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If you have sold or otherwise transferred all your shares in Shenzhen Neptunus Interlong Bio-technique Company Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND
APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR

The notice convening the AGM (as defined below) to be held at 10:00 a.m. on Friday, 24 June 2011 at 3/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China is set out on pages 12 to 16 of this circular. Whether or not Shareholders (as defined below) are able to attend the said meeting, they are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and, in the case of holders of H Shares (as defined below), deliver the form to the Company's H Shares share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, or in the case of holders of Domestic Shares (as defined below), to the office of the secretary to the Board (as defined below) at the Company's registered address 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, not less than 24 hours before the time designated for the commencement of the AGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the said meeting or any adjourned meeting should they so desire.

This circular will remain on the GEM (as defined below) website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its publication and on the Company's website of <http://www.interlong.com>.

* For identification purpose only

6 May 2011

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

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 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 GEM of the Stock Exchange 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 circular 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 circular misleading.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Shareholders to be held at 10:00 a.m., on Friday, 24 June 2011, at 3/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the PRC, the notice of which is set out on pages 12 to 16 of this circular
“Articles”	the articles of association of the Company
“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*)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary Share(s) which are subscribed for or credited as fully paid up in RMB
“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 and jointly controlled entities from time to time
“H Share(s)”	overseas listed foreign Share(s), which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Neptunus Bio-engineering”	Shenzhen Neptunus Bio-engineering Co. Ltd., the controlling shareholder of the Company
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of RMB0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary”	has the meaning ascribed to it under the GEM Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent.

* *For identification purpose only*

Conversion of Renminbi into Hong Kong dollars in this circular is based on the exchange rate of HK\$1.00 = RMB0.84. 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.

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 Si Min (*Chairman*)
Mr. Chai Xiang Dong

Non-executive Directors:

Ms. Yu Lin
Mr. Ren De Quan

Independent non-executive Directors:

Mr. Yick Wing Fat, Simon
Mr. Poon Ka Yeung
Mr. Lu Sun

Registered Address:

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

Principal Place of Business in Hong Kong:

35th Floor, Bank of China Tower
1 Garden Road, Central
Hong Kong

6 May 2011

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND
APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR**

INTRODUCTION

The Directors resolved to convene the AGM at 10:00 a.m., on Friday, 24 June 2011, at 3/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the PRC, to consider (including but not limited to) (i) the financial results of the Group; (ii) the amendments to the Articles; (iii) the re-election of Directors and Supervisors; and (iv) the appointment of new Directors and Supervisor.

* For identification purpose only

LETTER FROM THE BOARD

This circular is issued to provide the details regarding (i) the amendments to the Articles; and (ii) the re-election of Directors and Supervisors and appointment of new Directors and Supervisor. The notice to convene the AGM is contained in this circular.

(1) AMENDMENTS TO THE ARTICLES

In order to reflect in the Articles the change of the issued share capital and the number of Directors of the Company and to include in the Articles certain minor amendments, the Board now proposes to make amendments to the Articles as follows:

1. Article 18 be revised and replaced in its entirety by the following:

“236,670,000 H shares were issued by the Company to increase its share capital for the first time since its establishment. Such H shares represented 25% of the total issued ordinary shares of the Company. Subsequently, an additional 189,330,000 H shares were issued by the Company to increase its share capital. Upon the issue of such additional H shares, the total number of H shares represented 37.5% of the total issued ordinary shares of the Company.

Afterwards, an additional 542,000,000 domestic shares were issued by the Company to increase its share capital. Upon the issue of such additional domestic shares, the total number of domestic shares represented 74.61% of the total issued ordinary shares of the Company.

The Company’s share capital structure is as follows: 1,678,000,000 ordinary shares, of which 1,252,000,000 domestic shares are held by the domestic shareholders, representing 74.61% of the total issued ordinary shares of the Company, 426,000,000 H shares are held by the holders of H shares, representing 25.39% of the total issued ordinary shares of the Company.”

