu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Yu will also enter into a three-year service agreement with the Company, pursuant to which he is entitled to a director's remuneration of RMB100,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company. Other emoluments are determined by the Board with reference to his duties, responsibilities and performance and results of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Yu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

## **SUPERVISORS**

**Mr. Xiong Chu Xiong (熊楚熊)**, aged 58, has been a Supervisor since June 2008. Mr. Xiong obtained a doctorate degree in accountancy from Xiamen University in 1992. Mr. Xiong was appointed as an independent director of Neptunus Bio-engineering up to August 2007. Mr. Xiong is currently an accounting professor of Shenzhen University. Mr. Xiong is an independent director of Shenzhen Zhongjin Lingnan Nonfemet Company Limited (stock code: 000060), China National Accord Medicines Corporation Ltd. (stock code: 000028) and Shenzhen International Enterprise Co.,Ltd (stock code: 000056) (the shares of which are listed on the Shanghai Stock Exchange). He is also an independent director of Hytera Communications Corporation Limited (stock code: 002583) whose shares are listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Xiong does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve as a Supervisor until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Xiong will also enter into a three-year service agreement with the Company, pursuant to which he is entitled to a supervisor's remuneration of RMB30,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company.



Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Xiong that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Wang Bin** (王彬), aged 54, has been a Supervisor since June 2011. He graduated from Precision Instrument Department of Harbin Institute of Technology, the PRC, with a master's degree in 1986. He served as a teacher in Precision Instrument Department of Harbin Institute of Technology, the deputy general manager of Shenzhen Jingshan Group Joint-stock Company Limited (深圳京山集團股份有限公司), the chief human resources officer of Shenzhen Neptunus Group Company Limited (between 1997 and 2000) and the deputy dean of Harbin Institute of Technology Shenzhen Graduate School.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

After his re-election at the Annual General Meeting, he will continue to serve as a Supervisor until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Wang will also enter into a three-year service agreement with the Company, pursuant to which he is entitled to a supervisor's remuneration of RMB30,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Wang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

**Mr. Yu Jun** (喻軍), aged 42, has been elected as a Supervisor since June 2002. Mr Yu joined the Company since June 2000 and served as the manager of sales management department of the Company. He is now the manager of IT Department of the Company.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Yu was interested within the meaning of Part XV of the SFO in 1,014,000 Domestic Shares. Save as disclosed above, Mr. Yu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company.

After his re-election at the Annual General Meeting, he will continue to serve as a Supervisor until he resigns or is removed and he will be subject to retirement and re-election at the annual general meeting in accordance with the Articles. Mr. Yu will also enter into a

three-year service agreement with the Company, pursuant to which he is entitled to a supervisor's remuneration of RMB20,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Yu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

\* *For identification purposes only*

---

## NOTICE OF ANNUAL GENERAL MEETING

---



深圳市海王英特龍生物技術股份有限公司  
**SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
(Stock Code: 8329)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of 深圳市海王英特龍生物技術股份有限公司 (Shenzhen Neptunus Interlong Bio-technique Company Limited\*) (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 24 June 2014 (or at any adjournment thereof) at Meeting Room, 27th Floor, Block A, Neptunus Mansion, Nanshan Avenue, Nanshan District, Shenzhen, Guangdong Province, The People's Republic of China (the “**PRC**”) for the purpose of dealing with the following matters:

#### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013;
2. To consider and approve the reports of the board (the “**Board**”) of directors (the “**Directors**”) of the Company and the auditors for the year ended 31 December 2013;
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013;
4. To consider and approve the re-appointment of Crowe Horwath (HK) CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration;
5. To consider and approve the annual budget and final accounts of the Company;
6. To consider and approve the re-election of Mr. Zhang Feng (張鋒) as executive Director for a term of 3 years with effect from 25 June 2014;
7. To consider and approve the re-election of Mr. Chai Xiang Dong (柴向東) as executive Director for a term of 3 years with effect from 25 June 2014;
8. To consider and approve the re-election of Mr. Xu Yan He (徐燕和) as executive Director for a term of 3 years with effect from 25 June 2014;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. To consider and approve the re-election of Mr. Liu Zhan Jun (劉占軍) as non-executive Director for a term of 3 years with effect from 25 June 2014;
10. To consider and approve the re-election of Ms. Yu Lin (于琳) as non-executive Director for a term of 3 years with effect from 25 June 2014;
11. To consider and approve the re-election of Mr. Song Ting Jiu (宋廷久) as non-executive Director for a term of 3 years with effect from 25 June 2014;
12. To consider and approve the re-election of Mr. Yick Wing Fat, Simon (易永發) who has served the Company for more than nine years as independent non-executive Director for a term of 3 years with effect from 25 June 2014;
13. To consider and approve the re-election of Mr. Poon Ka Yeung (潘嘉陽) who has served the Company for more than nine years as independent non-executive Director for a term of 3 years with effect from 25 June 2014;
14. To consider and approve the re-election of Mr. Yu Bo (于渤) as independent non-executive Director for a term of 3 years with effect from 25 June 2014;
15. To consider and approve the re-election of Mr. Xiong Chu Xiong (熊楚熊) as supervisor of the Company (the “**Supervisor**”) for a term of 3 years with effect from 25 June 2014;
16. To consider and approve the re-election of Mr. Wang Bin (王彬) as Supervisor for a term of 3 years with effect from 25 June 2014; and
17. To consider and approve the re-election of Mr. Yu Jun (喻軍) as Supervisor for a term of 3 years with effect from 25 June 2014.

By Order of the Board  
**Shenzhen Neptunus Interlong  
Bio-technique Company Limited\***  
**Zhang Feng**  
*Chairman*

Shenzhen, the PRC, 2 May 2014

*Registered Office:*  
1/F, Block 1  
Research Building  
Neptunus Technical Center  
Langshan 2nd R.N.  
Nanshan District, Shenzhen  
Guangdong Province  
The PRC

*Place of business In Hong Kong*  
18th Floor  
United Centre  
95 Queensway  
Admiralty  
Hong Kong

\* For identification purpose only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. In the case of joint holders of shares of the Company (the “**Shares**”), any one of such joint holders may sign the form of proxy. However, if more than one of such joint holders are present at the Meeting, whether personally or by proxy, that one of the joint Shareholders so present whose name stands first in the register of Shareholders in respect of such Shares shall alone be entitled to vote in respect thereof.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or the notarised copy of such power of attorney or authority must be lodged, in the case of holders of H shares of the Company (the “**H Shares**”), with the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in the case of holders of domestic shares of the Company (the “**Domestic Shares**”), to the registered office of the Company at 1/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Shenzhen, Guangdong Province, the PRC no later than 24 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be).
3. The Shareholders or their proxies will be required to produce proof of their identities (and a copy of the form of proxy in case of proxies) when attending the Meeting.
4. The register of Shareholders will be closed from 25 May 2014 to 24 June 2014, both days inclusive, during which period no transfer of Shares will be effected. As regards holders of H Shares, in order to qualify for attendance at the Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4 p.m. on 23 May 2014.
5. Holders of H Shares intending to attend the Meeting must complete and return the enclosed reply slip to the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by hand, by post or by fax (fax no.: (852) 2810 8185) no later than 3 June 2014.
6. Holders of Domestic Shares intending to attend the Meeting must complete and return the enclosed reply slip to the registered address of the Company at 1/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the PRC by hand, by post or by fax (fax no.: (86) 755 2641 6299 ext. 8014) no later than 3 June 2014.
7. The Meeting is expected to last for no more than a day. The Shareholders or their proxies attending the Meeting shall bear their own traveling, accommodation and meal expenses.
8. Voting at the Meeting will be conducted by way of poll.
9. For any enquiries about this notice, please contact the contact person of general meetings, Mr. Huang Jian Bo, at (86) 755 2640 1275.

*As at the date of this notice, the executive Directors are Mr. Zhang Feng, Mr. Chai Xiang Dong and Mr. Xu Yan He; the non-executive Directors are Ms. Yu Lin, Mr. Liu Zhan Jun and Mr. Song Ting Jiu; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Yu Bo.*

*This notice, 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: (i) the*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*information contained in this notice is accurate and complete in all material aspects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement in this notice or this notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from its date of publication and on the website of the Company at [www.interlong.com](http://www.interlong.com).*