



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)

Class Meeting of the Holders of H Shares
Form of Proxy

Form of proxy for the class meeting of the holders of H shares (the "Meeting") of SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED* (the "Company") to be held 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") on Monday, 13 September 2010 at 10:30 a.m..

I/We ^(note 1) _____ of _____ being the holder(s) of ^(note 2) _____ share(s) of RMB0.10 each in the capital of 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 in the capital of the Company (the "H Shares") held by me/us to attend and vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof), for the purpose of considering and, if thought fit, passing the special 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 name(s) in respect of the resolutions as hereunder indicated.

AS SPECIAL RESOLUTIONS		FOR ^(note 6)	AGAINST ^(note 6)
1.	<p>(a) To approve, confirm and ratify the form and substance of the conditional sale and purchase agreement ("Fuyao Agreement") dated 16 July 2010 and entered into between (1) the Company, (2) 深圳市海王生物工程股份有限公司 (Shenzhen Neptunus Bio-engineering Company Limited*) and (3) 深圳海王藥業有限公司 (Shenzhen Neptunus Pharmaceutical Company Limited*) in relation to the acquisition (the "Proposed Acquisition") of 80% (the "Equity Interest") of the registered capital of 福州海王福藥制藥有限公司 (Fuzhou Neptunus Fuyao Pharmaceutical Company Limited*) by the Company at a consideration of RMB433,600,000 (equivalent to approximately HK\$497,418,837) (the "Consideration"), which will be fully settled by the issue and allotment of 542,000,000 new domestic shares (the "Consideration Shares") of RMB0.1 each of the Company to be credited as fully paid up in RMB upon issue and all the transactions contemplated thereby (a copy of the Fuyao Agreement has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose);</p> <p>(b) To authorize and approve, subject to completion of the Proposed Acquisition, the allotment and issue of the Consideration Shares pursuant to the terms of the Fuyao Agreement;</p> <p>(c) To authorize the Directors, subject to completion of the Proposed Acquisition, to issue and allot the Consideration Shares in accordance with the terms and conditions of the Fuyao Agreement (the "Special Mandate") and that the Special Mandate be in addition to, and shall not prejudice or revoke, the existing general mandate to issue shares of the Company of RMB0.1 each (the "Shares") granted to the Directors by the shareholders of the Company at the annual general meeting of the Company held on 15 June 2010 or subsequent general or special mandate(s) to issue Shares which may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(d) To authorize the Directors to do all such acts and things, to sign and execute (whether under seal or otherwise) all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Fuyao Agreement, the issue and allotment of the Consideration Shares or any of the transactions contemplated under the Fuyao Agreement 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 Fuyao Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		

AS ORDINARY RESOLUTIONS		FOR (note 6)	AGAINST (note 6)
2.	<p>(a) To approve, confirm and ratify the form and substance of the service agreement (the “Service Agreement”) dated 16 July 2010 entered into between (1) 深圳葛蘭素史克海王生物製品有限公司 (Shenzhen GSK-Neptunus Biologicals Co., Ltd.*), a sino-foreign equity joint venture established by the Company and GlaxoSmithKline Pte Ltd in the PRC (“JVCO”) and (2) GlaxoSmithKline (China) investment Company Ltd. (“GSK China”) in relation to the provision of legal and company secretarial, human resources, finance and senior management services by GSK China to the JVCO to facilitate the proper operation and business management of the JVCO, at a service fee of RMB5,129,000 (equivalent to approximately HK\$5,828,409) to be paid by the JVCO to GSK China and all the transactions contemplated thereby (a copy of the Service Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose); and</p> <p>(b) To authorize the Directors to do all such acts and things, to sign and execute (whether under seal or otherwise) all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Service Agreement or any of the transactions contemplated under the Service Agreement 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 Service Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		

Signature(s)^(note 7) _____ Dated this: _____ day of _____ 2010.

Notes:

- 1 Please insert full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 8 below).
- 2 Please insert the number of all the 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 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 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 H Shares in respect of which the proxy is so appointed, please state the exact number of the H Shares in lieu of tick in the relevant box. Failure to tick or state the exact number of the 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 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 H Shares, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such 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, 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 deposited at 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 no later than 24 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be).
- 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.

* For identification purposes only