(“公司成立之後首次增資發行236,670,000股的H股，占公司已發行普通股總數的比例為25%。之後公司再增資發行189,330,000股的H股，發行完成後，H股總數占公司已發行普通股總數的比例為37.5%。

之後公司再增資發行542,000,000股的內資股，發行完成後，內資股總數占公司已發行普通股總數的比例為74.61%。

公司的股本結構為：普通股1,678,000,000股，其中內資股股東共持有1,252,000,000股的內資股，占公司已發行的普通股總數的比例為74.61%，H股股東持有426,000,000股的H股，占公司已發行普通股總數的比例25.39%。”)；

2. Article 21 be revised and replaced in its entirety by the following:

“The registered share capital of the Company is RMB167,800,000” (“公司的註冊資本為人民幣167,800,000元”);

LETTER FROM THE BOARD

3. the first paragraph of Article 113 be revised and replaced by the following:

“The Company shall have a board of directors which shall consist of nine (9) directors, among whom three (3) shall be independent non-executive directors. The board of directors shall have a chairman of the board.” (“公司設董事會。董事會由九名董事組成，其中獨立非執行董事三人。董事會設董事長一人。”)；

4. the eighth paragraph of Article 114 which provides that “the number of the directors of the Company who are also the directors or senior management of the controlling shareholder of the Company shall not be more than two” (“控股機構的董事及高級管理人員兼任公司董事職務的人數不得超過二名”) be deleted; and
5. the words “however the term of re-election shall not be more than six (6) years” (“但是連任時間不得超過六年”) in Article 133 be deleted.

(2) RE-ELECTION OF DIRECTORS AND SUPERVISORS AND APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR

The terms of office of the current Directors and Supervisors of the Company will expire on 24 June 2011. Therefore, the Board proposes the re-election of Directors and Supervisors to enable continuous service of the Directors and Supervisors for three years starting from 25 June 2011. All existing Directors will seek for re-election except Mr. Lu Sun and Mr. Zhang Si Min, who, for personal reasons, will not seek for re-election as independent non-executive Director of the Company and as chairman of the Board and executive Director of the Company, respectively, and will retire on the date of the AGM.

Existing Supervisors, Mr. Xiong Chu Xiong and Mr. Yu Jun, will also seek for re-election.

The Company also intends to appoint the following new Directors and Supervisor with effect from 25 June 2011:

- (i) Mr. Zhang Feng as an executive Director;
- (ii) Mr. Xu Yan He as an executive Director;
- (iii) Mr. Liu Zhan Jun as a non-executive Director;
- (iv) Mr. Huang Yao Wen as an independent non-executive Director; and
- (v) Mr. Wang Bin as a Supervisor.

INFORMATION ON THE DIRECTORS AND SUPERVISORS TO BE RE-ELECTED AND THE NEW DIRECTORS AND SUPERVISOR PROPOSED TO BE APPOINTED

Executive Directors

- (1) Mr. Chai Xiang Dong (柴向東), aged 50, has been appointed as the general manager of the Company since February 2000, and is responsible for the Company’s day-to-day management

LETTER FROM THE BOARD

and overall activities. In April 2002, he was appointed as a Director. Mr. Chai received his doctorate degree in chemistry from 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 professor of Chemistry Department of Jilin University of the PRC. Mr. Chai also obtained an EMBA degree from Euro-China International Business College (中歐國際商學院). 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.

Upon approval by Shareholders at the AGM, Mr. Chai will enter into a three-year service agreement with the Company. Pursuant to the service agreement, no Director's remuneration will be paid to Mr. Chai. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Mr. Chai owned approximately 2.84% of the issued share capital of the Company.

Non-executive Directors

- (2) Ms. Yulin (于琳), aged 54, has been appointed as a Director of the Company since February 2005. Currently, she is the director and the 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.

Upon approval by Shareholders at the AGM, Ms. Yu will enter into a three-year service agreement with the Company. Pursuant to the service agreement, no Director's remuneration will be paid to Ms. Yu. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Ms. Yu was interested in approximately 0.012% of the issued share capital of Neptunus Bio-engineering which was the controlling shareholder of the Company and in turn interested in approximately 70.38% of the issued share capital of the Company.

- (3) Mr. Ren De Quan (任德權), aged 66, has been appointed as a Director since November 2006. Mr. Ren has previously served as the deputy Commissioner of National Chinese Medicine Administrative Bureau and the deputy Commissioner of National Drugs Surveillance Administrative Bureau, and retired in early 2005. Mr. Ren is also an independent non-executive director and a member of the audit committee of China Shineway Pharmaceutical Group Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Upon approval by Shareholders at the AGM, Mr. Ren will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Director's remuneration of RMB 200,000 per annum will be paid to Mr. Ren. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

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As at the date of this circular, Mr. Ren did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

Independent non-executive Directors

- (4) Mr. Yick Wing Fat, Simon (易永發), aged 53, has been appointed as an independent non-executive Director since August 2005. Mr. Yick holds a bachelor 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 28 years of experience in auditing, direct investment, investment banking and corporate advisory services. 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), an independent non-executive director and the chairman of the audit committee of China-Biotics, Inc. the shares of which are listed on Nasdaq Global Market. He was also an independent non-executive director and chairman of the audit committee of the Travelsky Technology Limited (a company listed on the Stock Exchange) when he was subject to retirement on March 16, 2010.

