



**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)**

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING**

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of *(note 2)* \_\_\_\_\_ shares (the "Shares")  
of RMB0.10 each in the share capital of Shenzhen Neptunus Interlong Bio-technique Company Limited (the "Company"),  
HEREBY APPOINT *(note 3)* \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy in respect of *(note 5)* \_\_\_\_\_ H shares  
(the "H Shares")/domestic shares (the "Domestic Shares") in the share capital of the Company held by me/us and on my /our behalf to  
attend and act for me/us at the extraordinary general meeting of the Company (the "Meeting") to be held at 10:40 a.m. on Friday, 15  
December 2017 at Meeting Room, 24th Floor, Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Nanshan District, Shenzhen,  
Guangdong Province, the People's Republic of China (the "PRC") (and at any adjournment thereof), for the purpose of considering and, if  
thought fit, passing, with or without modifications, the resolutions set out in the notice convening the Meeting and at such Meeting (and at  
any adjournment thereof) to vote for me/us and in my/our names(s) in respect of the resolutions as hereunder indicated.

Please make a mark (✓) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

AS ORDINARY RESOLUTIONS		FOR <i>(note 6)</i>	AGAINST <i>(note 6)</i>
1	<p><b>THAT</b></p> <p>(a) the form and substance of the healthcare food and food purchase framework agreement (the "<b>Healthcare Food and Food Purchase Framework Agreement</b>") dated 17 October 2017 entered into between 深圳海王集團股份有限公司 (Shenzhen Neptunus Group Company Limited*) ("<b>Neptunus Group</b>") and the Company relating to the purchase by the Company and its subsidiaries (the "<b>Group</b>") of certain food and healthcare food products from Neptunus Group and its subsidiaries (excluding the Group) ("<b>Intermediate Parent Group</b>") for distribution in the PRC for the period from 1 January 2018 to 31 December 2020 in the amounts of RMB28,000,000 (approximately HK\$33,453,000), RMB36,000,000 (approximately HK\$43,011,000) and RMB47,000,000 (approximately HK\$56,153,000) for each of the three years ending 31 December 2018, 31 December 2019, 31 December 2020, respectively (a copy of the Healthcare Food and Food Purchase Framework Agreement has been produced to the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose) and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director (the "<b>Director</b>") of the Company be and are hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in the opinion of the Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Healthcare Food and Food Purchase Framework Agreement or any transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Healthcare Food and Food Purchase Framework Agreement) as are, in the opinion of the Director, in the interest of the Company and its shareholders as a whole.</p>		
2	<p><b>THAT</b></p> <p>(a) the form and substance of the distribution agreement (the "<b>Nepstar Distribution Agreement</b>") dated 17 October 2017 entered into between 深圳市海王星辰醫藥有限公司 (Shenzhen Nepstar Pharmaceutical Company Limited*) ("<b>Nepstar</b>") and the Company relating to the supply of pharmaceutical products, food and healthcare food products by the Group to Nepstar and its subsidiaries ("<b>Nepstar Group</b>") for them to distribute within the PRC for the period from 1 January 2018 to 31 December 2020 in the amounts of RMB28,000,000 (approximately HK\$33,453,000), RMB36,000,000 (approximately HK\$43,011,000) and RMB47,000,000 (approximately HK\$56,153,000) for each of the three years ending 31 December 2018, 31 December 2019, 31 December 2020, respectively (a copy of the Nepstar Distribution Agreement has been produced to the meeting and marked "B" and initialled by the chairman of the meeting for identification purpose) and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and</p>		

AS ORDINARY RESOLUTIONS		FOR <sup>(note 6)</sup>	AGAINST <sup>(note 6)</sup>
(b) any one Director be and are hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in the opinion of the Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Nepstar Distribution Agreement or any transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Nepstar Distribution Agreement) as are, in the opinion of the Director, in the interest of the Company and its shareholders as a whole.			

Signature(s) <sup>(note 7)</sup> \_\_\_\_\_

Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2017

\* For identification purpose only

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**. Only one of the joint holders of the Share(s) needs to sign (but see note 8 below).
2. Please insert the number of the Domestic Shares or H Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint in writing one or more proxies to attend and vote on his behalf. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. Please indicate clearly the number of the Domestic Shares or H Shares registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the Domestic Shares or H Shares registered in your name(s).
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** If you wish to vote only part of the number of the Domestic Shares or H Shares in respect of which the proxy is so appointed, please state the exact number of the Domestic Shares or H Shares in lieu of tick in the relevant box. Failure to tick or state the exact number of the Domestic Shares or H Shares in any box will entitle your proxy to cast his votes at his discretion.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of a director, attorney or other person duly authorised. If this form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
8. Where there are joint holders of any Domestic Shares or H Shares, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such Domestic Shares or H Shares as if he was solely entitled thereof, and if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. In order to be valid, this 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 deposited, in the case of holders of the H Shares, at the Company's H share registrar 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 the Domestic Shares, at 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 PRC as soon as possible but in any event not less than 24 hours before the time appointed for the Meeting (i.e. not later than 10:40 a.m. on Thursday, 14 December 2017).
10. Completion and deposit of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
11. References to time and dates in this form of proxy are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at the above address.