Upon approval by Shareholders at the AGM, Mr. Yick will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Director's remuneration of RMB 212,000 per annum will be paid to Mr. Yick. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Mr. Yick did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

- (5) Mr. Poon Ka Yeung (潘嘉陽), aged 44, has been appointed as an independent non-executive Director since August 2005. Mr. Poon obtained his bachelor 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 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.

Upon approval by Shareholders at the AGM, Mr. Poon will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Director's remuneration of RMB 106,000 per annum will be paid to Mr. Poon. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

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As at the date of this circular, Mr. Poon did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

Supervisor

- (6) Mr. Xiong Chu Xiong (熊楚熊), aged 55, has been a Supervisor since June 2008. Mr. Xiong obtained a doctorate degree in accountancy from Xiamen University, the PRC, in 1992. Mr. Xiong was appointed as an independent director of Neptunus Bio-engineering up to August 2007. Mr. Xiong is currently the department head and professor of the Accounting Department of School of Economics of Shenzhen University, the independent director of Shahe Industry Company Limited, Shenzhen Laibao High-Tech Co., Ltd., Shenzhen Feima International Supply Chain Company Limited and Shenzhen Beauty Star Company Limited.

Upon approval by Shareholders at the AGM, Mr. Xiong will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Supervisor's remuneration of RMB 30,000 per annum will be paid to Mr. Xiong.

As at the date of this circular, Mr. Xiong did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

- (7) Mr. Yu Jun (喻軍), aged 39, has been elected as a Supervisor since June 2002. Mr. Yu is now an employee of the Company.

Upon approval by Shareholders at the AGM, Mr. Yu will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Supervisor's remuneration of RMB 20,000 per annum will be paid to Mr. Yu.

As at the date of this circular, Mr. Yu owned approximately 0.06% of the issued share capital of the Company.

New Directors proposed to be appointed

New executive Directors

- (8) Mr. Zhang Feng (張鋒), aged 39, 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 Shenzhen Neptunus Bio-engineering Co., Ltd., 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 and president of Shenzhen Neptunus Group Co., Ltd..

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Upon approval by Shareholders at the AGM, Mr. Zhang will be appointed as an executive Director and will enter into a three-year service agreement with the Company. Pursuant to the service agreement, no Director's remuneration will be paid to Mr. Zhang. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities, performance and results of the Company.

As at the date of this circular, Mr. Zhang was interested in approximately 0.082% of the issued share capital of Neptunus Bio-engineering which was the controlling shareholder of the Company, and which was in turn interested in approximately 70.38% of the issued share capital of the Company.

- (9) Mr. Xu Yan He (徐燕和), aged 54, graduated from Zhejiang Engineering College, the PRC, with a bachelor 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 the authorised 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.

Upon approval by Shareholders at the AGM, Mr. Xu will be appointed as an executive Director and will enter into a three-year service agreement with the Company. Pursuant to the service agreement, no Director's remuneration will be paid to Mr. Xu. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Mr. Xu did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

New non-executive Director

- (10) Mr. Liu Zhan Jun (劉占軍), aged 53, graduated from Nankai University, the PRC in 1997, with a doctoral degree in Economics and a postdoctoral degree in Management. 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.

LETTER FROM THE BOARD

Upon approval by Shareholders at the AGM, Mr. Liu will be appointed as a non-executive Director and will enter into a three-year service agreement with the Company. Pursuant to the service agreement, no Director's remuneration will be paid to Mr. Liu. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Mr. Liu was interested in approximately 0.041% of the issued share capital of Neptunus Bio-engineering which was the controlling shareholder of the Company, and which was in turn interested in approximately 70.38% of the issued share capital of the Company.

New independent non-executive Director

- (11) Mr. Huang Yao Wen (黃耀文), aged 40, graduated from Southwest University of Political Science & Law, the PRC, in 1992, and obtained a MBA degree from Euro-China International Business College the PRC. Mr. Huang is a member of All-China Youth Federation, Central Government Youth Federation (中央國家機關青聯), Central State-owned Enterprises Youth Federation (中央企業青聯) and Chongqing Youth Federation (重慶市青聯), and an adjunct professor of Law School of Central University of Finance and Economics (中央財政金融大學). He is an executive partner of Kaiwen Law Firm, Beijing, an independent director of the 5th session of the board of directors of Neptunus Bio-engineering, Sino-i Technology Ltd. (中國數碼資訊有限公司) and Nan Hai Corporation Limited.

Upon approval by Shareholders at the AGM, Mr Huang will be appointed as an independent non-executive Director and will enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Director's remuneration of RMB100,000 per annum will be paid to Mr. Huang. The whole Director's remuneration will be governed by the service agreement. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and results of the Company.

As at the date of this circular, Mr. Huang did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

New Supervisor

- (12) Mr. Wang Bin (王彬), aged 51, graduated from Precision Instrument Department of Harbin Institute of Technology, the PRC, with a master 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.

Upon approval by Shareholders at the AGM, Mr. Wang will be appointed as a Supervisor and enter into a three-year service agreement with the Company. Pursuant to the service agreement, a Supervisor's remuneration of RMB 30,000 per annum will be paid to Mr. Wang. The whole Supervisor's remuneration will be governed by the service agreement.

LETTER FROM THE BOARD

As at the date of this circular, Mr. Wang did not have any interests in any Shares or shares of any member of the Group within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the above Directors and Supervisors to be re-elected and the new Directors and Supervisor to be appointed did not hold any other directorships in listed public companies in the last three years, other major appointments or qualifications.

Save as disclosed above, none of the above Directors and Supervisors to be re-elected and the new Directors and Supervisor to be appointed has any relationships with any other Directors, senior management, or substantial or controlling Shareholders of the Company.

Save as disclosed above, all of the above Directors and Supervisors to be re-elected and the new Directors and Supervisor to be appointed have confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with re-appointments or new appointments and there is no other information required to be disclosed pursuant to any of the provisions under rules 17.50(2) of the GEM Listing Rules.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. As such, the Chairman will, by virtue of Article 90 of the Articles, demand that voting of the Shareholders at the AGM shall be taken by poll. The Company will publish an announcement of the results of the poll in accordance with the requirements of the GEM Listing Rules.

Shareholder(s) who wish(es) to attend the AGM in person or by a proxy/proxies are requested to complete and sign the proxy form in accordance with the instructions contained therein, and in the case of holders of H Shares, deliver the form to the Company's H Shares share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, or in the case of holders of Domestic Shares, to the office of the secretary to the Board at the Company's registered address at 1/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the PRC, not less than 24 hours before the time designated for the commencement of the AGM.

RECOMMENDATION

The Directors believe that the proposed resolutions are both necessary and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the aforementioned resolutions at the AGM.

Yours faithfully,
For and on behalf of the Board
Zhang Si Man
Chairman

NOTICE OF AGM



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Shenzhen Neptunus Interlong Bio-technique Company Limited (the “Company”) will be held at 10:00 a.m., on Friday, 24 June 2011, at 3/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and results of the Group comprising the Company and its subsidiaries and jointly controlled entity for the year ended 31 December 2010;
2. to receive and consider the reports of the board of directors of the Company (the “Board”) and the auditors for the year ended 31 December 2010;
3. to receive and consider the report of the supervisory committee of the Company for the year ended 31 December 2010;
4. to consider and approve the re-appointment of Crowe Horwath (HK) CPA Limited as the auditors of the Company for the year 2011 and to authorise 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. Chai Xiang Dong as an executive director of the Company for a term of 3 years with effect from 25 June 2011;

* *For identification purposes only.*

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7. to consider and approve the re-election of Ms. Yu Lin as a non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
8. to consider and approve the re-election of Mr. Ren De Quan as a non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
9. to consider and approve the re-election of Mr. Yick Wing Fat, Simon as an independent non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
10. to consider and approve the re-election of Mr. Poon Ka Yeung as an independent non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
11. to consider and approve the re-election of Mr. Xiong Chu Xiong as a supervisor of the Company for a term of 3 years with effect from 25 June 2011;
12. to consider and approve the re-election of Mr. Yu Jun as a supervisor of the Company for a term of 3 years with effect from 25 June 2011;
13. to consider and approve the appointment of Mr. Zhang Feng as an executive director of the Company for a term of 3 years with effect from 25 June 2011;
14. to consider and approve the appointment of Mr. Xu Yan He as an executive director of the Company for a term of 3 years with effect from 25 June 2011;
15. to consider and approve the appointment of Mr. Liu Zhan Jun as a non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
16. to consider and approve the appointment of Mr. Huang Yao Wen as an independent non-executive director of the Company for a term of 3 years with effect from 25 June 2011;
17. to consider and approve the appointment of Mr. Wang Bin as a supervisor of the Company for a term of 3 years with effect from 25 June 2011;

SPECIAL RESOLUTION

18. to consider as special business and, if thought fit, approve the following resolution as special resolution: -

“THAT the Articles of Association of the Company (the “Articles”) be and are hereby amended as follows:

- (i). Article 18 be revised and replaced in its entirety by the following:

“236,670,000 H shares were issued by the Company to increase its share capital for the first time since its establishment. Such H shares represented 25% of the total issued ordinary

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shares of the Company. Subsequently, an additional 189,330,000 H shares were issued by the Company to increase its share capital. Upon the issue of such additional H shares, the total number of H shares represented 37.5% of the total issued ordinary shares of the Company.

Afterwards, an additional 542,000,000 domestic shares were issued by the Company to increase its share capital. Upon the issue of such additional domestic shares, the total number of domestic shares represented 74.61% of the total issued ordinary shares of the Company.

The Company's share capital structure is as follows: 1,678,000,000 ordinary shares, of which 1,252,000,000 domestic shares are held by the domestic shareholders, representing 74.61% of the total issued ordinary shares of the Company, 426,000,000 H shares are held by the holders of H shares, representing 25.39% of the total issued ordinary shares of the Company.”

(“公司成立之後首次增資發行236,670,000股的H股，占公司已發行普通股總數的比例為25%。之後公司再增資發行189,330,000股的H股，發行完成後，H股總數占公司已發行普通股總數的比例為37.5%。

之後公司再增資發行542,000,000股的內資股，發行完成後，內資股總數占公司已發行普通股總數的比例為74.61%。

公司的股本結構為：普通股1,678,000,000股，其中內資股股東共持有1,252,000,000股的內資股，占公司已發行的普通股總數的比例為74.61%，H股股東持有426,000,000股的H股，占公司已發行普通股總數的比例25.39%。”);

- (ii). Article 21 be revised and replaced in its entirety by the following:

“The registered share capital of the Company is RMB167,800,000” (“公司的註冊資本為人民幣167,800,000元”);

- (iii). the first paragraph of Article 113 be revised and replaced by the following:

“The Company shall have a board of directors which shall consist of nine (9) directors, among whom three (3) shall be independent non-executive directors. The board of directors shall have a chairman of the board.” (“公司設董事會。董事會由九名董事組成，其中獨立非執行董事三人。董事會設董事長一人。”);

- (iv). the eighth paragraph of Article 114 which provides that “the number of the directors of the Company who are also the directors or senior management of the controlling shareholder of the Company shall not be more than two” (“控股機構的董事及高級管理人員兼任公司董事職務的人數不得超過二名”) be deleted; and

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- (v). the words “however the term of re-election shall not be more than six (6) years” (“但是連任時間不得超過六年”) in Article 133 be deleted.

By order of the Board
Shenzhen Neptunus Interlong Bio-technique Company Limited
Zhang Si Min
Chairman

Shenzhen, the PRC, 6 May 2011

Registered Address:

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

Principal place of business in Hong Kong:

35/F Bank of China Tower
1 Garden Road
Central
Hong Kong

Notes:

- (1) A shareholder of the Company (the “Shareholder”) entitled to attend and vote at the AGM above is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder of the Company. In the case of joint holders of shares of the Company (the “Shares”), any one of such joint holders may sign on the form of proxy. However, if more than one of such joint holders are present at the AGM whether personally or by proxy, that one of the joint shareholder 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 a notarially certified copy of such power of attorney or authority must be lodged, in the case of holders of H Shares, with the share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong, and in the case of holders of domestic Shares, to the registered address of the Company at 1/F, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Shenzhen, the PRC no later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

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- (3) The Shareholders or their proxies will be required to produce their identities proof (and form of proxy in case of proxies) when attending the AGM.
- (4) The register of Shareholders of the Company will be closed from 25 May 2011 to 24 June 2011, both days inclusive, during which no transfer of Shares will be effected. As regards holders of H Shares, in order to qualify for attending the AGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the H Shares share registrar and transfer office of the Company in Hong Kong at 26/F, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m., 24 May 2011.
- (5) Holders of H Shares of the Company intending to attend the AGM must complete and return the enclosed reply slip to the H Shares share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, by hand, by post or by fax (fax no.: (852) 2810 8185) no later than 3 June 2011.
- (6) Holders of domestic Shares of the Company intending to attend the AGM 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., Shenzhen, the PRC by hand, by post or by fax (fax no.: (86) 755 2664 3537) no later than 3 June 2011.
- (7) The AGM is expected to last for no more than a day. The Shareholders or their proxies attending the AGM shall bear their own traveling, accommodation and meal expenses.
- (8) For any enquiries about this notice, please contact the contact person of the general meetings Mr. Huang Jian Bo at (86) 755 2640 1275.

As at the date hereof, the executive Directors are Mr. Zhang Si Min and Mr. Chai Xiang Dong; the non-executive Directors are Ms. Yu Lin and Mr. Ren De Quan ; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Lu Sun.